

**BYLAWS**  
**FIRST BAPTIST CHURCH**  
**GREENSBORO, NORTH CAROLINA**

**PREFACE**

We believe that a New Testament church is a body of baptized believers who voluntarily unite to worship and serve God, who acknowledge no head but Christ, and who recognize no religious authority except the Word of God. Our Church will continually discern and develop effective partnerships in ministry and mission. We declare that the object of these bylaws is to honor the practice of congregational governance.

**ARTICLE I - NAME**

The name of the Corporation (the Church) shall be First Baptist Church, Greensboro, North Carolina.

**ARTICLE II - OFFICERS**

- A. Ordained Officers. The ordained officers of the Church are the Pastor and the Deacons.
- B. Other Officers. Officers include a Moderator, Clerk, Treasurer, and Assistant Treasurer, and such other officers as may be needed to carry out all the purposes of the Church.
- C. Diaconate. The Diaconate, duly elected as provided within the bylaws, shall constitute and be the Board of Directors of the Corporation, having only such lawful powers as are provided by the Articles of Incorporation, the Bylaws, and Chapter 55A of the North Carolina General Statutes. The Chairperson of the Diaconate shall be President of the Corporation.
  - a. Election and Term. The Membership shall annually elect twelve (12) Deacons to serve three-year terms. Deacons are not eligible to succeed themselves until a full year shall have passed following their preceding term. Deacons shall be nominated by the Committee on Committees, elected in May, and take office on October 1st. Vacancies on the Diaconate may be filled at any time during the year through the same nomination process by the Committee on Committees and election by the Membership.
  - b. Ordination. When a member who has not been ordained by this church or another church of like faith and order is elected a Deacon, the Pastor and ordained Deacons of the Church shall provide for the ordination of such member with prayer and the laying on of

hands, according to Biblical teachings, at an ordination service no later than the last Sunday in September of each year.

- c. Officers. The Diaconate shall elect a Chairperson and other appropriate officers not later than their first meeting in October.
- d. Meetings. **Except under circumstances as provided and meetings of the Diaconate held in compliance with Article IV, Section A(i) below,** regular meetings of the Diaconate shall be held on the first Monday after the first Sunday in each month; provided, however, that the Pastor and the Diaconate may change or cancel such meetings if there is a good reason. A simple majority of the current Diaconate shall constitute a quorum for the conduct of business. The Pastor or the Diaconate Chairperson may call special meetings whenever the need for such a meeting arises. They shall also do so when requested in writing by five (5) members of the current Diaconate.
- e. Duties. Deacons shall at all times regard themselves as servants of the Church. With the Pastor, and as the Holy Spirit may direct, they are to prayerfully make recommendations to the membership in all matters pertaining to the mission and ministries of the church and shall assist the Pastor in observance of the ordinances. They shall have general oversight of the upkeep, repair and use of property, shall supervise the Church's financial program, and shall arrange and have regular meetings and establish such Committees as are necessary to the discharge of their duties.

#### D. The Pastor.

- a. Election of Pastor. When the Pastorate becomes vacant, a new Pastor shall be elected by the Membership upon the recommendation of a Pastor Search Committee formed for that purpose.
- b. Manner of Election. When the Committee is ready to report its recommendation, it shall give notice during the morning service on at least two successive Sundays preceding the Special Meeting to be held during the Sunday morning service at which it shall submit its report and nominate a minister to be Pastor. The Committee shall put before the Membership only one name at any one time, and no nomination shall be made from the floor. The election shall be held at the service at which the nomination is made. To be elected Pastor, the minister nominated by the Committee must receive at least two-thirds of all the votes cast. If the Committee's report fails to receive the required two-thirds vote, the Moderator shall declare the nominee not elected, and shall refer the matter, without debate, to the Committee for further investigation and recommendations under the foregoing procedure.
- c. The Diaconate shall be responsible for filling the pulpit during any interim period between Pastors.

#### E. The Church Moderator.

- a. Election and Term. The Church Moderator shall be nominated by the Committee on Committees, elected for a two-year term in May, and start on October 1st.
- b. Duties. The Church Moderator shall preside at all business meetings of the Membership and perform other duties as the Membership may assign.

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F. The Church Clerk.

- a. Election and Term. The Church Clerk shall be nominated by the Committee on Committees, elected for a two-year term in May, and start on October 1st.
- b. Duties. The Church Clerk shall serve as the Secretary of the Corporation and see that accurate and complete records are kept of the business transacted by the church at its regular and special meetings. The Church Clerk shall be responsible for informing the proper person, team or Committee of any action taken at a business meeting.

G. The Church Treasurer and Assistant Treasurer.

- a. Election and Term. The Church Treasurer and Assistant Treasurer shall be nominated by the Committee on Committees, elected for a three-year term in May, and start on January 1<sup>st</sup> to coincide with the Church's fiscal year.
- b. Duties of the Church Treasurer. The Church Treasurer shall have custody of all of the funds of the Church and shall countersign checks in payment of all salaries authorized by the Membership and all bills authorized by proper authority. The Church Treasurer shall supervise the financial records of the Membership in the preparation of financial statements to be rendered to the Diaconate and the Membership. The financial records of the Membership shall be audited annually and all books, records, and accounts kept in connection with the financial operations of the Church shall be property of the Church. The Church Treasurer shall, upon invitation, meet with the Diaconate. The Church Treasurer and the treasurers of all special funds raised by or in the name of the Church shall file with the Church a report and record of all funds received and disbursed.
- c. Duties of the Assistant Treasurer. The Assistant Treasurer shall assist the Church Treasurer in the performance of the foregoing duties when so requested by the Church Treasurer. The Assistant Treasurer shall perform the usual duties of the Church Treasurer in his absence or inability to act.

- H. Removal of Officers. Deacons, as well as other officers of the Church, may be removed by majority vote of the members at a properly called special business meeting, with notice to the members of the specific purpose of the meeting.

### **ARTICLE III - MEMBERSHIP**

- A. Anyone who has received God's grace and repented of his/her sins, confessed Jesus as Lord and Savior, and made a conscious decision to follow Jesus and participate in the kingdom will become a member after one of the following testimonies of faith and an affirming vote by the Diaconate and the Church:
- a. Baptism. A new believer making a first-time profession of faith will be baptized by immersion. An alternative mode of baptism may be requested for special circumstances where a physical or emotional barrier exists.

- b. Statement of Experience. A believer may reaffirm his/her prior profession of faith and share his/her Christian discipleship with a pastoral staff member and may be received as a member by statement of prior believer's baptism (regardless of the mode of baptism).
- B. Watch Care. An individual can ask to be accepted under the church's spiritual Watch Care. Such member will have all of the privileges of a member except voting and committee membership.

#### ARTICLE IV - MEETINGS

- A. Business meetings of the Membership.
- a. Regular Business Meetings. Regular Business Meetings shall be held from time to time. The day and time of each meeting shall be at the discretion of the Deacons after consultation with the Pastor and the schedule of meetings shall be published.
  - b. Annual Meeting. An annual called meeting to elect the Diaconate shall be held in accordance with the provisions set forth in these Bylaws.
  - c. Special Business Meetings. Special Business Meetings may be called by the Pastor or the Diaconate, after consultation with the Moderator, or when fifteen members provide a written request to the Diaconate Chair. One public notice during the Sunday morning service prior to the meeting must be given; but, this rule must not be construed to prevent the Membership, when assembled on any occasion whatever, from transacting business for which there is no division of sentiment in the Membership. All business meetings held under circumstances and in compliance with Article IV(i) shall be deemed a special business meeting.
  - d. Presiding Officer. The Moderator shall preside at all business meetings. In the absence of the Moderator, the Diaconate Chairperson shall preside and should the Chairperson be absent, the members present at the meeting shall choose a member to preside.
  - e. Quorum. Transaction of business requires a quorum of at least fifty (50) members.
  - f. Voting. Except as further provided by these Bylaws in Article IV(i) below, voting shall be only by Church members present defined to include those members in service and in the building. All voting shall be by show of hands except when a written ballot is approved by the Diaconate or by a motion passed by the majority of the members present and voting. No proxy or absentee voting shall be permitted. Business shall be controlled by the votes of the majority of the members present and voting.
  - g. In business meetings, parliamentary procedure shall be followed, using the latest edition of *Robert's Rules of Order* as a general guide.
  - ~~h.~~ Any motion duly made and seconded by the Membership to sell or purchase real property, change the name or affiliation of the Church, or approve construction of any building, shall be automatically tabled and referred to the Diaconate for their review and recommendation at their next meeting, unless it has already been considered by the Diaconate. After such meeting, whether the Diaconate makes a recommendation or not, the Membership may consider and vote on the motion.
  - ~~i.~~ In the event of an emergency declared by the Pastor and Diaconate which prevents the physical assembly of persons together, including members of the congregation of this

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Church, and for the duration of the emergency, which duration shall be determined by the Diaconate, business meetings may be conducted through virtual, electronic means as are generally available to the community for the purpose of informing the congregation of the business of the Church and providing mechanism for the congregation to vote thereon.

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i. In the case of such business meetings held in compliance with this section, care shall be made to ensure that the electronic means of holding said meetings is generally and widely available to members of the congregation.

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ii. Notice of meetings held in compliance with this section shall be given in accordance with Article IV(c) herein.

iii. A Quorum "present" at a business meeting held in compliance with this section shall require that said meeting be attended virtually in real time by not less than fifty (50) members of the congregation and that adequate time during the meeting provided for discussion of matters before the conference. The presence of a quorum shall be confirmed by the number of votes cast.

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iv. Congregational votes undertaken on matters of business coming before the congregation at such business meetings shall be made in the manner directed by the Diaconate and approved by the Pastor and Moderator.

1. The mode of voting on matters of business coming before the congregation at such business meetings may be made by verifiable electronic means and by paper ballot mailed or delivered to the church office.

2. The time for closure of a vote shall be not less than five (5) days subsequent to the virtual, electronic business meeting.

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## ARTICLE V - CHURCH STAFF

- A. Staff Positions. The Church Staff includes the Pastor and other staff positions identified as "Ministerial or Pastoral", "Ministerial: Assistant", "Administrative", or "Support Services". A job description for each staff position shall be prepared and shall be revised periodically by the Pastor and the Personnel Committee, for approval by the Diaconate.
- B. Employment and Termination.
- All Church Staff members shall be called or employed for indeterminate terms.
  - Except for the Pastor, members of the Pastoral Staff and Ministerial Assistants shall be elected by the Membership at a regular or called business meeting, upon the recommendation of the Pastor and the Personnel Committee, and the approval of the Diaconate. The employment relationship of a member of the Pastoral Staff to the Church may be terminated by action of the Membership upon written notification.
  - Terms and conditions of employment for members of the Administrative Staff and for members of the Support Services Staff shall be determined and published from time to time by the Personnel Committee, after approval by the Diaconate. Members of the Administrative Staff and Support Services Staff shall be employed by action of the Personnel Committee, after approval of the Diaconate. The employment of a member of

the Administrative Staff or a member of the Support Services Staff may be terminated by action of the Personnel Committee.

## ARTICLE VI - STANDING COMMITTEES AND THEIR DUTIES

- A. Purpose and Type. Committees are separate and distinct from ministries of the church. Committees fulfill the operational role of the Church. The Committee on Committees shall nominate to the Church in conference a list of all Standing Committees and their members each year.
- B. Committee Membership. The number of members on a Standing Committee shall generally be an odd number with approximately one-third rotating off each year and approximately one-third being nominated and elected each year. Unless otherwise specified in these Bylaws, the Pastor and the Chairperson of the Diaconate shall be an ex-officio member of all Church committees, but shall not have the right to vote.
- C. Election and Term of Office. The members of each Standing Committee, unless stated otherwise in these bylaws, shall be nominated and/or solicited by the Committee on Committees and shall be approved by the Church in conference. The members shall serve beginning October 1<sup>st</sup> and shall serve on a three-year rotating system, unless stated otherwise in the bylaws. Vacancies on Standing Committees shall be filled by the Committee on Committees as they occur, with approval of the Deacons, and shall serve the remainder of the term of the person being replaced.
- D. Qualifications for Service. All Standing Committee members shall be a member of the Church. A member must be inactive from committee service for one year before re-election to the same committee, unless otherwise specified. A member may serve on a Standing Committee for no more than three consecutive years, unless otherwise stated in these Bylaws, and may not serve on more than two Standing Committees at the same time. Pastoral Staff members and their spouses are not eligible to serve on the Diaconate, as a Church Officer, or on any Standing Committees, but they may serve as an ex-officio member.
- E. Committee Organization. By the last scheduled meeting of each committee's year, the committee shall elect a chairperson for the following year. Any other officers the committee deems appropriate may be elected at the first meeting of the committee in its new year.  
Additional committee duties necessary for the orderly conduct of committee business may be assigned by the duly-elected committee chairperson from time to time during the committee year.
- F. Meetings. Prior to a committee meeting, the chairperson shall notify other members of the committee of the time, purpose, and place of the meeting. The chairperson shall be responsible for planning the meeting agenda and presiding over the meeting. The chairperson shall direct the mode of voting on business coming before the committee and be responsible for counting said vote.
- G. Parliamentary Rules. Unless otherwise specified in the bylaws, all matters of business shall be decided by majority vote of the members voting. In committee meetings, the chairperson shall not vote except in case of a tie.
- H. Responsibilities of Committees. The specific duties of each Standing Committee shall be found under the respective heading for each committee set forth in the bylaws.

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- a. Standing Committees shall develop and periodically review the written committee policies and operating procedures. Copies of policies and procedures shall be submitted to the Pastor, the Chairpersons of the Diaconate and the Committee on Committees, and shall be maintained by the Church Staff.
  - b. Standing Committees shall appoint such sub-committees, special or ad hoc committees as may be necessary and appropriate to accomplish their duties, functions, and purposes. Membership on such committees is not limited to the members of the Standing Committee. When the task or purpose of such a committee is church-wide, the members must be approved by the Diaconate and the Membership.
- I. Standing Committees. The following committees exist at the Church with the mission, duties, and structure set forth below:
- a. Committee on Committees
    - i. Composition. The Committee on Committees shall consist of nine to fifteen members from a broad representation of the membership who are nominated by the Diaconate after due consideration by the Pastor and the Diaconate Chairperson. Members are elected in September and shall start on October 1<sup>st</sup>.
    - ii. Term of Service. Members of the Committee shall serve for one year. To provide continuity, two members may be elected by the Committee for no more than one additional year.
    - iii. Organization of Committee. The retiring Chairperson shall schedule a meeting within two weeks of the election of the Committee on Committees to elect a new Chairperson and Secretary.
    - iv. Duties.
      1. Solicit from the congregation suggestions for the nominations of Deacons, Church Officers, and Standing Committee members. The Committee shall receive a nomination for a new Trustee for the Endowment Trust of the First Baptist Church of Greensboro from the Endowment Trust Committee (defined in Section I(d) below). The new members of the Pastoral Discernment Council are appointed by that Council (defined in Section I(g) below).
      2. In May, present nominations for election: twelve Deacons, five Finance Committee members, a Trustee for the Endowment Trust, and when appropriate a Church Moderator, a Church Clerk, a Church Treasurer, and an Assistant Treasurer.
      3. In September, the Committee shall present nominations for the election of all other Standing Committees and announce the newly appointed members of the Pastoral Discernment Council.
      4. The Committee on Committees shall also nominate members to fill any vacant position for Diaconate, Church officer, and any Standing Committee.
      5. The names of the nominees for Deacons, Church Moderator, Finance Committee, Church Officers, and other Standing Committee members shall be provided to the Membership at least two weeks prior to election.

- b. Building and Grounds Committee.
  - i. Composition. The Building and Grounds Committee shall consist of nine members: three members elected annually in September to serve three-year terms.
  - ii. Duties.
    1. Establish and supervise, in consultation with the Church Staff, a program to assure the proper operations, maintenance, security and appearance of the Church's property and buildings.
    2. Formulate recommendations for the purchase of equipment, services, and supplies required for proper maintenance and functioning of buildings and property.
    3. Evaluate external requests for use of Church facilities.
    4. Report on activities and recommendations to the Diaconate from time to time.
- c. Christian Assistance Fund Committee.
  - i. Composition. The Christian Assistance Fund Committee shall consist of six members: two members elected annually in September to serve three-year terms.
  - ii. Duties.
    1. Administration and distribution of the Christian Assistance Fund.
    2. Report receipts and disbursements monthly to the Diaconate.
- d. Endowment Trust Committee.
  - i. Composition. The Endowment Trust Committee shall consist of five members (Trustees) who serve for five years. Annually, the Trustees shall recommend a new Trustee for nomination by the Committee on Committees to be voted on by the Membership at the May elections.
  - ii. Duties. Receive and manage gifts, grants, devises, bequests, and other contributions made to the Trust and maintain those gifts and proceeds thereof, in various funds to support the ministry and mission of the Church.
  - iii. Endowment Trust Bylaws. No changes shall be made to the Endowment Trust Bylaws, including the addition of new funds for the Trust, without approval of the Church.
- e. Finance Committee.
  - i. Composition. The Finance Committee shall consist of fifteen members: five members elected annually by the Membership in May for three-year terms from members who are not currently serving on the Diaconate. The newly elected members will begin to serve their term effective June 1. Ex-officio members include the Pastor, Church Administrator, Diaconate Chairperson, Church Treasurer, and Assistant Treasurer.
  - ii. Duties.

1. Promote Biblical Stewardship along with the Endowment Trust Committee in accordance with subparagraph d., herein;
  2. Prepare an annual budget that is vision-driven and that shows how we as a congregation are living out in practical ways our Christian vision;
  3. Provide general oversight to the collection of contributions, receipts, and disbursements through the annual budget;
  4. Prepare regular financial reports;
  5. Adopt policies and procedures for receiving and accepting bequests and donations that are consistent with the Church's mission;
  6. Determine whether to allocate bequests and donations received which are restricted in purpose to appropriate broad-based reserve accounts or to a specific account or accounts to comply with restricted purpose;
  7. Provide oversight and management to reserve accounts not otherwise overseen and managed by the Endowment Trust, including establishing policies for minimum levels of funding for the maintenance of separate Endowment Accounts;
  8. Recommend to the Diaconate and to the Membership the proposed goals or creation of any special funds including the intent, purpose and rules governing expenditure of said funds;
  9. Carry out the financial directives of the congregation, advise and make recommendations to the congregation in all financial matters;
  10. Receive and refer to the Diaconate all requests to solicit funds, along with appropriate recommendations;
  11. Assist the Church Staff in the safeguarding of collected funds until they are deposited in the appropriate financial institution;
  12. Conduct or cause to be conducted an annual audit of the Church's financial statements.
- iii. Meetings. Regular meetings of the committee shall be held monthly at a time and place fixed by the Committee. Special meetings may be called by the Chairperson, or in the absence of the Chairperson, by the Vice-Chairperson, or upon written request of five members of the Committee.
- iv. Stewardship. Recommend to the Diaconate such plans as may be prudent and best for securing regular contributions from all the members according to their ability. When such plans are approved by the Diaconate, it shall be the duty of both the Diaconate and the Finance Committee to implement, organize, and conduct year-round strategies for the promotion and development of stewardship. This includes pledging, tithing, giving, and planned giving.
- v. Budget Process. The process shall include coordinating the requests of various congregational committees and ministry groups reflecting the priorities of the Church with the projected annual giving and availability of reserve funds for the coming year. The Finance Committee shall then prepare an annual budget which shall be recommended to the Diaconate for approval, and once so approved, to the Membership for approval.
- vi. Duties of the Finance Chairperson.

1. Form an ad-hoc Committee with the necessary legal and financial expertise to review all proposed special gifts of property and other special bequests that may have liability issues before such gifts can be accepted by the Church.
2. Annually, call a meeting at the appropriate time in the budgeting process with the chairpersons of the Diaconate and the Personnel Committee to recommend salary compensation and benefits for the Pastor for the coming year.

f. The Missions Committee.

- i. Composition. The Missions Committee shall consist of fifteen members: five members elected annually in September to serve for three-year terms. A staff liaison member shall serve as ex-officio.
- ii. Duties.
  1. Monitor the Church's relationship to any and all denominational and other organizations with which the church may be affiliated from time to time and to educate and engage the congregation in the mission and ministry of these entities.
  2. Report to the Diaconate and the Membership from time to time, as may be appropriate, regarding denominational and organizations and any matters pertaining to them and to develop a comprehensive approach to how the Church engages its missions calling.
  3. Develop a relationship with each mission partner that the church supports so that someone on the Missions Committee will serve as liaison to the partner and be their advocate with the Church.
  4. Advise the Diaconate, the Finance Committee, and the membership regarding the allocation of contributions for support of missions, educational institutions, and other purposes through denominational organizations.
  5. Serve as stewards of the Great Commission Fund to recommend funding for unique mission and ministry opportunities not funded through the annual budget process. This would include funding for evangelism, outreach, and mission work implemented in the Church or in the community, including support for Baptist Campus Ministry.
  6. Receive all requests for mission funding, investigate such requests, and make appropriate recommendations to the Diaconate, the Finance Committee, and the Membership, including the development of a schedule for and promotion of special offerings which are received by the Church.
  7. Provide oversight to such special reserve accounts or funds that are designated for such supervision by the Church.

g. Pastoral Discernment Council.

- i. Composition. The Pastoral Discernment Council shall consist of six members appointed by the Council that include: three at-large members, one who is appointed annually to serve for a three-year term; two former Diaconate Chairpersons, one who is appointed annually to serve for a two-year term; and the current Diaconate Chairperson. One of the at-large members shall be elected Chairperson. The Council shall notify the Committee on Committees of the newly appointed members before September 1<sup>st</sup> of each year.
    - ii. Duties.
      - 1. Provide supportive counsel to the Pastor and the Pastor’s family and assist the Pastor in assessing the health and effectiveness of the pastoral ministry.
      - 2. Meet with the Pastor on a regular basis and at other times, as needed.
  - h. Personnel Committee.
    - i. Composition. The Personnel Committee shall consist of six members: two elected annually in September to serve for three years. The Diaconate Chairperson shall be an ex-officio member.
    - ii. Duties.
      - 1. Formulate, adopt, and implement written personnel policies.
      - 2. Maintain job descriptions for each staff position and a current list of staff positions.
      - 3. Provide for and conduct at least annually evaluations of the Church Staff, except the Pastor.
      - 4. Provide for and conduct at least annually reviews of compensation and benefits for the Church Staff, except the Pastor, and make recommendations to the Finance Committee.

**ARTICLE VII - GENERAL AND MISCELLANEOUS PROVISIONS**

- A. Ministerial Ordination. When the Pastor and Diaconate have satisfied themselves as to a candidate’s fitness to be considered for ordination to the full Gospel Ministry, they shall notify the Membership that an ordination examining council will be appointed. The council shall then be convened according to accepted Baptist procedure to examine the candidate’s Christian experience, call to the Ministry and views of Biblical doctrine. Upon recommendation of the candidate’s ordination by the examining council and approval by three-fourths of the members present and voting at any regular Church meeting, the candidate shall be properly set apart and ordained, with prayer and the laying on of hands.
- B. Policy Manual. The Church Staff shall maintain a Policy Manual which records policy decisions of the Membership and other responsible bodies and which addresses issues such as use of facilities and other matters on which Committees or the Membership establish general guidelines.

- C. Church Year and Fiscal Year. The Church year shall be October 1<sup>st</sup> to September 30<sup>th</sup>, except for budget and finance matters. The annual fiscal year shall be January 1<sup>st</sup> to December 31<sup>st</sup>.
- D. Records. The Membership rolls and minutes of business meetings shall be made available at the Church office to any member for reasonable purposes and at reasonable times.

#### **ARTICLE VIII - ADOPTION AND AMENDMENT OF BYLAWS**

- A. Amendment. These bylaws or any part thereof may be amended, altered, or repealed by two-thirds of the members present and voting at any regular meeting of the Membership; provided, however that copies of the proposed revisions of the bylaws are provided to the members through appropriate means (e.g. the Church's website, at the Church, or mailed to an individual at one's request) and the proposed changes shall have been formally presented to the Membership at a business meeting no less than twenty-eight days prior to the time the vote is taken.
- B. Preservation. A copy of these bylaws, the Church Covenant, and other documents referenced therein, shall at all times be kept by the Church Clerk and copies of the same shall be kept in the Church safe and in the Church office for availability to the Membership. All amendments thereto, or to any of the provisions thereof, shall, after adoption by the Membership, be prepared promptly to update the bylaws.