

**BYLAWS
OF
WOODMONT BAPTIST CHURCH**

Governing Principles

Bylaws serve as guidelines for entities to conduct their internal affairs in an orderly and fair manner. Woodmont Baptist Church strives to be a divinely-ordained community of believers in, and disciples of, Jesus Christ. Accordingly, while these bylaws shall regulate the church's affairs, they are preceded, in importance and authority, by the following governing principles:

- The Holy Scriptures of the Old and New Testaments are our sole authority for faith and practice.
- This church shall consist of persons who have made a public confession of faith in Jesus Christ as Lord and Savior and who have been baptized by immersion in witness of such confession of faith.
- The members of this church, acting as a congregation, constitute the decision-making authority of the church.
- This church shall not adopt or enforce any creed.
- All affairs, activities and business of the church shall be conducted in humility, grace and fairness, and in keeping with these governing principles, so as to honor God and preserve and protect the fellowship of the congregation.

**SECTION 1
Name**

Section 1.1. Name. This church shall be known as Woodmont Baptist Church. It is a public benefit and religious nonprofit corporation under the laws of the State of Tennessee.

**SECTION 2
Membership**

Section 2.1. Membership Requirements. This church shall consist of persons who: are believers in Jesus Christ as Lord and Savior by confession of faith; are baptized by immersion in witness of such belief; and request for, and are accepted into, membership of the church. Church membership is open to all persons meeting these qualifications, regardless of race, color, gender or national origin.

Section 2.2. Methods of Joining. Members may be received by: public confession of faith and baptism by immersion; letter from a Baptist church of like faith and order; statement of the individual that he or she has been a baptized member of a Baptist church of like faith and order;

or statement, which must be approved by the pastor, of the individual that he or she is a baptized believer in Christ whose baptism experience was consistent with this church's practice of baptism. Memberships (and the rights arising therefrom) are not transferable.

Section 2.3. Voting on Membership. Members may be received at any regular or special worship service of the church by the unanimous vote of those church members present and voting.

Section 2.4. Objection to Membership. Upon the objection of any member to the admission into this church of any person, the matter shall be referred to the pastor and voting deacons, who shall report to the congregation as promptly as practicable thereafter on the validity of the objection. The application for membership of such person shall then be subject to approval by a two-thirds vote of the congregation present and voting at any business meeting, for which no notice need be given.

Section 2.5. Termination of Membership. Letters of transfer of membership and/or deletion from church membership shall be granted upon request or upon any member's joining another church or denomination, or for other satisfactory reason. Such actions may be taken without notice at any business meeting of the church.

Section 2.6. Watchcare. Watchcare status shall be granted, subject to the approving vote of the congregation, to persons upon request. Watchcare is not a class of membership but is rather a formal recognition, on the part of the individual in question and on the part of the church, of an individual's commitment to the church and its mission, when such person for some reason chooses not to apply for church membership at that particular time. Watchcare persons shall not be considered as members of the church for legal purposes, but watchcare persons shall be entitled to participate in all other activities and ministries of the church.

SECTION 3 Officers

Section 3.1. General Provisions. The officers of the church shall be the pastor, deacon chair, church clerk, treasurer and such other officers as the congregation may from time to time determine. For legal purposes, the deacon chair shall serve as president of the corporate entity and the church clerk shall serve as secretary. The same person may not simultaneously hold the positions of deacon chair/president and church clerk/secretary.

Section 3.2. Term of Pastor's Office. The term of office of the pastor shall be for such time as may be mutually agreeable to the pastor and the church.

Section 3.3. Pastor Search Committee. The selection of a pastor shall be accomplished in the following manner:

(a) A five-person nominating committee for a pastor search committee shall be formed comprised of the current deacon chair and the deacon chairs of the four prior consecutive years, or if any such person is deceased or no longer a member of the church or unable or declines to serve, then the fifth prior and next-prior deacon chair(s), in that order.

(b) The nominating committee for the pastor search committee shall be chaired by the current deacon chair. Such committee shall meet and shall nominate pastor search committee consisting, as such nominating committee shall determine, of seven, nine or eleven members of the congregation. The nominating committee shall strive to see that its nominations, as a whole, are representative of the church.

(c) The list of nominees for the pastor search committee shall be submitted to the church for election at a special meeting of the membership called for the purpose of electing a pastor search committee. The notice for the meeting shall contain the list of nominees and shall mention that nominations may be made from the floor. In order for a person to be nominated, whether by the nominating committee or from the floor, such person must first agree to serve on the pastor search committee, if elected.

(d) The vote for the pastor search committee shall be conducted by written ballot at the special meeting. Nominees shall be elected by plurality vote.

(e) The persons so elected shall constitute the pastor search committee of the church, and they shall select from their members a chair, vice chair and secretary.

(f) There shall not be two people from the same family (persons related by blood, marriage or adoption) serving on the pastor search committee. Further, neither the church staff (pastor, other ministers, and other church employees) nor spouses of the church staff shall serve on such committee.

(g) The pastor search committee shall be authorized to incur, and be reimbursed for, all necessary and reasonable expenses, including but not limited to telephone charges, travel, meals and lodging.

(h) The pastor search committee shall recommend only one person to the membership at a time. A pastor shall be elected by the vote of at least three-fourths of the members present and voting by written ballot at a special meeting called for that purpose.

Section 3.4. Deacon Chair. The deacon chair shall do and perform such duties as are usually incident to his or her office, including the signing and executing of deeds, deeds of trust, notes, bonds, checks (other officers may also have authority to sign checks) and other documents, and presiding at all business meetings of the church. The deacon chair shall serve a one-year term and shall be elected by the voting deacons. The deacon chair shall not be eligible to serve in such position in consecutive years. Vacancies in the office of deacon chair shall be filled by the voting deacons.

Section 3.5. Church Clerk. The church clerk shall: prepare and keep a full and complete record of all proceedings of the church; maintain a list of all members; write all letters directed by the church; maintain the charter and bylaws as then in effect; maintain a list of all church committees, their respective memberships and purpose statements, if any; and authenticate church records, when necessary. The church clerk shall be elected to a one-year term by the congregation upon nomination by the nominating committee. The church clerk may be reelected to successive terms.

Section 3.6. Treasurer.

The treasurer shall disburse, or arrange for the disbursement of, all monies approved by the church. The treasurer shall keep a full account of all money received and the sources thereof, all amounts paid out and the purpose thereof, and all bank and other accounts and funds of the church. The treasurer or finance committee chair shall make a monthly report and an annual report to the church. The treasurer shall be elected to a one-year term by the congregation upon nomination by the nominating committee. The treasurer may be reelected to successive terms.

SECTION 4 Deacons

Section 4.1. Duties. Deacons are servants of Christ and of His church. In their role as servants, deacons shall assist the church in the accomplishment of its total mission. In conjunction with the pastor and other church ministerial staff, deacons serve with the goal of guiding the church and its members in worship, in service and in ministry, and in effective use of the church's resources. Deacons serve as advisors to the congregation, pastor and other church staff in all areas of the church's life. They shall plan, review, evaluate and recommend to the congregation proposals for carrying out and improving the effectiveness of the church's worship, witness, education, ministries and fellowship, and participate therein as led.

Section 4.2. Qualifications. Except as provided below, each church member is eligible to serve as a voting deacon of the church if he or she:

- (a) Is a resident member of the church,
- (b) Is at least twenty-five (25) years of age,
- (c) Has been a member of the church for the two consecutive years prior to the date the list of church members eligible for nomination as voting deacons is furnished to the congregation, and
- (d) Has the New Testament attributes outlined in Acts 6:1-8 and I Timothy 3:1-13.

However, spouses shall not serve as voting deacons at the same time. Also, the following persons shall not serve as voting deacons:

- (1) Senior deacons;
- (2) The church staff (pastor, other ministers, and other church employees); (3) Spouses of the church staff; and
- (3) Any person who has been a member of the church ministerial staff (pastor and other ministers) at any time during the previous two years.

Deacons should reflect those qualities that the church expects of all its members including being supporters of its ministries and programs and contributors of time, talent and money.

Section 4.3. Term of Office. The term of office of a voting deacon shall be three (3) years. One who has completed a term of more than one (1) year as a voting deacon shall be ineligible for election as a voting deacon for a minimum of one (1) year before becoming eligible for election for another term as a voting deacon. One who is elected to fill any vacancy as a voting deacon shall serve only the unexpired term. He or she shall be eligible for nomination and election to serve a full three-year term immediately thereafter only if the unexpired term does not exceed one (1) year.

Section 4.4. Number. The number of voting deacons shall be eighteen (18). The names of six (6) church members shall be submitted to the church each year for election as voting deacons, although such number shall be increased as needed to fill vacancies.

Section 4.5. Nomination and Election. Voting deacons shall be nominated and elected in the following manner:

(a) **Suggestion of Names.** The deacon nominating committee shall compose a list of all church members eligible for nomination and shall provide, send, or make available the list to any member. Members shall have the opportunity to suggest names from the list to be considered for inclusion on the deacon nomination ballot. Such suggestions shall be submitted to the church in writing, or electronically by a date designated by the committee.

(b) **Nomination Ballot.**

(i) The deacon nominating committee shall then prepare a deacon nomination ballot containing one and one-half (1 ½) to two (2) times the number of persons to be elected that year, with the exact number to be determined by the committee. In preparing the ballot, the committee shall consider those persons whose names were most suggested for inclusion but may reduce the list and/or include on it the names of other eligible church members, as it may reasonably determine.

(ii) Ballots shall then be furnished to the congregation. Each member shall be eligible to vote for the number of persons equal to the number of voting deacons to be elected that year and shall submit his or her ballot to the church by a date designated by the committee.

(c) **Qualification and Commitment.** The deacon nominating committee shall then tabulate the ballots. The committee shall consider, for actual nomination to the church as voting deacons, those persons receiving the most votes on the ballots. A representative of the committee shall contact each person to be nominated to seek a commitment as to his or her willingness to serve and to maintain the New Testament attributes set forth in Section 4.2(d) above. If any person is unwilling or unqualified to serve or cannot commit to maintain such New Testament attributes, the committee shall then consider other names from the list. Only those willing, qualified and committed to serve shall be presented to the church for election. In accordance with Section 4.4, the number of nominees to be submitted by the committee to the church for election shall equal the number of voting deacons to be elected that year.

(d) **Ordination Council; Election.** The list of nominated persons so willing, qualified and committed to serve as voting deacons shall then be submitted to the church by the deacon

nominating committee for election at the deacon ordination service or at a business meeting held in conjunction with or subsequent to such service. Prior to the deacon ordination service, an ordination council, consisting of all deacons, whether voting, nonvoting or senior, shall meet with the nominees who have not been previously ordained as deacons in a Baptist church of like faith and order. The recommendations of the ordination council shall be shared with the church congregation at the ordination service. Deacon nominations from the floor shall not be permitted.

Section 4.6. Senior Deacons. Any deacon seventy (70) years of age or older who has served as a voting deacon at the church at any time during his or her life may notify the church clerk or deacon chair of his or her desire to become a senior deacon, and such person shall become a senior deacon upon the approval of the voting deacons. He or she shall thereafter be a senior deacon for as long as he or she remains a resident member of the church. Although not entitled to vote on matters or business before the voting deacons, a senior deacon is entitled to all of the other privileges of a voting deacon and may attend and participate in discussions at all deacon meetings.

Section 4.7. Deacon Officers. The deacon chair shall be elected annually by the voting deacons at the first deacons' meeting after the new term of office for voting deacons begins. The voting deacons may elect such other deacon officers (such as vice chair and deacon secretary) as they see fit. Other than the deacon chair, these other officers serve only as officers for the deacons and not for the entire church.

Section 4.8. Deacon Committees. From time to time, the voting deacons may create and appoint various committees to study, oversee, and/or make recommendations regarding certain matters, and to report back to them. The creation and appointment of any such committee by the voting deacons require the approval of a majority of all voting deacons then in office.

Section 4.9. Board of Directors. For legal purposes, the voting deacons shall constitute the board of directors of the corporation.

Section 4.10. Deacon Meetings. The voting deacons shall hold regular meetings on a monthly basis on the third Sunday of each month unless notice is otherwise given. Special meetings of the voting deacons may be called by the pastor or deacon chair or upon the request of any five (5) voting deacons. A quorum of the voting deacons consists of a majority of them in office immediately before a meeting begins.

SECTION 5

Church Organizations and Committees

Section 5.1. General Provisions. All actions of church organizations and committees for which the approval of the congregation is sought, including committee nominations, shall be discussed with the pastor and the voting deacons prior to consideration by the congregation, except that, in the event of an emergency, the deacon chair may be consulted instead of the voting deacons.

Section 5.2. Authorized Committees. The authorized committees of the church shall be: the nominating committee; the deacon nominating committee; the finance committee; the personnel committee; the missions committee; the property and grounds committee; and such other committees as are approved from time to time by the membership upon the recommendation of

the nominating committee or the voting deacons.

Section 5.3. Nominating Committee. The nominating committee shall receive recommendations from any active church member in good standing. The nominating committee shall in turn nominate: all church officers (except pastor and deacon chair); the members of all committees (including the nominating committee and search committees for church ministerial staff, but excluding the pastor search committee and any deacon committee); the chair and any other officers of all committees (including the nominating committee and search committees for church ministerial staff, but excluding the pastor search committee and any deacon committee). The nominating committee shall be composed of eight (8) persons serving a two-year term of service, one-half of which shall rotate off each year.

Section 5.4. Finance Committee.

(a) The finance committee shall: propose, subject to the approval of the voting deacons, and explain to the congregation the annual budget of the church; monitor budgetary compliance during each fiscal year of the church, recommending budgetary changes if necessary; institute and monitor the financial controls and procedures of the church; review and, if appropriate, approve the monthly and annual reports of the treasurer; and, when presented with requests for expenditures from church staff, other church committees or church organizations, determine whether or not such requests are within the current-year's budget of the church and then refer, with any comments the finance committee deems appropriate, such requests to the voting deacons for approval or disapproval, which requests, if approved by the voting deacons, shall then be submitted to the congregation for approval.

(b) The pastor, deacon chair, and treasurer shall be *ex officio* members of the finance committee. The treasurer (but not pastor or deacon chair) shall be entitled to vote on all business conducted at finance committee meetings.

Section 5.5. Personnel Committee. The Personnel Committee shall propose direction and decision making for employee policies and benefits, legal compliance, performance management and staff training of all church employees. These responsibilities include: development of a compensation strategy for staff; making recommendations and decisions on employee benefits; establishing employee policies and procedures; making recommendations on staff development and training; development and reviewing position descriptions to help employees understand expectations for job performance; overseeing employee performance management process; and assisting in the hiring of new employees by reviewing job applications, participating in interviews, and making recommendations on candidates.

Section 5.6. Missions Committee. The Missions Committee shall provide information, education, and leadership for the involvement in missions, and provide opportunities for church members to address evangelical, social, economic, and human needs both locally and globally. These responsibilities include promoting and setting goals for special mission offerings; encouraging participation in mission activities; recommending budget allocations for approved missions and ministry; recommending annual budgetary giving to affiliated Baptist organizations; planning and conducting annual mission opportunities for individuals and groups both locally and globally.

Section 5.7. Property and Grounds Committee. The property and grounds committee shall oversee all activities associated with the operation, maintenance, safety and security of all buildings, grounds, furnishings and equipment owned by the church, except items expressly the responsibility of another

committee. These responsibilities include: preparing annual budget expenditure recommendations to the finance committee; reviewing requests regarding building, grounds, furnishings, and equipment owned by the church and making recommendations accordingly; providing job descriptions, task list, supervisory methods and agreements related to any contracted maintenance and other services that may be needed from time to time; arranging for all needed and approved purchases or maintenance work; staying informed of and complying with all code compliance and OSHA requirements; reviewing, recommending and approving the decorating, painting, structural changes or remodeling of the church facilities, and developing and managing a long-term maintenance plan of all property and equipment of the church .

Section 5.8. Changes to Committees. Except in the case of the pastor search committee, the nominating committee or the voting deacons or any church member upon written notice to the nominating committee may, from time to time, propose the creation, revision or termination of committees; determine the number of members of any committee, and whether such committee is a rotating committee; require reports from committees; and establish other guidelines or procedures regarding committees; all subject to the approval of the congregation.

Section 5.9. Committee Governance. Unless prevented from doing so by unusual circumstances or except as provided otherwise in these bylaws, the committees of the church shall adhere to the following guidelines:

(a) Committee size of five (5) to nine (9);

(b) Committee term of three (3) years, except for the nominating committee which has two year terms pursuant to section 5.3;

(c) Rotation of committee terms to assure continuity;

(d) The committee should prepare an annual report for the voting deacons and the congregation, which report should include a summary of significant actions taken or matters discussed, the membership of the committee and any subcommittees, and recommendations or suggestions for future action or discussion by the committee; and

(e) The committee should be prepared to give brief reports, when circumstances warrant or upon request, at monthly business meetings of significant action taken, or issues proposed or discussed, by the committee.

SECTION 6 Expenditures

Section 6.1. Annual Budget. When preparing the proposed annual budget for the church, the finance committee shall solicit budget requests for the upcoming year from the church staff and those organizations and committees overseeing various sections, ministries, or activities to be listed in the church budget. The finance committee shall propose, subject to the approval of the voting deacons and the congregation, the annual budget of the church.

Section 6.2. Approval of Expenditures.

(a) Expenditures within the current year's budget and not exceeding \$5,000.00 may be approved

by the finance committee without the approval of the voting deacons or the congregation.

(b) Expenditures not within the current year's budget or exceeding \$5,000.00 will be reviewed by the finance committee who will then refer, with any comments the finance committee deems appropriate, such requests to the voting deacons for approval or disapproval, which request, if approved by the voting deacons, shall then be submitted to the congregation for approval.

Section 6.3. Emergency Expenditures. In case of an emergency, the Pastor, and Deacon Chair may together approve expenditures for the protection, preservation and ongoing operation of the church without the voting deacons and congregation's prior approval if, in the reasonable judgment of Pastor and Deacon Chair, such expenditures are necessary to prevent damage, material diminution in value to property or equipment, or to preserve the health or safety of any person or group. Deacon Chair shall inform the voting deacons and congregation of any such expenditures as soon as reasonably practicable but in no event later than the next deacon meeting or business meeting succeeding the date upon which such expenditures are made.

SECTION 7

Meetings

Section 7.1. Worship. The regular meetings for worship shall be at such times and places as the church may direct. The pastor or the pastor's designee shall preside at all worship services of the church. If the pastor is to be absent from worship services on more than three consecutive Sunday mornings, then the pastor's designee(s) to lead worship services during such time shall be subject to the prior approval of the voting deacons.

Section 7.2. Annual Meeting. The annual business meeting of the membership shall be held on a Sunday or Wednesday, at the same date and time that the annual budget is proposed, explained and discussed, with the precise date to be determined by the voting deacons. Notice of the annual business meeting shall be given pursuant to Section 7.11 below. The deacon chair or his or her designee shall preside at the annual meeting.

Section 7.3. Monthly Business Meetings. A regular monthly business meeting of the membership shall be held on the Wednesday following the third Sunday in each month (unless notice otherwise is given), at which time all officers and committees may report. Such meetings shall be held at the place and time of the regularly-scheduled worship service for such evening (unless notice otherwise is given). Any and all business can be raised, discussed and acted upon at a regular monthly business meeting, except for the following business, which can only be acted upon at a special meeting pursuant to Section 7.4, or at a regular monthly business meeting provided notice as specified in Section 7.11 is given that the proposed business shall be considered at the monthly business meeting specified in the notice: the hiring, firing, or compensation changes regarding any of the church ministerial staff (pastor and other ministers); the sale, lease, mortgage, or other encumbrance or disposition of any church property; the borrowing of money by the church; any non-budgeted, non-emergency expenditure exceeding \$10,000.00; consideration of or amendment of the annual budget; disciplinary action against any member; and the amendment of the charter or bylaws. The deacon chair or his or her designee shall preside at all business meetings.

Section 7.4. Special Meetings. Special meetings of the membership may be called by the pastor, deacon chair, the voting deacons, or upon the written request of fifty (50) members to the church

clerk and deacon chair. At such meetings no business shall be transacted except the business mentioned in the notice calling the meeting, and any business incident to such business. The deacon chair or his or her designee shall preside at all special meetings. Notice of all special meetings shall be given pursuant to Section 7.11 below.

Section 7.5. Other Business Meetings. The pastor or the deacon chair may call a business meeting to be held in connection with any regularly-scheduled worship service of the church (whether before, during or after such service), at which meeting any business may be considered and acted upon except those matters described in Section 7.3 above as requiring notice pursuant to Section 7.11. Any business meeting called and held pursuant to this Section may be called without notice but can be held only with the consent of the congregation present at such worship service.

Section 7.6. Disposition or Encumbrance of Property. Church property may be sold, leased, mortgaged, or otherwise encumbered or disposed of only with the prior approval of two-thirds of the votes cast at a meeting of the members.

Section 7.7. Lord's Supper. The Lord's Supper shall be observed at least quarterly and on special occasions as the pastor may determine. Whenever possible, the time and date of the observance of the Lord's Supper shall be announced to the congregation at least one week in advance to allow all persons who want to participate to be present.

Section 7.8. Parliamentary Procedure. The standard of parliamentary law in all deliberative meetings (whether of the membership, voting deacons, or any church organization or committee) shall be the current edition of *Robert's Rules of Order, Newly Revised*; but in all instances the moderator or presiding officer of such meeting may take any action deemed appropriate to assure that the proceedings are fundamentally fair and in keeping with the governing principles.

Section 7.9. Quorum. A quorum for the transaction of any business by the membership consists of those members who attend the meeting, provided that proper notification pursuant to Section 7.11 has been given.

Section 7.10. No Proxies. Proxy voting is prohibited, and proxies shall not be used for voting on any matters.

Section 7.11. Notice. Except in the case of a charter or bylaw amendment (notice of which is governed by Section 9.1 below), whenever notice of a special meeting or of any other matter is required to be given to the membership, such notice must be given no less than one (1) week prior to such meeting and may be given: in person; by telephone; by mail; by electronic media; by publication sent to the membership on a periodic basis; or by announcement at, or inclusion in the bulletins for, all worship services of the church for no less than one (1) week prior to such meeting. Any notice given under this Section must specify or summarize the proposed action to be considered at such meeting.

SECTION 8

Miscellaneous Provisions

Section 8.1. Designated Gifts. The donor of any services, funds or other property (real or

personal) to the church shall have the right to designate the use or uses to which it may be put; provided, however, that the voting deacons may decline any gift they deem to be inappropriate or inconsistent with the church budget or policies.

Section 8.2. Fiscal Year. The fiscal year of the church shall end on the last day in March, or on such other date as may be approved from time to time by the members.

Section 8.3. Church Property. The buildings, grounds and other physical property of the church are dedicated to God and the worship of God, and shall not be used for any activity inconsistent with such dedicated purposes. All programs, organizations and ministries connected with the church, or carried on under the church's name or authority, or using the church buildings, grounds or other physical property, shall be subject to the church, and the church may establish guidelines or policies regarding the use thereof.

SECTION 9 Amendment

Section 9.1. Amendment. These bylaws, as well as the charter of the church, may be amended by the membership only (not by the voting deacons) upon the approval by two-thirds of the votes cast at a meeting of the members. Notice of the proposed bylaw or charter amendment must be given in writing by mail at least thirty (30) days prior to the meeting at which the proposed amendment is to be considered.