

**Operating Bylaws
of
Central Baptist Church of Wendell, Inc.
Preamble to the Bylaws**

For the purpose of preserving and making secure the principles of our faith in Christ and to the end that this body be governed in an orderly manner consistent with the accepted tenets of the Baptist State Convention of North Carolina, and the Southern Baptist Convention, and for the purpose of preserving the liberties inherent in each individual member of this Church, and to set forth the relationship of this body to other bodies of the same Faith and Order, we do declare and establish these bylaws.

**Article I
Name and Principal Office**

The name of the Corporation is Central Baptist Church of Wendell, Inc. This Corporation will be further referred to in these bylaws as the "Church". The Church maintains its principal office at 11109 Poole Road, Wendell, North Carolina.

**Article II
Membership**

Section 1: Faith

1.1 The Bible & The Baptist Faith & Message

The Church accepts the Holy Scriptures of the Old and New Testament as our rule of faith and practice (2 Timothy 3:16-17). It affirms the doctrinal positions set forth in The 2000 Baptist Faith and Message, and hereby incorporates that statement into these bylaws.

1.2 Additional Statement

The Church does not condone same-sex relationships and will not allow its ministers or facilities to be used either to promote those relationships or to condone any channel of sexual expression outside of one man created by God and one woman created by God in covenant marriage. It affirms the doctrinal positions set forth in The Danvers Statement on Biblical Manhood and Womanhood and the Nashville Statement, A Coalition For Biblical Sexuality, and hereby incorporates these statements into these bylaws.

Furthermore, the Church does not grant employment to persons who are living outside of the boundaries of its faith statements.

Section 2: Candidacy and Membership

2.1 Requirements

Any person who has made a public profession of faith in the Lord Jesus Christ and has been, or offers himself for, believer's immersion baptism may offer himself as a candidate for membership in this church.

2.1.1 Baptism Exception: On the recommendation of the pastor, the Council of Elders, by unanimous consent may suspend the requirement for immersion baptism as a condition of membership in cases of physical inability or other special circumstances.

2.2 Basis of Candidacy

2.2.1 By profession of faith and through believer's immersion baptism according to the policies of this church.

2.2.2 By Transfer of Letter of recommendation from another Christian Church that is like minded in faith and practice certifying that the candidate is in good standing.

2.2.3 By Statement of a prior conversion experience and believer's baptism by immersion in a Christian Church when no letter is obtainable.

2.2.4 Other Denominations. Believers coming from other denominations who have never been baptized by immersion shall be expected to present themselves as candidates for baptism by immersion.

2.2.5 By Reinstatement (see Article II; Section 6.3 Reinstatement)

2.3 Procedure for New Membership

Any person may present themselves to a Church leader to initiate the process leading toward church membership. The candidate will be received into the watch-care of the Church and extended the right hand of fellowship. The pastor, or delegated Church leader, will counsel the candidate and assure themselves of the person's conversion and commitment to the mission and vision of the Church and enroll he/she in a membership class. Upon the completion of the membership class and the recommendation of the pastor, or delegated Church leader, candidates can be voted into full membership at a regular elder's meeting and the congregation informed at the next member's meeting.

2.4 Watch-care

A temporary status for those who have presented themselves for initial membership candidacy but have not completed the membership process and been voted into the full membership of the Church.

2.5 Definition of a Member

A Member is one who has completed the requirements for initial membership and been voted into the full membership of the Church at an elder's meeting.

Section 3: The Central Baptist Membership Covenant

"Having received Christ as my Lord and Savior and been baptized by immersion, and agreeing with Central Baptist's statements, strategy, and structure, I now feel led by the Holy Spirit to unite with the Central Baptist Church family. In doing so, I commit myself to God and to the other members to do the following..."

3.1 I will Protect the Unity of the Church

- **by acting in love toward the other members**
- **by refusing to participate in gossip or other unwholesome talk**
- **by encouraging, supporting and honoring the God-ordained leadership of the Church.**
- **by complying with the Operating Bylaws of the Church.**

"Let us therefore make every effort to do what leads to peace and to mutual edification"

(Romans 14:19)

"...Have a sincere love for your brothers, love one another deeply from the heart" (1 Peter 1:22)

"Do not let any unwholesome talk come out of your mouths, but only what is helpful for building others up according to their needs...." (Ephesians 4:29)

"Obey your leaders and submit to their authority. They keep watch over you as men who must give an account. Obey them so their work will be a joy, not a burden, for that would be no advantage to you." (Hebrews 13:17)

3.2 I will Share the Responsibility of the Church

- **by praying for its growth**
- **by inviting the unchurched to attend**
- **by warmly welcoming those who visit**
- **by giving regularly (tithes)**

"To the church- ... We always thank God for all of you, mentioning you in our prayers"

(1 Thessalonians 1:1-2)

"Then the Master told his servants, 'Go out to the roads and the country lanes and make them come in, so that my house will be full'" (Luke 14:23)

"Accept one another, then, just as Christ in order to bring praise to God" (Romans 15:7)

"On the first day of every week, each one of you should set aside a sum of money in keeping with his own income...." (1 Corinthians 16:2)

"A tithe from everything from the land, -.... belongs to the Lord; it is holy to the Lord." (Leviticus 27:30)

3.3 I will Serve the Ministry of the church

- **by discovering and using my spiritual gifts and talents**
- **by being equipped for the works of service and the building up of the Body**
- **by developing a servant's heart.**

"Each one should use whatever gift he has received to serve others, faithfully administering God's grace in its various forms" (1 Peter 4:10)

"(God) gave... some to be pastors and teachers, to prepare God's people for works of service, so that the body of Christ might be built up" (Ephesians 4:11-12)

"Each of you should look not only to your own interests, but also to the interests of others. Your attitude should be the same as Christ Jesus...- Made himself nothing, taking the very nature of a servant" (Philippians 2:3-4, 7)

3.4 I will Support the Testimony of the Church

- **by attending faithfully**
- **by living a godly life**
- **by honoring Christ in all relationships**

“Let us not give up meeting together...but let us encourage one another” (Hebrews 10:25)

“Whatever happens, conduct yourselves in a manner worthy of the gospel of Christ” (Philippians 1:27)

Section 4: Rights of Membership

- 4.1** Each Member, 13 years of age and older shall be permitted to vote on all matters brought before the church. Each Member is entitled to one vote. Voting by proxy is prohibited, unless stated otherwise in this document.
- 4.2** Except as otherwise set forth herein, every Member of the church is eligible for consideration by the membership for elected office in the church. Those members under the process of Church discipline are not eligible for consideration.
- 4.3** Members shall have access to the principal records of the church including minutes of its governing body and principal financial reports. However, these rights shall not include the right to review or inspect individual donor records or personnel files.
- 4.4** Members (except those members who are under the process of Church discipline) shall have the right to vote on the following matters:
- Adoption of the annual General Operating Budget of the Church
 - Membership Dismissal
 - Election of Elders and Deacons
 - Committees
 - Acquisition of real property
 - Disposition of all or substantially all of the assets of the Church
 - Merger or dissolution of the Church
 - Obtaining of any indebtedness
 - Amendments to the Articles of Incorporation and Bylaws of the Church
 - Calling or removing the Senior Pastor
 - Other matters that the Council of Elders are led to seek the members advice and counsel

Section 5: Termination of Membership

Membership in this church shall be terminated in the following ways:

5.1 By death

5.2 By letter

- 5.3 By dismissal.** The church, after due notice and a reasonable opportunity for hearing and kindly efforts to make such action unnecessary, may terminate the membership of persons who fail to fulfill the obligations of the church covenant, and of persons whose conduct is of such a nature that it hinders the work of the church and Christ’s Kingdom. Procedures for the dismissal of a member shall be in accordance with Article II, Section 6.2.3.

5.4 By erasure. Upon receipt of properly authenticated information that a member is currently in fellowship with another church or after a good faith effort to contact members without an attendance or giving record for twelve months, the church administrative staff may remove the person from the membership rolls of this church, and the congregation informed at the next member's meeting. Special consideration shall be given to those away in college, military personnel, homebound and special needs.

5.5 By resignation. A member may request that his/her membership be terminated, and such termination shall be effective as of the date requested, and the congregation informed at the next member's meeting.

Section 6: Discipline of Members

6.1 Purpose

The purpose of Church discipline is to glorify God by (1) maintaining purity in the Church (1 Corinthians 5:6), (2) protecting believers by deterring sin (1 Timothy 5:20) and (3) promoting the spiritual welfare of the offending believer by calling him or her to return to biblical standards of doctrine and conduct (Galatians 6:1).

6.2 Process

Members and all other professing Christians who regularly attend or fellowship at Central Baptist Church who stray from biblical doctrine or conduct shall be subject to discipline according to Matthew 18:15-18. (Such person's hereafter will be referred to as an "Erring Member".) Before such discipline reaches its final conclusion:

6.2.1 It shall be the duty of any Church member who has knowledge of the Erring Member's unbiblical beliefs or misconduct to warn and to correct such Erring Member in private, seeking his or her repentance and restoration. If the Erring Member does not heed this warning; then,

6.2.2 The "Warning Member" shall again go to the Erring Member accompanied by one or two witnesses to confirm the facts, and as appropriate, warn and correct such Erring Member, seeking his or her repentance and restoration. If the Erring Member still refuses to heed this warning; then,

6.2.3 It shall be brought to the attention of the Council of Elders. (It is understood that this process may continue to conclusion, whether the Erring Member leaves Central Baptist Church or otherwise seeks to withdraw from membership to avoid the discipline process.) The Elders will appropriately investigate any allegation brought by one Church member against another. If these allegations are warranted, two or more of the Elders will contact the Erring Member and seek his or her repentance and restoration. If the Erring Person refuses to be restored, the matter will be presented to the entire Council of Elders, who may, in a special called conference, recommend to the Church, removal from the Church membership in accordance with Matthew 18. However, even at this point, Central Baptist Church will continue to pray for the restoration of the Erring Member.

6.2.4 It is the Church's desire, that all claims or disputes, which cannot be resolved in accordance with Matthew 18 principles, shall be settled by biblically based and legally binding arbitration.

6.3 Reinstatement

If such dismissed member heeds the warning, demonstrates repentance, and requests reinstatement, he or she shall be publicly restored to membership through the recommendation of the Council of Elders and affirmation by the congregation.

Article III

Membership Meetings

Section 1: Worship

The church shall hold regular meetings for worship, discipleship, ministry, fellowship and evangelism.

Section 2: Members Meetings

2.1 Annual Members Meetings

The annual meeting shall take place in the last quarter of the Church fiscal year, for the purpose of approving the annual budget, and other orders of business.

2.2 Regular Members Meetings

Regular meetings shall be held at a time set by the Council of Elders. To the extent possible, items coming before the church for a vote shall be printed and made available on the Sunday prior to the meeting.

2.3 Special Called Meetings

Special members meetings may be called by the Council of Elders or twenty percent of the membership requesting such in writing to the Council of Elders. The time and place of any such special members meeting shall be set by the Council. Matters to be considered shall be stated in the call, and a public announcement made at the Sunday morning worship service preceding the special called meeting. Only the business matters announced in the call may be proper matters for the special meeting.

2.4 Moderation

The Moderator for all Church meetings shall be the Chairman of the Council of Elders or one designated by the Council of Elders. The Senior Pastor shall not moderate meetings but will always be allowed to speak in Church meetings if he so elects.

2.5 Voting

The church shall decide upon matters of concern by voting at duly constituted members meetings, by majority vote of those members present, except as otherwise stated in these bylaws. The moderator shall determine the method of voting. A change in the voting method may be considered by a motion of any member. (see *Robert's Rules of Order*) Voting by absentee ballot or proxy shall not be permitted.

2.6 Quorum

A quorum shall consist of the members of the church present at a members meeting.

2.7 Procedure

Except where specific provisions are made herein, the most recent edition of Robert's Rules of Order shall be the rule and guide in matter of procedures in all members meetings of the Church, except that the moderator may, absent objection or with the consent of the majority, deviate from such rules in the interests of full discussion and harmony. The Elders shall retain the right to appoint a parliamentarian to assist in all Church meetings.

2.8 Minutes

The Corporate Secretary or designated Administrative Staff, will be responsible for recording the minutes of the meeting. The minutes shall include who presided over the meeting; quorum of members, summary of actions taken at the meeting, but in sufficient detail to clearly describe what was discussed and agreed upon to avoid any subsequent disputes. The recorded minutes shall be approved by the Minutes Approval Committee appointed by the Council of Elders. The approved minutes of all meetings shall be the property of the church and kept by the Church Administrative Staff, and available to all Members for inspection.

2.9 Attendance

Members Meetings are open unless otherwise declared by the Council of Elders. Members are expected to attend.

Article IV Church Leadership

Section 1: Overview of Church Leadership

The Council of Elders shall have primary responsibility for the oversight of all matters of Central Baptist Church. The Senior Pastor has responsibility over all paid staff of the Church. Deacons will assist the Elders in meeting the physical, emotional and spiritual needs of the Church as they arise. Committees and Ministry Teams may be established to perform works of administration or ministry as outlined in their specific position descriptions.

Section 2: Council of Elders

*"Paul and Barnabas appointed elders for them in each church and, with prayer and fasting, committed them to the Lord, in whom they had put their trust."
(Acts 14:23)*

*"Keep watch over yourselves and all the flock of which the Holy Spirit has made you overseers. Be shepherds of the church of God, which He bought with His own blood."
(Acts 20:28)*

*"The reason I left you in Crete was that you might straighten out what was left unfinished and appoint elders in every town, as I directed you."
(Titus 1:5)*

The New Testament clearly teaches that the Church is to be led by a plurality of godly men. Their assignment falls into four categories: First, these men are given both the responsibility and authority to skillfully and lovingly lead the flock. Next, they are to feed the flock, offering accurate and

insightful teaching of the scripture. Third, they are to care for the flock. This care is shown in the love, concern, prayers, ministry, and adept management of Church resources. Finally, they are to protect the flock from harmful influences and beliefs.

These leaders are known by three titles, each of which reveals a separate aspect of their function. All three titles are used in 1 Peter 5:1-2:

"To the elders among you, I appeal as a fellow elder, a witness of Christ's sufferings and one who also will share in the glory to be revealed: Be shepherds of God's flock that is under your care, serving as overseers - not because you must, but because you are willing, as God wants you to be; not greedy for money, but eager to serve;"

They are first called "elders". An Elder is a godly leader whose wisdom and maturity are respected by God's people. Next, these are men who give oversight. That is, they are "overseers". An overseer is a person who is a good manager of resources and guardian of people. Finally, these leaders are called "shepherds", which is also translated as "ministers". This word refers to the role of caring for and leading the flock.

It is important to note that within the New Testament model of church organization, authority for leadership is not granted to just one individual minister, nor is it given as democratic rule by the congregation. Instead, the scripture states that authority for leadership is conducted by a plurality of leaders who are affirmed by the Church and accountable to God. The scripture further teaches that when the Church supports the Elders, both the Church body and individual Christians will flourish. (Heb. 13:17; 1 Thessalonians 5:12-13; 1 Pet. 5:1-5; Acts 20:28) These Elders do not form a separated "clergy class" of Christians.

Section 2.1: General Scope

Central Baptist Church seeks to be a New Testament Church committed to the teachings of the Bible. No other authority or tradition is to guide the means, faith, or structure of the Lord Jesus Christ's Church. The ministerial and administrative structure for a New Testament Church is to utilize a plurality form of leadership. Central Baptist Church will follow this scriptural example.

To achieve this New Testament model, Central Baptist Church requires qualified men to serve on a Council of Elders. These men must meet specific moral and spiritual qualifications before they can serve. Selection will be based on biblical directives such as: character (1 Timothy 3:1-10), giftedness (1 Corinthians 12:12-31), function (Romans 12:3-8) and results (Ephesians 4:11-16). They must be publicly installed into office (1 Timothy 5:22; Acts 14:23). They must be motivated and empowered by the Holy Spirit to do their works of ministry (Acts 20:28). After review and examination, as described of this article, Section 2.2, men affirmed by Central Baptist Church to serve as Elders shall constitute the "Council of Elders". To effectively perform their duties, the Council of Elders needs the prayers, support (1 Timothy 5:17-18) and assent of members of Central Baptist Church (Hebrews 13:17). Central Baptist Church is called upon to honor their Council of Elders and to protect them against false accusations (1 Timothy 5:19). Finally, if an Elder falls into sin, and continues in sin, he must be publicly rebuked (1 Timothy 5:20) and be subject to church discipline.

The oversight of this Church, under the leadership of the Holy Spirit, shall be vested in the Council of Elders (except in matters reserved to the members, as defined in these bylaws). The Elders shall be elected as provided in the articles of these bylaws, and the Elders shall appoint corporate officers. While scripture indicates that Elders bear the ultimate responsibility for the watch-care of the Church, various oversight committees (Finance, etc.) may be established by the Council of Elders and authority

specifically delegated. As necessary, further delineation of responsibilities shall be determined by the Elders to provide adequate oversight for the church.

The membership of the Council of Elders, the Elders' duties, their terms of office, and other qualifications shall be as follows:

Section 2.2: Qualifications and Discipline

"An overseer then must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, and free from the love of money. He must be one who manages his own household well, keeping children under control with all dignity...and not a new convert, he must have a good reputation with those outside the Church, so he may not fall into reproach and the snare of the devil." I Timothy 3:2-7

"If a man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion...above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word...that he may be able both to exhort in sound doctrine and refute those who contradict." Titus 1:6-9

Above Reproach	Elders must be blameless, presenting no pattern of scriptural disobedience or grounds for accusation.
Husband of One Wife	Elders, if married, must be devoted spouses. An Elder must be a one-woman man and devoted in his heart and mind to the woman who is his wife. He strives to maintain sexual purity in both his thought life and his conduct.
Temperate	Elders must be self-controlled, enslaved to nothing, free from excesses. Elders must be sober, sensible, wise, balanced in judgment, not given to quick, superficial decisions based on immature thinking.
Respectable	Elders must demonstrate a well-ordered life and good behavior.
Hospitable	Elders must be unselfish with their personal resources. They must be willing to share blessings with others.
Able to Teach	Elders must be able to communicate the truth of God and exhort sound doctrine in a non-argumentative way. (II Tim. 4:2 & 2:24)
Not Addicted to Wine	Elders must be free from addictions and must be willing to limit their liberty by abstaining from alcohol, illegal drugs and smoking for the sake of others.
Not Violent	Elders must be gentle and characterized by forbearance and tenderness - not having a quick temper.
Peaceable	Elders must not be given to quarrelling or selfish argumentation.
Free From the Love of Money	Elders must not be stingy, greedy or out for dishonest gain. They should not be preoccupied with amassing material things, but rather should be a model of biblical and sacrificial giving by demonstrating a minimum of a tithe (10%).

Manage Own Household	Elders must have a well-ordered household, a healthy family life, and well-behaved children. (Pertains to those children still under the authority of the parents)
Not a New Convert	Elders must not be new believers. They must have been Christians for long enough to demonstrate the reality of their conversion and the depth of their spirituality.
Good Reputation with Outsiders	Elders must be well respected by unbelievers and must be free from hypocrisy.
Not Self-Willed	Elders must not be stubborn, insensitive or prone to force opinions on others. They must be more interested in service than self-pleasure.
Not Quick-Tempered	Elders must be able to exercise self-control and patience in difficult situations.
Loves what is Good	Elders must desire the will of God in every decision.
Just	Elders must be fair and impartial. Their judgments must be based on scriptural principles.
Devout	Elders must be reverent, continually desiring to be separated from sin. They must be devoted to prayer, the study of scripture and the guarding of their own spiritual walk. (Acts 20:28)
Holding Fast the Faithful Word	Elders must be stable in the faith, obedient to the Word of God, continually seeking to be controlled by the Holy Spirit.

It is the Elder Council's responsibility to discipline or remove any council member who no longer fulfills the qualification of an Elder, who fails to fulfill his responsibilities, or who violates the intent of these bylaws. Discipline or removal shall be by a three-fourths (3/4) vote of all Elders (excluding the Elder being disciplined or removed). Members of the congregation who have a concern regarding the qualifications and discipline of an Elder shall first express that concern to the Elder in accordance with Mathew 18:15, and 5:24. If the concern is not resolved, member is to notify, in writing, the Council of Elders, requesting action. After a careful and complete review of the concern, the Council of Elders will report appropriate findings and course of action.

The Senior Pastor shall be considered a first among equals and serve as an ex-officio non-voting member of the Council of Elders. He will represent the interests of the ministerial and support staff of the Church. All other ministerial staff personnel cannot be members of the Council, even though they meet the qualifications of an Elder.

Section 2.3: Duties

It is the Elders' duty to exercise personal holiness. Elders shall oversee, lead, shepherd, and care for the spiritual condition of the Church, as set forth in scripture (I Timothy 5:17; Titus 1:9; I Peter 5:1-2). The Council of Elders can delegate selected ministry oversight to an appointed ministry team.

Specific List of Responsibilities:

1. **Shepherd the Flock.** Serving in all humility, Elders are to guide, direct, guard and protect the members of the body, seeking to meet their needs and assist in any way possible, warning against harmful influences and guarding against false teachers. (Acts 20:35)
2. **Lead Through Example.** Elders are to provide a scriptural role model and are to set a pattern before the flock of a rightly ordered life - with a single purpose, to glorify God. (1 Timothy 3:4-5; 5:17)
3. **Teach and Exhort.** Elders are to see that the flock is fed through insightful and accurate biblical instruction and admonition. Teaching will be centered on equipping the members of the body to perform works of ministry. (1 Timothy 3:2; Titus 1:9-16; John 21:17)
4. **Refute Those Who Contradict Truth.** Elders are to confront those who are teaching what they should not teach or who are continuing in a pattern of behavior contradictory to Biblical truth. Thus, Elders are to keep closing potential entrances for Satan, so that the truth of Christ will remain credible to both the congregation and the community. (Acts 20:17, 28-31; 1 Thess. 5:12)
5. **Manage the Church of God.** Elders are to oversee the life of the Church with the assistance of other godly leaders. They must be people who can "rule well". Deacon qualified men are to be selected to assist the Elders in the management and ministry of the Church. (1 Timothy 5:17)
6. **Pray for the Sick.** Elders are to pray for the spiritual and physical well being of members of the congregation. (James 5:14-15)

Elders, like church members, have no individual authority, but must act together as a Council to represent the best interest of the Church. The Council of Elders has complete authority to govern the administrative areas of the Church, except in matters that are reserved to a vote of the Church membership. The Elders may also establish various advisory committees to assist them in both administrative and ministry matters.

The Council of Elders has the authority, to select, dismiss and have salaries set for all ministerial staff positions. The congregation has the authority to call, select and dismiss the Senior Pastor. All other support staff positions shall be hired, selected, dismissed, and have their salaries set by recommendation from the Senior Pastor to the Council of Elders.

Section 2.4: Number and Terms of Service

There shall be a minimum of **five (5)** members of the Council of Elders plus the Senior Pastor.

Each elected Elder, upon appointment, shall be asked for a three-year commitment, subject to review, recommitment and reaffirmation by the Church members each year. During the period of annual review, both the individual and the other Elders shall evaluate his continued service as an Elder, again considering the biblical qualifications as well as any personal factors that might affect his service. An individual's service as an Elder may be discontinued either by his own decision, by a three-fourths (3/4) vote of the other Elders, or by the congregation decision not to reaffirm at the membership meeting held prior to January 1 (see Article IV; Section 2.8).

Section 2.5: Vacancy

If any vacancy occurs on the Council of Elders, the vacancy may be filled by a three-fourths (3/4) vote of the members of the Elder Council. The man selected to fill the vacancy shall serve until the next nomination and affirmation of Elders (see Article IV; Section 2.8).

Section 2.6: Election of Corporate Officers and Board of Directors

The Council of Elders shall serve as the Board of Directors of the Corporation. The Council of Elders shall elect from among the membership of the Elders, individuals to serve as Chairman, Vice Chairman, and Secretary of the Council. The individuals elected to these offices, shall by virtue of their position fill the roles of President, Vice President, and Secretary of the Board of Directors. The Treasurer and Assistant Treasurer(s) shall serve as officers of the corporation and be appointed by the Council of Elders. The congregation will be asked to affirm these officers each year. As administrative officers of the Corporation, they shall have the same duties and responsibilities incumbent upon officials in other non-profit corporate entities in the state of North Carolina. All legal instruments that must be signed for the Corporation shall be signed by the President or Vice-President, sealed with the corporate seal, and attested to by the Secretary.

Each Elder maintains the right to nominate a fellow Council member as an officer. All corporate officer nominees must meet the spiritual qualifications of the office of deacon. At no time shall the Senior Pastor or any other employee serve as a corporate officer of the Church.

If, for any reason, an elected officer cannot fulfill the duties of the office for the entire year, the Elders will appoint a replacement.

Section 2.7: Meetings and Quorum

Annually, the Council of Elders shall organize themselves as they believe will best enable their ministry. They shall hold regularly scheduled meetings at a time and place decided by the Council. A quorum for Elder Council meetings shall consist of two-thirds (2/3) of the members.

Section 2.8: Nomination & Affirmation of Elders

Scripture gives evidence of the first Elders being appointed by the founders of the Church. By this example it is implied that the existing spiritual leadership of a church must be intimately involved in the process of selecting Elders, so as to ensure that the selection process is based on spiritual rather than superficial qualifications.

In July of each year, the Elders currently serving shall determine the number of positions, if any, to be filled that year on the Council of Elders. If the Elders determine that additional Council Members are needed, they shall initiate the following process for Elder selection:

- 1) During the month of August, members are given the opportunity to nominate potential candidates (including the purpose of their nomination) to serve on the Council of Elders. Completed nomination forms can be turned into the church office throughout the week, on Sundays at a designated area within the church's facilities, and or through a designated electronic means.
- 2) In September, the Council of Elders will review all nominations received to determine if nominated

candidates meet biblical qualifications as stated in these bylaws (Section 2.2 of this article). All qualified candidates will be asked to complete an Elder Nomination Questionnaire based on their willingness to serve if affirmed. Any person may withdraw his name if he does not aspire to the position of Elder (I Tim. 3:1) or if he does not believe he adequately meets the qualifications or has the time to serve. Furthermore, personal interviews shall be conducted to determine core theology, doctrinal distinctives, godly character, gifts and talents, and love for the congregation.

- 3) In October, after prayerfully considering each nominee, the Council of Elders shall make final recommendations to the church membership for their affirmation. Consideration will be given as to the present Council of Elder's spiritual gift mix and talents. It is the desire of the Elders to lead the Church with men who have diverse spiritual gifts and talents. The name(s) of the prospective Elder(s) shall be brought before the members of the Church, who will be given 14 days to show cause why any of the prospective Elders would not be qualified to serve. Consistent with Matt. 18:15 and Matt. 5:24, any member with such "cause" must first express his concern to the prospective Elder. In the event that one's concerns are not resolved, one then must also express his/her concern in writing to the Council of Elders for consideration.
- 4) In November, the prospective Elder(s) will be presented to the members of the Church for affirmation by majority vote of the members present, and for a service of dedication and or ordination.

The whole process of selection shall begin in August of each year and may take three to four months. In the event of a vacancy or special need, the Elders may refer to previous nominees to select or may re-initiate the whole selection process, as they deem necessary.

It is recognized that almost all Central Baptist Church ministers will meet Elder qualifications, but due to the need for uncompromised levels of spiritual authority, the Senior Pastor will serve on the Council of Elders as the only staff Elder being accountable for and a representative of all staff positions. No other ministerial or church employee can serve as a member of the Council of Elders, however, their presence may be requested for Elder meetings. Furthermore, close family members (i.e. spouses, parents, step-parents, children, step-children, siblings) of sitting Elders or church employees shall not serve on the Council of Elders at any given time.

As stated in Section 2.4 of this article, each Elder, upon appointment, shall be asked for a three-year commitment, subject to review, recommitment and reaffirmation by the Church members each year. This annual appointment will be made part of a membership affirmation, held prior to January 1.

Section 3: Senior Pastor

3.1 Duties of the Senior Pastor

As mentioned in Article IV, Section 2.2 of these bylaws, the Senior Pastor will serve on the Council of Elders as the only staff Elder, being accountable for and a representative of all staff positions. He shall be considered a first among equals and serve as a non-voting member of the Council of Elders.

In addition to his ministering role as an Elder, the Senior Pastor is primarily to be a teacher of the Word of God — the Bible. He is to teach and exhort by precept and example. His goal is to help mature believers through insightful and accurate presentation and proclamation of the Word, equipping them to effectively perform works of ministry within the Body of Christ.

Thus, the Senior Pastor shall not be solely responsible to minister in areas unrelated to his primary function as a teaching and equipping Elder. To excessively burden the Senior Pastor with other

functions (i.e. administration, counseling, visitation, etc.) is to rob him of study time, prayer and devotion to the Word. As shepherds of the Church, it is one of the roles of the Council of Elders to appoint other leaders with complementary gifts to undertake areas and aspects of the ministry that cannot and should not be filled by the Senior Pastor.

The Senior Pastor is also responsible as a member of the Council of Elders to lead the Church to function as a New Testament Church and ultimately achieve its mission, statement of purpose and ministry objectives and goals. This individual is to give oversight, direction and leadership to the ministries of the Church. As such, he will work closely with committees, ministry teams and Church staff. The Senior Pastor shall be an ex-officio member of all committees and ministry teams. The specific responsibilities and duties of the Senior Pastor are outlined in the Pastor/Church Covenant and can be found in the Employee Handbook.

3.2 Election of Senior Pastor

The Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. When a vacancy in the Senior Pastor position occurs, the Council of Elders have two options to use in filling the vacancy:

1. Establish a Senior Pastor Search Committee

- a. Council of Elders will establish the Search Committee and seek affirmation of the committee from Church Membership.
- b. Search Committee will be responsible for screening all resumes, interviewing applicants, performing all background checks, and confirming the qualifications and experience of top candidates.
- c. Council of Elders may consult with the Search Committee throughout the process of identifying candidates for the Senior Pastor vacancy.
- d. Search Committee will make a recommendation to the Council of Elders on a candidate to fill the Senior Pastor vacancy.
- e. Once the Council of Elders approves a candidate, they will nominate that candidate to Church membership for affirmation. The election shall take place at a members meeting called specifically for this purpose and a three-fourths (3/4) majority vote of those present in the affirmative will constitute the call of the Senior Pastor.

OR

2. Implement a Plan of Succession

- a. The Council of Elders will create and maintain a plan of succession consisting of a list of internal or external candidates and their readiness status that can be executed on should a Senior Pastor vacancy occur.
- b. Once the Council of Elders identifies and approves a candidate, they will nominate that candidate to church membership for affirmation. The election shall take place at a members meeting called specifically for this purpose and a three-fourths (3/4) majority vote of those present in the affirmative will constitute the call of the Senior Pastor.

3.3 Termination of Senior Pastor

The tenure of the Senior Pastor may be terminated at any time by the Senior Pastor or the Church. If the Senior Pastor relinquishes the office, he may do so by giving at least thirty (30) days notice at the time of resignation.

The Church may declare the office of Senior Pastor to be vacant if circumstances dictate. Such action shall take place at a meeting called for that purpose, with at least a two (2) weeks notice given to all members. The meeting may be called only upon the recommendation of two-thirds (2/3) of the Council of Elders and two-thirds (2/3) of the Deacon Fellowship or by written petition signed by not less than one-half (1/2) of the Church membership. The moderator of this meeting shall be appointed by the Council of Elders. The vote to declare the office of Senior Pastor vacant shall be by majority affirmative vote of those present.

Section 4: Other Ministerial Staff

- 4.1** When the need for additional ministerial staff is determined to be in the best interest of the church, a leadership position description will be formulated by the Senior Pastor and affirmed by the Council of Elders. The process of selection and affirmation will be in accordance with Article IV; Section 4.2.
- 4.2** The Council of Elders may appoint either a Search Committee or assign the responsibility to the Senior Pastor to recommend a person to fill the position. The Search Committee or the Senior Pastor shall present recommendations to the Elders for approval. The Elders may present the candidate to the church for affirmation.
- 4.3** Ministers (excluding the Senior Pastor) are called to serve by the recommendation from the Council of Elders and are empowered by the Elders for running the day-to-day ministry operations of the Church. The ministerial staff will be held accountable to the Senior Pastor and the Council of Elders.
- 4.4** Ministerial staff will serve under continuing call until the Church or the staff member requests otherwise. The staff member should give thirty (30) day advance notice in writing of his intention to resign his position, unless otherwise mutually agreed upon; or the Senior Pastor with approval of the Elders can terminate ministerial staff when convinced that such action will be in the best interests of the ministry of the church. Such action shall be reported to the congregation.
- 4.5** Further guidelines for the calling and termination of ministerial staff positions are documented in the Employee Handbook.

Section 5: Support Staff

The oversight of support staff members will be performed by the Senior Pastor or as delegated to professional staff. Guidelines for the hiring and termination of support staff positions are documented in the Employee Handbook.

Section 6: Deacon Fellowship

6.1 General Scope

Deacons are ordained servants of the church, set aside to serve the body and assist the Council of Elders as the spiritual leadership of the church, relieving the Elders of the multitude of practical duties of caring for the flock. Thus, Deacons primary attention is directed toward the physical, emotional, and spiritual needs of the body, by expressing God's compassion, kindness, mercy, and love through the

church's "care giving" and "member care" ministries, while maintaining personal holiness. Deacons are accountable to:

- a) one another as a fellowship,
- b) the Council of Elders,
- c) the local congregation of believers, and
- d) ultimately, to Jesus Christ.

6.2 Qualifications and Discipline

Scripture stresses the qualifications (character) of a Deacon rather than any specific duty of a Deacon.

"Deacons likewise must be men of dignity, not double-tongued, or addicted to much wine or fond of sordid gain, but holding to the mystery of the faith with a clear conscience. These men must also first be tested; then let them serve as Deacons if they are beyond reproach. Women must likewise be dignified, not malicious gossips, but temperate, faithful in all things. Deacons must be husbands of only one wife, and good managers of their children and their own households. For those who have served well as Deacons obtain for themselves a high standing and great confidence in the faith that is in Christ Jesus." I Timothy 3:8-13

"Therefore, brethren, select from among you seven men of good reputation, full of the Spirit and of wisdom, whom we may put in charge of this task." Acts 6:3

Men of Dignity	Deacons must demonstrate a well-ordered life and good behavior.
Sincere/Truthful	Deacons are to be honest in all matters, neither double-tongued nor malicious in speech.
Not Addicted to Wine	Deacons must be free from addictions and must be willing to limit their liberty by abstaining from alcohol, illegal drugs and smoking for the sake of others.
Free from the Love of Money	Deacons must not be stingy, greedy or fond of sordid gain. They should not be preoccupied with material things, but rather should be a model of giving by demonstrating a minimum of a tithe (10%).
Holding Fast the Faithful Word	Deacons must be stable in the faith, obedient to the Word of God, continually seeking to be controlled by the Holy Spirit.
Above Reproach	Deacons are to first be tested and found to be blameless, presenting no pattern of scriptural disobedience or grounds for accusation.
Respectable Wives	Deacon's wives are to be dignified: temperate in tongue – not being malicious gossips; temperate in behavior – self-controlled, enslaved to nothing, and free from excess; and faithful in all things.
Husband of One Wife	Deacons, if married, must be devoted spouses. A Deacon must be a one-woman man and devoted in his heart and mind to the woman who is his wife. He strives to maintain sexual purity in both his thought life and his conduct.

Manage One's Household	Deacons must have a well-ordered household, a healthy family life, and well-behaved children. (Pertains to those children still under the authority of the parents).
Of Good Reputation	Deacons must be well respected among believers and unbelievers, being free of hypocrisy.
Full of the Spirit and Wisdom	Deacons must be spiritually mature, demonstrating the knowledge of biblical truths and the biblical insight to make righteous judgment and practical applications of biblical truths.

It is the Elder Council's responsibility to discipline or remove any Deacon who no longer fulfills the qualifications of a Deacon, who fails to fulfill his service, or violates the intent of these bylaws. Members of the congregation who have a concern regarding the qualifications and discipline of a Deacon shall first express that concern to the Deacon in accordance with Matthew 18:15ff and 5:24. If the concern is not resolved, the member is to notify, with specificity, in writing the Council of Elders, requesting action. After a careful and complete review of the concern, the Council of Elders will report appropriate findings and course of action.

6.3 Expectations & Responsibilities

The Deacons shall be organized to serve in the spiritual life of the church, and cooperate with the spiritual leadership of the church, committing to the following expectations and responsibilities:

- Being zealous to guard the unity of the spirit of the Church;
- Being zealous to guard the testimony of the Church;
- Modeling godly character and showing a commitment to an evangelistic lifestyle and continued spiritual growth and training.
- Demonstrating a commitment to biblical stewardship in the use of one's time, talents, and spiritual gifts, in addition to financially giving at the minimum a biblical tithe.
- Having as their primary responsibility the care-giving or member care ministry within the church, and thus, shall be organized in such a manner as to allow Deacons to address the physical, emotional, and spiritual needs of the membership as they arise, and as necessary, in a spirit of love and compassion, to address any departure from sound doctrine and or the Church Covenant;
- Assisting the spiritual leadership of the church with the spiritual building of the church by proactively identifying ministry needs and opportunities, potential problems, and spiritual concerns within the body; and making regular reports and presenting recommendations to the spiritual leadership of the church.
- Participating in regular meetings focused on prayer, reading of God's Word, accountability, and edification of the body.

6.4 Election and Indefinite Term of Service

The membership of the Deacon body shall consist of a number sufficient to meet the ministry and care-giving needs of the church as determined by the Council of Elders. The specific nomination and affirmation process and timeline shall be determined by the Council of Elders; however, it will involve at the least:

- Congregational nomination of potential Deacon candidates,
- An interviewing process of potential Deacon candidates to affirm a candidate's willingness to serve and to ascertain whether a candidate meets the scriptural qualifications of a Deacon,
- Congregational affirmation of a Deacon(s) into service.

Deacons are ordained for indefinite service to the body. However, there is no obligation to constitute as a Deacon a person who comes to the Church from another congregation where he served as a Deacon.

Section 7: Committees

7.1 General Scope: Committees are established by the Council of Elders and affirmed by the congregation. The purpose for establishing committees is to assist the Elders and staff in doing the administrative works of ministry in a "decent and orderly" manner. Each approved committee will function under a Ministry Position Description. This description will outline their purpose and what duties and responsibilities have been delegated to them.

7.2 Church Affirmation: The church on an annual basis shall affirm all committees as recommended by the Council of Elders during a members meeting. (See Article II, Section 4.4)

7.3 Rotation: Election of active committee members may be based on the principle of a three (3) year rotation system, with a three (3) year term and a one (1) year minimum gap in service. Ideally, one-third (1/3) of the members each year would be elected to three (3) year terms.

7.4 Unexpired Terms: When a position is vacated prior to completion of the elected term, a person is to be appointed and affirmed by the Council of Elders to complete the unexpired portion of the term. One may be eligible for a new three (3) year term upon the completion of serving the unexpired term.

7.5 Eligibility to Serve Consecutive Terms

1. Ideally, persons completing a full three (3) year regular term will not be nominated or re-elected to the same position until a one (1) year waiting period has passed. The one (1) year waiting period does not affect service in other positions.
2. Persons completing a partial term but having less than three (3) years consecutive service on the same committee, may be re-elected to a term of three (3) years or less, without a one (1) year waiting period.
3. Members may have the one (1) year waiting requirements waived when the Council of Elders votes to do so.

7.6 Familiar Restrictions

Members of the same immediate family may not serve on the same committee simultaneously.

Section 8: Ministry Teams

Ministry teams exist to perform specific roles of ministry. Teams perform ministry best when they are performed by a plurality. Teams are the basic organizing units of the Church to accomplish its ministry goals within the guidelines of our Mission Statement. These teams devise and carry out the numerous ministries of the Church. Unlike committees, their primary role is not to exercise administrative responsibilities. Ministry teams will possess no authority or responsibility level of the corporate Church and are not subject to any service rotation system. Rather, they are the "hands and feet" of the body of Christ.

A team is a small group of people with complementary skills committed to a common purpose or goal and for which they are willing to be mutually accountable. Teams may exist for a very short term to perform a specific ministry or may be ongoing in nature. On-going ministry team members will be enlisted for one year of service and re-enlisted as needed every year. Ministry teams may vary in size depending upon their specific purpose and upon those available to serve in that capacity. The appropriate staff representative shall recruit them with the assistance of the Council of Elders as needed. Each ministry team will function under a Ministry Position Description, which will outline their primary ministry purpose and briefly describe anticipated duties and responsibilities. The Ministerial Staff shall give overall supervision to all teams and oversee the selection of the team leaders. This is because each ministering part of the body needs to be connected to the entire body (Ephesians 4:16) so as to allow for effective communication and an avenue which allows for input to and from the Council of Elders and staff.

Numerous supporting ministry teams may be established to assist the Ministerial Staff and Council of Elders in fulfilling the church's mission and purpose statement. The Organizational Manual of the Church discloses all Ministry Teams and their respective Ministry Position Descriptions.

Article V Licensing, Ordaining and Commissioning

Section 1: License

When a member announces to the church that he discerns a call to the ministry, the church, upon recommendation of the Council of Elders, by two-thirds (2/3), may license him as an acknowledgment of his call to the ministry and encouragement to make preparation for it. Prior to making a recommendation to the church, the Council of Elders should examine the candidate concerning his fitness for ministry. It is understood that the performance of civil duties by the member shall be governed by state law.

Section 2: Ordination

2.1 Ordination to the Gospel Ministry

In the event the church has been requested by the Council of Elders to ordain a member who has been called into the gospel ministry, the following procedure shall be followed:

- 1) The church will express its approval by a vote of two-thirds (2/3) of the members present at any members meeting of the church.
- 2) The church may then invite the Associational Council on Ordination or the church may create a council of its own, inviting representatives of like faith and order churches, along with Elders,

Deacons, and pastoral staff, to examine the candidate concerning his fitness for the ministry.

3) If a favorable report is received, the church shall proceed with the ordination.

2.2 Ordination of Elders

If the Church shall nominate and affirm a member or members to the scriptural office of Elder for the first time, the Senior Pastor will proceed by planning and implementing an ordination service.

2.3 Ordination of Deacons

If the Church shall nominate and affirm a member or members to the scriptural office of Deacon for the first time, the Senior Pastor will proceed by planning and implementing an ordination service.

2.4 Commissioning Missionaries

Any present member of this Church, who by his or her leading and convictions discern a calling from God to the work of missions may, by a vote of a two-thirds (2/3) majority of the members present at any regular members meeting, and after examination by the Senior Pastor and Council of Elders as to his or her calling and fitness for mission service, be commissioned by the Church to missionary related service.

Article VI Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. However, the Bible teaches that local churches should seek voluntary fellowship with other doctrinally sound churches. This association is to provide help and encouragement while working together as the Lord directs. This is a voluntary association that in no way involves the surrender of the individual church's freedom or dependence upon God.

The Church has chosen to affiliate itself with the Raleigh Baptist Association, the Baptist State Convention of North Carolina and the Southern Baptist Convention. We continue these associations, believing that it is God's will to do so. Fundamental to these affiliations is the understanding that each entity is a fellowship of autonomous, biblically sound churches that choose to work together to further God's Kingdom. Voluntary contributions to local, state, national and international mission projects maintain this affiliation. Support may also be provided by sending messengers to the meetings of these bodies for voting on doctrinal, ethical, and procedural positions. Members of the Church are encouraged to become personally involved in partnerships with these like-minded organizations for the purpose of disciple-making, Christian education, and missions.

Through the years, Central Baptist Church has also associated with other Christian ministries. All of our affiliations are to be with churches and organizations that are biblically sound in doctrine and practice.

Article VII Fiscal Year

The fiscal year of the Church shall run from September 1 to August 31.

Article VIII Integrated Auxiliary Ministries

Every ministry organization or society within this Church will be an integral part of the Church and not an entity in itself. They shall, therefore, have as their aims and objectives that of assisting the Church in discharging the obligations and responsibilities, which it has imposed upon itself, rather than having separate aims and objectives, which usually act as divisive forces. The Council of Elders will preside over all such integrated auxiliary ministries and may develop additional ministries as the need arises. This section currently applies to the following:

Section 1: Central Baptist Church Preschool

1.1 Purpose

The Central Baptist Preschool (“CBP”) is a ministry of Central Baptist Church and exists to serve families in our community by providing a comprehensive Christ-centered educational experience for children. As an extension of Central Baptist Church, “CBP” shall also fulfill the vision and purpose of Central Baptist Church.

1.2 Board of Directors

The Preschool program shall be under the ministry oversight of the Senior Pastor or assigned staff minister and governed by the Preschool Board of Directors (“Board”) in accordance with the Preschool’s established policies and procedures. Copies of these policies and procedures shall be kept in the Preschool office at all times.

Board members are nominated by the Senior Pastor and or assigned staff minister in conjunction with the Preschool Elder for affirmation by the Council of Elders of Central Baptist Church. The names of those appointed by the Elders to serve on the Board shall be reported to the congregation during a members meeting of Central Baptist Church. The term of service shall begin September 1st. Service on the Board is limited to members of Central Baptist Church, except by approval of the Council of Elders.

1.2.1 Members

The Board shall consist of five (5) at large members, each serving a three (3) year term. Members of the Board who have served a full term on the Board may not be re-appointed to the Board until one (1) year has elapsed, except by approval of the Council of Elders.

a. Composition

The Board shall include spiritually mature individuals who may have experience or training in the following areas of expertise:

- 1) Business;
- 2) Education;
- 3) Human Resources and/or
- 4) Legal.

In addition to those listed above, the Elder Council may include additional voting representatives as deemed appropriate, each serving a one (1) year term.

In addition to those listed above, other members of the Central Baptist Church ministerial staff and the Weekday Preschool Administrative staff may also serve as ex officio non-voting members of the Board as approved by the Council of Elders.

b. Vacancies

If for any reason a member of the Board shall cease to be a member of Central Baptist Church, membership on the Board will be immediately terminated. Vacancies on the Board shall be filled by the Council of Elders at any regular meeting of the Elders.

No person shall serve as a Board member who is also employed, either partially or fully, by the Preschool.

1.2.2 Responsibilities of the Board

- a. The Board shall be responsible to the Council of Elders and ultimately to Central Baptist Church for the oversight of the Preschool.
- b. The Board shall approve all changes to personnel and operational policies for the center in a manner as consistent as possible with the personnel and operational policies of Central Baptist Church and subject to the approval of the Council of Elders of Central Baptist Church.
- c. The Board shall report annually at a members meeting of Central Baptist Church, and at other times as called upon in a members meeting.
- d. The Board shall be responsible for submitting an approved annual budget to the Council of Elders. In addition, the Board is to provide monthly oversight for the approved budget.
- e. The Board shall recommend to the Council of Elders any candidate for the position of Director.
- f. The Board shall approve all hiring recommendations by the Director related to the Assistant Director, Coordinators, and Lead Teachers.
- g. The Board shall not enter into any contract or other binding agreement committing funds beyond the approved Preschool budget without approval by the Council of Elders of Central Baptist Church and in accordance with the financial policies of Central Baptist Church.

1.3 Preschool Director

The Director shall manage the affairs of the Preschool program under the direct supervision of the Senior Pastor or assigned staff minister and under the oversight of the Board. The Director will maintain and implement all policies. The Board must recommend to the Council of Elders the selection and dismissal of the Director and Assistant Director.

Article IX Fiscal Responsibilities

Section 1: Accounts, Books and Records

The Church shall maintain, at the minimum but not limited to, adequate and accurate books and records of accounts (financial records); written minutes of the proceedings of its membership, Council of Elders, staff, and committees; records of the membership of the Church, setting forth the members' names and addresses; and contribution records of contributors. All such records shall be kept at its principal place of business. The adequacy and accuracy of these records shall be overseen by the Council of Elders.

Article X Amendments to the Bylaws

These bylaws may be amended at any time by the Council of Elders, with affirmation of change by the congregation. Congregational affirmation requires a two-thirds (2/3) vote of the members present at any special or regular membership meeting at which a quorum is present, provided, however, that such amendment shall be presented to the church at least (14) days prior to the time the vote is taken.