

CORPORATION BY-LAWS

Of

GRACE BAPTIST CHURCH Of Odenton, Maryland

Article I - Name

The church shall be known as “Grace Baptist Church of Odenton, Maryland.”

Article II - Purpose

The object or purpose of this church is to glorify God (exaltation) by: 1) Bringing people into God’s family through the Gospel (evangelism); 2) Helping them grow into mature followers of Christ (edification); 3) Equipping them for ministry in the church and to the world (equipping).

Article III – Statement of Faith

The Statement of Faith of Grace Baptist Church of Odenton shall be the Second London Baptist Confession of 1689 as displayed in appendix 1.

Article IV - Membership

Section 1 - Qualifications

Because the church is a New Covenant body and is a “called-out assembly” described as the Body of Christ (Col. 1:18, 24), the Household of God (Eph. 2:19) and a Chosen Generation (1 Pet. 2:9), to qualify for membership in this church, a person must be a believer in Jesus Christ who gives good evidence of regeneration, who has been baptized, in obedience to Christ, following his or her conversion, and who wholeheartedly believes in the Christian faith as revealed in the Bible. Each member must agree to submit to the teaching of Scripture as expressed in the Statement of Faith and must promise to keep the commitments expressed in the Church Covenant. The elders shall be responsible for determining each person's qualification for membership. In making this determination, they may rely on a person's profession of faith, or such other evidence, as the elders deem appropriate.

Section 2 – Admission of Membership

To be admitted into church membership, applicants shall be recommended by the elders for admission by vote of the membership at any regular or special meeting of the members, and shall at that point relinquish their membership in other churches. Members

may be received in one of the following manners:

1. By scriptural baptism by immersion after profession of faith in Jesus Christ as Lord and Savior;
2. By transfer of letter of membership from another church of like faith
3. By statement of faith and scriptural baptism
4. By restoration to membership after having been terminated due to disciplinary action.

Section 3 – Duties and Privileges of Membership

In accord with the duties enumerated in the Church Covenant, each member shall be privileged and expected to participate in and contribute to the ministry and life of the church, consistent with God's leading and with the gifts, time, and material resources each has received from God. Only those shall be entitled to serve in the ministries of the church who are members of this congregation; non-members may serve on an ad-hoc basis with the approval of the elders.

Under Christ this congregation is governed by its members. Therefore, it is the privilege and responsibility of members to attend all members' meetings and vote on the election of officers, on decisions regarding membership status, and on such other matters as may be submitted to a vote. Members 18 years and older in good standing shall have the right to vote in such transactions.

Section 4 – On Church Discipline

Any member consistently neglectful of his or her duties or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the church, shall be subject to the admonition of the elders and the discipline of the church, according to the instructions of our Lord in Matthew 18:15-17 and the example of Scripture. Church discipline, then, should ordinarily be enacted after individual and private admonition has failed.

Church discipline can include admonition by the elders or the congregation, suspension from communion for a definite period, suspension from office, and excommunication (Matthew 18:15-17; 2 Thessalonians 3:14-15; 1 Timothy 5:19-20; 1 Corinthians 5:4-5).

The process of Church discipline as set forth in Matthew 18:15-17 is as follows:

- 1) A sin occurs that is discovered
- 2) One-on-one confrontation: The one who discovers the sin goes to the person in sin immediately and discreetly to call them to repentance.
- 3) Two-or-three witnesses: If the person in sin refuses to heed the call to repentance, the one who originally confronted him is to take 2-3 people with him to witness a follow-up call to repentance.

- 4) Tell it to the Church: If the person in sin refuses to heed the call to repentance during the meeting with the 2-3 witnesses, the one who originally confronted him is to inform the church. At any time during step 3 or 4, the elders of the church may become involved.
- 5) Treat him as a heathen and tax collector: If the church confronts the person in sin, calling him to repentance, and he still refuses to listen, he will be disallowed at the communion table and removed from church membership.
- 6) Restoration: Upon the eventual repentance of the one in sin, he will be completely forgiven by the membership and restored to full membership privileges.

The purpose of such discipline should be as follows:

For the repentance, reconciliation, and spiritual growth of the individual disciplined (Proverbs 15:5; 29: 15; 1 Corinthians 4:14; Ephesians 6:4; 1 Timothy 3:4-5; Hebrews 12:1-11; Psalm 119:115; 141:5; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5; Matthew 7:26-27; 18:15-17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1-5; 2 Thessalonians 3:6, 14-15; 1 Timothy 1:20; Titus 1:13-14; James 1:22);

For the instruction in righteousness and good of other Christians as an example to them (Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11; 15:33; Colossians 3:16; 1 Thessalonians 5:14; 1 Timothy 5:20; Titus 1:11; Hebrews 10:24-25);

For the purity of the church as a whole (1 Corinthians 5:6-7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21:2);

For the good of our corporate witness to non-Christians (see Proverbs 28:7; Matthew 5:13-16; John 13:35; Acts 5:1-14; Ephesians 5:11; 1 Timothy 3:7; 2 Peter 2:2; 1 John 3:10); and

Supremely, for the glory of God by reflecting His holy character (see Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2:24; 15:5-6; 2 Corinthians 6:14-7:1; Ephesians 1:5; 5:27; 1 Peter 2:12).

Section 5 – Termination of Membership

Termination of membership shall be recognized by the church following the death or voluntary resignation of any church member. Membership may be terminated as an act of church discipline at the recommendation of the elders and with the vote of two-thirds of the members at any regular or special meeting of the members.

Article V – Meetings

Section 1 – Worship Meetings

Worship services shall be held each Lord's Day, and may be held throughout the week as the church determines.

Section 2 – Members' Meetings

In every meeting together, members shall act in that spirit of mutual trust, openness, and loving consideration which is appropriate within the body of our Lord Jesus Christ.

There shall be a regular members' meeting at least once per quarter at some time apart from a public worship service agreed upon by the membership.

An elder designated by the elders shall preside as moderator at all members' meetings of the church. The elders shall see that the stated meetings of the church are regularly held and that the required reports are submitted to the church by the responsible members.

Provided all constitutional provisions for notification have been met, a quorum shall be understood to be met by those members present. All votes shall be tallied based on the number of votes cast by members present.

A budget shall be approved by the membership at a members' meeting no more than three months nor less than one month prior to the start of the fiscal year.

At any regular or special members' meeting, officers may be elected and positions filled as needed, so long as all relevant constitutional requirements have been met. Special members' meetings may be called as required by the elders. In addition, at the discretion of the elders, special members' meeting may be requested by fifteen percent of the voting membership. The date, time, and purpose of any special meeting shall be announced at all public services of the church within two weeks preceding the meeting. In the event of a written request from the members, the elders shall call a special meeting to be held within one month of their receipt of the request.

Article VI – Officers

Section 1 – Summary

The biblical offices in the church are elders and deacons. In addition, our church recognizes the administrative positions under these bylaws of trustee, clerk and treasurer. All officers must be members of this church prior to assuming their responsibilities.

Section 2 – Elders

The elders shall be comprised of not less than three men who satisfy the qualifications for the office of elder set forth in 1 Timothy 3:1-7 and Titus 1:6-9. A majority of the active eldership shall be composed of church members not in the regular pay of the church, and

no elder shall hold the office of deacon during his tenure.

The elders shall oversee the ministry and resources of the church, with the willing submission of the congregation. In keeping with the principles set forth in Acts 6:1-6 and 1 Peter 5:1-4, the elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), and shepherding God's flock.

The church shall recognize men gifted and willing to serve in this calling, in accordance with the provisions set out in these bylaws concerning elections. These men shall be received as gifts of Christ to His church and set apart as elders. The recognition shall be reaffirmed by the church triennially. After an elder, other than the senior or associate pastor(s), has served two consecutive three-year terms, he may only be elected to the office of elder after at least one year out of office. These limitations on service in office are subject to the availability of qualified men.

An elder's term of office may be terminated by resignation or by dismissal. Any two members with reason to believe that an elder should be dismissed should express such concern to the elder council and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15-17 and 1 Timothy 5:17-21. Any of the elders may be dismissed by a two-thirds vote of the members at any members' meeting of the church.

The elders shall take particular responsibility to examine and instruct prospective members, examine and recommend all prospective candidates for offices and positions, oversee the work of the deacons and appoint church agents and committees, conduct worship services, administer the ordinances of baptism and communion, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of church discipline, coordinate and promote the ministry of the church, and mobilize the church for world missions. The elders are further to ensure that all who minister the Word to the congregation, including outside speakers, share our fundamental convictions.

The elders may establish ministry positions or committees to assist them in fulfilling their responsibilities. The elders may also propose funding for new paid staff positions. The membership shall approve all candidates to fill the positions of senior and associate pastor. The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position.

The elders shall have primary responsibility for the employment, supervision, and evaluation of staff members. This responsibility may, on a case-by-case basis, be delegated to another staff member.

The elders shall elect a chairman of elders' meetings and shall also elect one of their number to serve as moderator of members' meetings. For purposes of compliance with the nonprofit corporation laws of the state of Maryland, the elders shall elect one of their

number to serve as the president of the corporation.

Section 3 – The Senior Pastor

The senior pastor shall be an elder. He shall perform the duties of an elder described in Section 2 above, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching.

His call shall not be subject to the triennial reaffirmation or to the term limitation set out in Article 6, Section 2, for elders. His call shall be defined as per Article 7, Section 3.

He shall preach on the Lord's Day, administer the ordinances of baptism and communion, and perform such other duties as usually pertain to that office, or as set forth in these bylaws.

In the absence or incapacity of the senior pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for his duties under the oversight of the elders.

Section 4 – Associate Pastors

The church may call additional pastors whose relationship to the senior pastor is that of associate.

An associate pastor shall be an elder. He shall perform the duties of an elder described in Section 2, above, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching.

His call shall not be subject to the triennial reaffirmation or to the term limitation set out in Article 6, Section 2, for elders. His call shall be defined as per Article 7, Section 4.

He shall assist the senior pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the office of pastor, or as set forth in these bylaws, or which may be specifically assigned to him by the congregation.

In the absence or incapacity of the senior pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for his duties under the oversight of the elders.

Section 5 – Deacons

The office of deacon is described in 1 Timothy 3:8-13 and Acts 6:1-7. The church shall recognize, in accordance with the provisions on elections in these bylaws, men who are giving of themselves in service to the church and who possess particular gifts of service. These members shall be received as gifts of Christ to His church and set apart as deacons.

They shall be elected to one term lasting for a maximum of three years and may only be elected to another term after one year. The three-year term limitation is contingent on the availability of qualified deacons.

Deacons shall care for the temporal needs of members, attend to the accommodations for public worship, and encourage and support those able to help others and those with gifts of administration.

Every year the deacons, with the approval of the elders, shall present to the church an itemized budget at a regular members' meeting. This budget shall be presented for discussion at that time and called up for a vote at the following members' meeting. No money shall be solicited by or on behalf of the church or any of its ministries without the approval of the elders and deacons.

The deacons shall receive, hold, and disburse a fund for benevolence, reporting on its use to the elders at their request, and reporting to the church its total receipts and total disbursements only.

The deacons, with the agreement of the elders, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the church.

Section 6 – Trustees

The secular affairs of the Church corporation shall be under the oversight of the Board of Trustees, of whom there shall be 5 in number, said Trustees to be elected by the membership of the Church Corporation, and to serve as other officers of the Church as herein above set out. Title to all realty owned by the Church Corporation shall vest in the Board of Trustees. The Board, as such, shall execute such documents, conveyances and instruments necessary to accomplish that end, and such documents, conveyances and instruments shall be signed by no less than two of the Trustees as authorized by the membership of the church in a member meeting.

Section 7 – Clerk

It shall be the duty of the clerk to record the minutes of all regular and special members' meetings of the church, to preserve an accurate roll of the membership, and to render reports as requested by the pastor, the elders, the deacons, or the church.

The clerk shall be nominated by the elders and elected by the congregation to serve a term of one year.

In the absence or incapacity of the clerk the elders shall appoint a member to perform the duties of the church clerk.

For purposes of compliance with the nonprofit corporation laws of the state of Maryland, the clerk shall serve as the secretary of the corporation.

Section 8 – Treasurer

The treasurer, who shall not be an active elder, deacon, or paid church staff member, shall ensure that all funds and securities of the church are properly secured in such banks, financial institutions, or depositories as appropriate. The treasurer shall also be responsible for presenting regular reports of the account balances, revenues and expenses of the church at each members' meeting. The responsibility may be delegated with the approval of the elders. The treasurer shall also ensure that full and accurate accounts of receipts and disbursements are kept in books belonging to the church, and that adequate controls are implemented to guarantee that all funds belonging to the church are appropriately handled by any officer, employee, or agent of the church. The treasurer shall render to the elders annually, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the church.

The treasurer shall be nominated by the elders and elected by the congregation to serve a term of one year.

Article VII – Elections

Section 1 – Guiding Principles

The process for church elections shall be interpreted and carried out to fulfill the following principles:

Substantial prayer, both individually and corporately, should be an integral part of the election process;

Nominations shall proceed with the support of the elders;

All candidates for church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow members;

The election process shall express that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

Section 2 – Selection of Officers

The election of officers shall be held at a members' meeting of the church. Names of nominees to serve as elders, deacons, clerk, or treasurer shall be presented by the elders at the previous members' meeting (providing that previous meeting occurred at least four weeks prior), and the election shall proceed as directed by the moderator.

The elders should seek recommendations and involvement from the general membership in the nomination process. Any member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the elders. Members intending to speak in opposition to a candidate should express their objection to the elders as far in advance as possible before the relevant church members' meeting.

The moderator shall declare elected all men receiving a 75% majority of all votes cast for the office of elder. For all other offices, the moderator shall declare elected all persons receiving a simple majority of all votes cast; abstentions will not be considered as votes cast.

The persons elected shall assume their respective offices upon election, unless another date has been specifically designated.

Section 3 – Calling of the Senior Pastor

In the calling of any man to this position, the same basic process of calling an elder must be followed. In addition, however, the church must be given adequate opportunity to assess the preaching gifts of any potential senior pastor and, before being asked to express its judgment, must receive assurance from the elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. Notice of the nomination of a man to be elected to membership and called as senior pastor (which shall include, if necessary, election to membership of his wife if he is married) must be given at two Sunday morning services following the nomination, prior to the vote at a members' meeting.

Section 4 – Calling of Associate Pastor

In the calling of any man to the position of associate pastor, the same basic process of calling an elder must be followed. In addition, however, the church must be given adequate opportunity to assess the preaching gifts of any potential associate pastor and, before being asked to express its judgment, must receive assurance from the elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. Notice of the nomination of a man to be called as associate pastor (which shall include, if necessary, election to membership of him and his wife if he is married) must be given at two Sunday morning services following the nomination, prior to the vote at a members' meeting.

Article VIII – Indemnification

Section 1 – Mandatory Indemnification

If a legal claim or criminal allegation is made against a person because he or she is or was an officer, employee, or agent of the church, the church shall provide indemnification against liability and costs incurred in defending against the claim if the elders determine

that the person acted (a) in good faith, (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and (c) in a manner the person reasonably believed to be in the best interest of the church, and the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2 – Permissive Indemnification

At the discretion of the elders, the church also may indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the church's best interest and not unlawful.

Section 3 – Procedure

If a quorum of the elders is not available for an indemnification determination because of the number of elders seeking indemnification, the requisite determination may be made by the membership or by special legal counsel appointed by the membership.

Article IX – Amendments

The Statement of Faith and Church Covenant may be amended by a three-quarters vote of the members present and voting at a members' meeting, provided the amendment shall have been offered in writing at the previous members' meeting, and shall have been announced from the pulpit at church services two successive Sundays prior to such vote.

These bylaws may be amended by a two-thirds vote of the members present and voting at a members' meeting, provided the amendment shall have been offered in writing at the previous members' meeting, and shall have been announced from the pulpit at church services two successive Sundays prior to such vote.