

CONSTITUTION

AND

BYLAWS

TRINITY BAPTIST CHURCH

OF SOUTHAVEN, INC

Effective October 13, 2019

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PREAMBLE

We adopt, declare, and establish this Constitution and Bylaws for the purpose of preserving and securing the principles of our faith, and to the end that this body of believers may be governed in an orderly manner consistent with the teachings of Holy Scripture.

ARTICLE I

Name and Corporate Status

The name of this corporation is “**Trinity Baptist Church of Southaven, Inc**”, herein referred to as the **Church**. Its physical address is 2101 Colonial Hills Drive, Southaven, Mississippi 38671. The *Church* is both a spiritual body and a non-profit corporation under the laws of the State of Mississippi. The *Church* is subject to the authority of Scripture in all matters and subject to the rules of duly constituted public authority (Romans 13:1-7). As stated in Miss. Code Ann. § 79-11-403: “If religious doctrine governing the affairs of a religious corporation is inconsistent with the provisions of Section 79-11-101 et seq. on the same subject, the religious doctrine shall control to the extent required by the Constitution of the United States or the Constitution of this state or both.”

ARTICLE II

Purpose and Powers

Section 1. Purpose

The purpose of the *Church* is to glorify God by making disciples to impact the world with the Word of God by supporting:

- the global proclamation of the Good News of the Gospel of Jesus Christ; and
- the public worship of God; and
- the building and maintenance of churches, parsonages, schools, hospitals, chapels, and such other religious, educational, or benevolent institutions in the United States or in any foreign country; and
- the maintenance of all missionary undertakings.

Section 2. Powers

The *Church* has all powers necessary, incident or appropriate to the furtherance of its purpose, including but not limited to:

- the acceptance of contributions; and

- the acquisition of property, both real and personal, by purchase, gift, devise or lease; and
- the investment and reinvestment of funds; and
- the sale, lease or encumbrance of real or personal property or any part or parts thereof and the conveyance by way of trust, mortgage or otherwise; and
- the execution, performance, or cancellation and recession of contracts of every kind; and
- the creation of such trust or trusts as may be necessary.

ARTICLE III

Statement of Faith

We believe that the sixty-six books of the Bible were written by men divinely inspired by God, are completely trustworthy, and are the basis for our beliefs. The *Church* accepts “The New Hampshire Confession of Faith” (1833) and “The Baptist Faith and Message” (2000 edition), which is incorporated herein by reference and made a part hereof, as an affirmation of our basic Christian beliefs and as a general statement of our faith.

ARTICLE IV

Church Government and Affiliations

Section 1. Church Government

- A. Under the Lordship of Jesus Christ, the membership retains unto itself the exclusive right of self-government of the *Church* in all phases of the spiritual and temporal life of the *Church*. The *Church* is autonomous and maintains the right to govern its own affairs and is not subject to control by any other ecclesiastical body.
- B. Recognizing Jesus Christ as its Head and the Scriptures of the Holy Bible as its only rule for faith and practice, this *Church* shall not be subject to any other authority.

Section 2. Church Affiliations

- A. While maintaining its autonomy, the Church will, as the members of the Church determine, cooperate with and support the local Baptist Association, the Mississippi Baptist Convention, and the Southern Baptist Convention so long as these entities continue to adhere to “The Baptist Faith and Message” (2000 edition).
- B. If at any time the Elders shall deem it advisable to withdraw from one of these (or any other group), withdrawal may be accomplished by a majority vote of all active members in good standing who are present at the Family Meeting when the

vote is held. The intention of such vote shall be announced at the previous Family Meeting and announced to the congregation by an Elder during the two consecutive Sunday morning services prior to the vote.

ARTICLE V **Membership**

Section 1. Corporate Membership

A. Corporate Members

1. The *Church* shall have no corporate members as provided for in Miss. Code Ann. § 79-11-175 which states: “A corporation is not required to have members.” Any legal action which would otherwise require approval by a majority of all corporate members shall only require approval of the Elders. All rights which would otherwise vest in the corporate members shall vest in the Elders.
2. Nothing contained in Section 1.A.1. of this Article shall be construed to limit the right of the *Church* to refer to persons associated with the *Church* as “members” even though such persons are not corporate members, and no such reference in or outside of the Constitution and Bylaws shall constitute anyone being a member, within the meaning of Miss. Code Ann. § 79-11-127. The *Church* may confer by amendment of its Articles or of the Constitution and Bylaws some or all of the rights of a member, as set forth in the Mississippi Nonprofit Corporation Act, upon any person or persons who do not have the right to vote for the election of officers or on a disposition of substantially all of the assets of the *Church* or on a merger or on a dissolution or on changes to the *Church’s* Articles or the Constitution and Bylaws, but no such person shall be a member within the meaning of said Miss. Code Ann. § 79-11-127.

B. Church Members

1. Those individuals admitted to church membership do not constitute a legislative body, nor do they constitute members of the *Church* as a corporation; and they cannot vote, pass resolutions binding upon the *Church* as a corporation, nor shall they have any equity in the real property of the *Church* as a corporation or rights to vote on its disposal. Said property of the *Church* as a corporation is dedicated to religious and charitable purposes as outlined in the Articles of Incorporation.
2. Membership in this *Church* as a body of believers shall not vest in any member any proprietary rights in the *Church* as a corporation, but shall only entitle the member to vote at all regular or special-called Family Meetings on those matters that the Elders choose to submit to the *Church* membership for

affirmation. In such cases, voting privileges are restricted to members who are in good standing, who are not under any disciplinary action, and who have passed their sixteenth (16) birthday.

Section 2. Church Membership

- A. This is a sovereign Baptist church under the Lordship of Jesus Christ. The membership reserves the exclusive right to determine who shall be members of this *Church* and the conditions of such membership.
- B. Membership in this *Church* may be granted to any person who meets the six qualifications for membership recorded below:
 - 1. he/she gives a clear presentation of his/her salvation testimony in receiving Jesus Christ as Savior and Lord of his/her life; and
 - 2. he/she publicly professes faith as a believer in Jesus Christ through baptism by immersion as a symbol of salvation; and
 - 3. he/she has completed the New Members Class; and
 - 4. he/she has signed a written agreement with the Member's Covenant and the Constitution and Bylaws; and
 - 5. he/she has been interviewed by an Elder (or other member as appointed by the Elders).
 - 6. After completion of all of the requirements stated in Article V, Section 2.C., the prospective member shall be recommended by the Elders for admission and accepted by a majority vote of the members in good standing who are present at any regular or special-called Family Meeting when the recommendation is made. The prospective member shall at that point relinquish their membership in other churches.
- C. Candidates may be received into membership in one of four ways:
 - 1. baptism by immersion following one's profession of faith; or
 - 2. a letter of transfer (recommendation) from another church of like faith and practice stating that the person is a member in good standing; or
 - 3. the personal testimony of one's conversion and baptism by immersion; or
 - 4. restoration to membership following satisfactory repentance and the public confession of the sin which led to the loss of membership.

Section 3. Responsibilities of Membership

In accord with the duties enumerated in the Member's Covenant, each member shall be privileged and expected to:

- be faithful and obedient in all disciplines of the Christian life; and
- participate in the ministry and life of the *Church*; and

- faithfully contribute financial support to the *Church* through the cheerful giving of their tithes and offerings as God has prospered them; and
- exercise their spiritual gifts for the mutual benefit of all the members of the *Church* body; and
- attend and actively participate in all Family Meetings; and
- honor those in authority in the *Church* by
 - o praying for them; and
 - o submitting to their leadership; and
 - o assisting them with wholehearted cooperation.

Section 4. Termination of Membership

Church membership shall be terminated upon any one of the following conditions:

- Death:
 - o Upon authentic notice of the death of a member, the Church Clerk will have authority to remove same from membership.
- Letter of Transfer:
 - o Any member of this *Church* in good standing may be granted a letter of transfer to another church of like faith and order upon its request by majority vote of members in good standing who are present at the Family Meeting when the request is presented.
 - The letter will be sent directly to the church and cannot be given to an individual.
 - No letter of commendation will be sent after six (6) months of absence, only a letter of dismissal.
 - No letter of commendation will be sent on behalf of a person uniting with a church of unlike faith or practice.
- Dismissal:
 - o Upon satisfactory evidence that a member has united with a church of another denomination, notice of same will be made at a regular Family Meeting and the *Church* Clerk will remove such member from the roll.
- Letter of Withdrawal:
 - o A letter of withdrawal will be granted by the Elders upon receipt of a written request from an individual member in good standing desiring termination of *Church* membership (provided the member is not under church discipline).
- Exclusion:
 - o Members who do not attend the regular services of this *Church* for a period of six (6) months without a legitimate excuse (as determined by the Elders) shall have automatically excluded themselves from the membership of the *Church*. (Hebrews 10:24-25)

- Twice a year the Master Teachers will contact the Bible Fellowship Group Small Group Leaders to confirm to the best of their ability the *Church* members who are inactive in *Church* activities.
- Termination:
 - In accordance with Article VI, Section 3.F., a member may be removed from the membership of this *Church* as a disciplinary action by majority vote of the members in good standing who are present at the special-called Family Meeting for said purpose when the recommendation is made. (Matthew 18:15-22)

Section 5. Restoration of Membership

Individuals who have lost their membership privileges may be restored to full membership upon the recommendation of the Elders, if there is satisfactory evidence of genuine repentance, forsaking of the behavior in question, a public confession of the wrong doing, and the reaffirmation of the Member's Covenant and the Constitution and Bylaws. Restoration to membership shall be by majority vote of the members in good standing who are present at any regular or special-called Family Meeting when the recommendation is made (II Corinthians 2:5-11).

Section 6. Special Provisions

- A. Membership shall not be assignable inter vivos by any member nor shall membership vest to any personal representative, heir, or devisee.
- B. Prospective members coming from other denominations shall be presented as candidates for baptism at the discretion of the Elders.
- C. A student, tourist, military member, or other person temporarily residing in the local area of the *Church* may be received under watch care upon their affirmation of faith in and commitment to Jesus Christ as Savior and Lord with no letter of transfer to be requested.
- D. A person providentially hindered from attending worship services in person may request membership in absentia upon their affirmation of faith in and commitment to Jesus Christ as Savior and Lord in any way the church accepts a candidate for membership.
- E. Non-Members who regularly attend or fellowship with this *Church*
 - 1. may serve
 - a. on an ad-hoc basis (e.g., AWANA listeners) with the approval of the Elders.
 - b. may serve the *Church* for purposes of administration and professional consultation.
 - 2. will not be eligible to

- a. be elected to an office; nor
- b. serve on a Team; nor
- c. lead in worship as a member of the choir, orchestra, or praise team; nor
- d. have voting privileges.

ARTICLE VI

Church Discipline

Section 1. Purpose

- A. All matters of church discipline, including exclusion, shall be guided by a concern for repentance, redemption, reformation, reconciliation, and restoration rather than punishment.
- B. The threefold purpose of church discipline is
 1. to glorify God by maintaining purity in the local church (I Corinthians 5:6),
 2. to edify the believers by deterring sin (I Timothy 5:20), and
 3. to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

Section 2. Conduct

- A. Members of this *Church* and all other professing Christians who regularly attend or fellowship with this *Church* who err in doctrine or who engage in conduct that violates Scripture, as determined by the Elders, shall be exhorted to repent and forsake such conduct. If the individual refuses to repent and forsake such conduct, he/she shall be subject to church discipline, up to and including dismissal, according to Matthew 18:15-18, 1 Corinthians 5, 1 Timothy 1:18-20, and 1 Timothy 5:19-21.
 1. Sinful conduct necessitating church discipline shall include but not be limited to:
 - a. questionable doctrinal views that are heretical or that stand in direct opposition to the scriptural teachings of this *Church* and its Statement of Faith (2 John 7-11); or
 - b. divisiveness which is detrimental to the spiritual welfare of the *Church* (Titus 3:10); or
 - c. immoral behavior (e.g., adultery, fornication, homosexuality, incest) (1 Corinthians 5-6); or
 - d. questionable financial conduct (e.g., stealing, tax fraud, misuse of funds or assets) 1 Corinthians 5:11, 6:10); or
 - e. unrepentant attitude over offenses (Matthew 18:15-17).
- B. Members who are absent from the services of this *Church* for a period of three months (thirteen consecutive Sundays) without a legitimate excuse (as determined

- by the Elders) shall automatically forfeit their privileges of voice (speaking in Family Meetings), voting, holding office or serving in any leadership position. Written notice of this action shall be sent to the member in question by the Elders. Restoration of these membership privileges may be granted in accordance with Article V, Section 5. of the Constitution and Bylaws.
- C. Members who are absent from the services of this *Church* for a period of six months (twenty-six consecutive Sundays) without a legitimate excuse (as determined by the Elders) shall be removed from membership by vote of the *Church* at the next regular Family Meeting. Written notice of this action shall be sent to the member in question by the Elders.
1. This action shall not apply to members who are
 - a. in military service; or
 - b. students away at school; or
 - c. those who are unable to attend because of age or illness; or
 - d. missionaries who maintain contact with the *Church* at least once a year.

Section 3. Process

The ultimate goal of any form of discipline is the spiritual restoration of the erring individual, and not the punishment thereof.

A. Guidelines

Members of this *Church* are expected to demonstrate special loyalty and concern for one another. When a member becomes aware of an offense (e.g., heresy or misconduct) of such magnitude that it hinders either the individual's spiritual growth and testimony or that of the *Church*, every effort is to be made to resolve the problem(s) according to the principles of

- Matthew 18:15-20; and
- Romans 16:17-18; and
- 1 Corinthians 5:1-13; and
- 2 Corinthians 2:1-11; and
- Galatians 6:1; and
- 1 Thessalonians 5:14; and
- 2 Thessalonians 3:6, 10-15;
- 1 Timothy 5:19-20; and
- Titus 3:10-11

B. Step 1

It shall be the duty of any member of this *Church* who has knowledge of the erring individual's heresy or misconduct

- to first examine him/herself to ensure that his/her attitudes and motives are based on Scripture; and

- to pray that the Holy Spirit might strengthen the faith of the erring individual (Luke 22:31-32; I John 5:16); and
- to seek to confirm the assurance of the erring individual's testimony of salvation; and
- to rebuke the erring individual privately in a spirit of gentleness and humility (Galatians 6:1; James 5:19-20), seeking his or her repentance and restoration.

C. Step 2

If the erring individual does not heed the first rebuke, then the spiritual member shall again go to the erring individual, seeking his or her repentance and restoration, but accompanied by at least one but no more than two other members who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been scripturally rebuked and has refused to repent. This step should also be preceded by self-examination and exercised in a spirit of humility with the goal of restoration. NOTE: The first and second rebukes may occur with no specified time interval.

D. Step 3

If the erring individual refuses to heed the second rebuke, then the matter shall be brought to the attention of the Elders (or a duly constituted subcommittee thereof) to determine – after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including (but not limited to) the Scripture references listed in subsection A. – that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been scripturally rebuked, and that he or she has refused to repent.

1. No matter may be heard by the Elders or the *Church* unless the steps outlined in subsections B. and C. have been taken, except in the case of a public offense. In each case the Elders shall review the case and make recommendation to the *Church* for action, having sole charge of these matters' initiation.
2. Charges must be submitted to the Elders in writing and duly signed by the accuser and the witnesses who accompanied him/her in as required in subsection C. above.
3. If an Elder or Deacon, or the wife (or other family member) of an Elder or Deacon, is the subject of a disciplinary matter, the Elder or Deacon shall not sit as a member of the council to discuss, investigate, and decide the outcome of the actions of the erring individual.

E. Step 4

Then the Elders shall inform the *Church* and the congregation thereof at a special-called Family Meeting in order that the members may be encouraged, after their own careful self-examination, to go to the erring individual to exhort him/her to

repentance and restoration. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service.

F. Step 5

If, however, the erring individual does not repent in response to the church in its collective call to repentance and the steps outlined in subsections B., C., D., and E. have all been completed, then the matter shall be brought to the *Church* a second time at a special-called Family Meeting for the purpose of considering disciplinary action against the unrepentant individual that may include, but shall not be limited to, removal from office, loss of voting privileges or expulsion from membership and/or fellowship.

1. If an unrepentant offending person is removed from the church membership, all contact with him/her from that point forward (except by family members) must be for the sake of repentance and restoration.

G. Step 6

If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement of membership before the Elders (or a duly constituted subcommittee thereof), then he or she may be publicly restored to all the rights, duties, privileges, and responsibilities of church membership and/or fellowship as outlined in Article V, Section 5.

Section 4. Privileges

- A. The members of this *Church*, and all other professing Christians who regularly attend or fellowship with this *Church*, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation during Step 3 or 4 of the church discipline process.
- B. It is recognized that while the minority has the right of private opinion in all questions, and the right of appeal in any constitutional and proper manner, it shall not have the right to engage in secret or open propaganda, or of deliberately disturbing the peace and interrupting the work of the *Church* so as to undermine or harm its ministry. It is further recognized that when the *Church*, by regular order and proper vote, has determined upon a course of action, that course becomes the duty of every member of the *Church*. If any member cannot conscientiously follow the decision of the *Church*, he/she is to quietly and peacefully withdraw from the membership.
- C. Members who are under discipline by the *Church*, as defined in this Article, forfeit and waive the right to resign from this *Church*. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

- D. At the discretion of the Elders (or a duly constituted subcommittee thereof), a member, non-member regular attender, or other individual may be notified that he or she is not to be present upon *Church* premises for such a period of time as is deemed necessary for the safety and well-being of others.
- E. Persons placed under discipline shall have no right to make claims upon any *Church* property in their possession. Such property shall be returned immediately.

ARTICLE VII

Meetings

Section 1. Public Worship

- A. The spiritual *Church* shall meet in regular worship services on Sunday at such times and places as may be determined by the Elders. Additionally, the *Church* may meet at such other dates and times as may be deemed appropriate by the Elders for the purpose of worship, edification, and proclamation.
 - 1. It shall be the purpose of this *Church* to conduct a regular schedule of meetings to the end that God is glorified through
 - a. the teaching of God's Word,
 - b. the edification of the saints, and
 - c. the evangelization of the lost world.
 - 2. Public services shall be held regularly for
 - a. corporate worship,
 - b. prayer and praise,
 - c. fellowship,
 - d. biblical instruction,
 - e. the preaching of the Bible,
 - f. observance of the ordinances of baptism and the Lord's Supper, and
 - i. The baptism ordinance shall be administered by an Elder to any candidate requesting the service on their testimony and profession of faith in Jesus Christ as their Savior and Lord. The Ordinance Ministry Deacon will make the necessary physical arrangements.
 - ii. The Lord's Supper ordinance shall be administered by an Elder and shall be observed by the church as determined by the Elders.
 - g. appropriately distinctive Christian music.
 - 3. The Senior Pastor, as the Chief Executive Officer of the *Church*, shall have the oversight of all the public services of the *Church*.
- B. It shall be the intent of this *Church* to maintain its integrity, testimony, and distinction as a Baptist church with a ministry to the people of this community.

To that intent, cooperative services with churches of other denominations shall not be made.

- C. Use of the *Church* property or facilities for events other than *Church*-sponsored activities must be approved by the Elders. No secret societies or groups who cooperate with or are members of any religious organization not in agreement with the Statement of Faith of this *Church* shall be permitted to use the *Church* property or facilities.
- D. Special meetings may be held at the discretion of the Elders.

Section 2. Business Meetings

- A. The corporate *Church* shall meet in business meeting, herein referred to as Family Meeting(s), for the purpose of conducting the business of the *Church* at the discretion of the Elders. No Family Meeting of the *Church* shall be held without the Elders' knowledge.
- B. Notice of Meeting
 - 1. Notice of the regular Family Meetings of the *Church* shall be given from the pulpit by the Pastor during the Sunday morning Worship Service for two successive Sundays prior to the scheduled meeting. In addition thereto, notice shall be published in the regular church bulletin for two successive Sundays prior to the scheduled meeting.
 - 2. Notice of special meetings (including but not limited to the election of a Senior Pastor [see Article VIII, Section 3.A. for additional requirements]) shall be given from the Pulpit by the Pastor, the Chairman or Vice-Chairman of the Elders, or by a quorum of the Elders at least seven (7) calendar days prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin on the Sunday immediately preceding the meeting. Both the verbal and written notice will provide the time, place, and subject of the meeting.
 - a. Special meetings may be called at the written request, submitted to the Elders, of five percent (5%) of the voting membership (active members in good standing). 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 member's request.
- C. Manner of Conducting Business (I Corinthians 14:40)
 - 1. The business of the *Church* shall be conducted in a Christ-like manner.
 - 2. The matters brought before the *Church* in a Family Meeting for the *Church*'s affirmation include, but are not limited to, the following:
 - a. a slate of Elders and Deacons to serve the *Church* body, if the *Church* needs to fill vacancies or to increase their numbers

- b. a slate of messengers to represent the body before local, state, and national conventions of the Southern Baptist denomination
 - c. annual general *Church* budget and a financial statement showing monies received compared to the general budget for the previous year
 - d. annual global missions budget and a financial statement showing monies received compared to the missions budget for the previous year
 - e. any proposed amendment to the Constitution and Bylaws
 - f. membership admissions and terminations
3. All matters of business must first be presented to the Elders for their consideration and recommendation prior to being discussed during a Family Meeting. If an item is rejected by the Elders, it may be re-submitted in written form with the signatures of seven, unrelated voting members in good standing and shall be placed on the agenda of the next regular Family Meeting.
4. An Elder shall act as Moderator in all meetings for the transaction of business.
 - a. If the Senior Pastor or pastor-related areas are to be discussed in the Family Meeting, the Senior Pastor shall not serve as Moderator. The Senior Pastor and his family may remain in the meeting and may participate in the proceedings.
5. Members wishing to speak must first stand and wait to be acknowledged by the Moderator before respectfully addressing the Moderator.
6. It shall be the duty of the Moderator to keep order and to state and explain propositions
 - a. The Moderator shall call to order any member who introduces any matter foreign to the subject under consideration.
 - b. The Moderator shall not allow any member to indulge in discourtesies or unkind allusions.
 - c. The Moderator, using fairness and common sense, shall provide all eligible members present with reasonable opportunity to be heard on a matter.
 - d. The Moderator shall have full authority to require non-members to leave the meeting room.
 - e. The Moderator shall have full authority to order the immediate removal of any member, or other person present, who is deemed to be disruptive to the proceedings by act or presence.
 - f. See Article VIII, Section 3.A.2. for additional information regarding the election of a Senior Pastor.
 - g. See Article VIII, Section 3.D.2. for additional information regarding the termination of a Senior Pastor.

5. This *Church* shall not practice infant baptism.

B. The Lord's Supper

1. It shall be the practice of this *Church* to observe the Lord's Supper, also known as Communion, on a regular basis for the purpose of "remembering the Lord's death till He comes."
2. After a time of personal examination, it shall be open to all members of this *Church* who are in good standing.
3. It shall be administered by an Elder who shall explain the scriptural order, meaning, and purpose of the ordinance at its observance.
4. The elements of bread or crackers and grape juice shall be used for its observance.
5. It shall be the responsibility of the Elders to determine the time for the observance.

C. Marriage Ceremonies

1. Marriage ceremonies using the *Church* facilities or grounds must be officiated (at least in part) by an Elder of this *Church*.
2. Marriage ceremonies shall unite one man and one woman in holy matrimony as authorized by the Bible.
3. The Elders shall have the right to set whatever premarital prerequisites they deem appropriate and may deny any couple from being married in this *Church*.
4. Permission for the use of the *Church* facilities or grounds for weddings must be approved by the Elders.

D. Funerals

1. Funeral services may be officiated by this *Church* as part of its ministry when called upon to render such services.
2. Funeral services held in the *Church* facilities must be officiated (at least in part) by an Elder of this *Church*.
3. No practices shall be permitted as part of funerals which are contrary to the Bible or the doctrinal position of this *Church*.

E. Child Dedications

1. Child dedications may be conducted as a part of a regular worship service wherein the parent(s) dedicate their child unto the Lord and commit themselves to bringing up that child in the nurture and admonition of the Lord.
2. The *Church* family shall be challenged to their responsibility to pray for the parent(s) and child and be involved as good role models for the child.

Article VIII
Church Organization

Section 1. General

The Biblical offices in the *Church* are Elders and Deacons. In addition, as an accommodation to legal relationships outside the *Church*, the *Church* recognizes the administrative positions of Chairman, Vice-Chairman, Secretary, Treasurer, Trustees and Clerk under the Constitution and Bylaws in accordance with § 79-11-271 of the Mississippi Nonprofit Corporation Act.

Section 2. Elders (Board of Directors) § 79-11-231

The Board of Directors shall be the Elders who consist of pastors and lay members confirmed by the *Church* body, and henceforth will be referred to herein as “the Elders.” A minimum of one-third of the active Eldership shall be composed of *Church* members not in the regular pay of the *Church*, and no Elder shall concurrently hold the office of Deacon.

A. Method of election of Elders § 79-11-225

Based on the needs of the *Church* as determined by the Elders, the Elders will select prospective Elders to interview and present to the *Church* membership to approve by a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held.

B. Qualifications for Elders § 79-11-233

Only men who satisfy the biblical qualifications for the office of Elder as set forth in 1 Timothy 3:1-7 and Titus 1:6-9 will be considered by the Elders to be interviewed and presented to the *Church* members for approval to serve and minister to the *Church* body as an Elder. All Elders must be members of this *Church* prior to assuming their responsibilities.

C. Number of Elders § 79-11-235

The Elder body 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. Based on the needs of the *Church* as determined by the Elders, the number of Elders needed to serve the *Church* body shall be recommended to the *Church* membership to approve by a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held.

D. Duties and Powers of Elders

The duties and functions of the Elders shall be to lead and teach the congregation in biblical practices and precepts. 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 Elders shall ensure that all who minister the Word to the congregation, including outside speakers, share our fundamental convictions.

1. Subject to the will of the congregation, the Elders shall oversee the ministry and resources of the *Church*. The Elders are entrusted to provide oversight of all business matters of the *Church* including, but not limited to, the following:
 - a. The Elders may establish ministry positions or form other councils, committees, or teams as needed to assist them in fulfilling their responsibilities. The Elders may also appoint members of the *Church* to those ministry positions, councils, committees, and teams at their discretion.
 - b. Review and approve *Church* policies and procedures that support the Constitution and Bylaws and may, at their discretion, bring certain policies and procedures to the *Church* body for approval.
 - c. Take appropriate emergency action to preserve and maintain property or fiscal interest.
 - d. Determine the literature to be used in the programs and ministries of the *Church*.
 - e. May, at their discretion, delegate to the *Church* staff the performance or coordination of any of the above listed or implied duties.
 - f. Every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the *Church* of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.
2. The Elders shall
 - a. encourage sound doctrine and practice; and
 - b. take particular responsibility to examine and instruct prospective *Church* members; and
 - c. conduct worship services; and
 - d. administer the ordinances of baptism and communion; and
 - e. equip the *Church* membership for the work of the ministry; and
 - f. coordinate and promote the ministries of the *Church*; and
 - g. mobilize the *Church* for world missions; and
 - h. examine and recommend all prospective candidates for offices and positions; and
 - i. oversee the work of the Deacons and appointed *Church* agents and committees; and
 - j. oversee the process of church discipline; and
 - k. admonish and correct error.

E. Termination and Removal from Office

Tenure in office of any Elder is terminated by his death, resignation, removal, or cessation of *Church* membership. Any two *Church* members with reason to believe that an Elder should be removed from office should express such concern in writing to the Elder body and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15-15 and 1 Timothy 5:17-21 as outlined in Article VI, Section 3. Any of the Elders may be removed from office by a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held.

F. Meetings

1. Place of Meetings

Notwithstanding anything to the contrary provided in these Articles, any meeting (whether regular, special, or adjourned) of the Elders may be held at any place within or without the State of Mississippi.

2. Participation in Meetings by Conference Telephone

Elders may participate in an Elders meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

3. Regular Meetings

Regular Elder meetings shall be open to all *Church* members.

4. Special Meetings

Special Elders meetings (including Executive Sessions) of the Elders will be closed to *Church* members and may be called at any time by order of the Chairman or Vice-Chairman or the Secretary of the Elders or by a quorum of the members of the Elders.

5. Notice of Special Meetings

Special Meetings of the Elders may be held upon a minimum of four-days' notice by first-class mail or a minimum of forty-eight-hour notice given personally or by telephone or other similar means of communication. Any such notice shall be addressed or delivered to each Elder or at such Elder's address as it is shown upon the records of the *Church* or as may have been given to the *Church* by the Elder for such purpose of notice. If such notice is delivered by text message or e-mail or left on a voicemail, the recipient must acknowledge receipt of the notice before the meeting can be held. A Special Meeting may be held with less than forty-eight-hour notice if it is scheduled during a Regular Meeting.

G. Quorum

1. Except as otherwise provided herein, a majority of the Elders currently serving shall constitute a quorum except when a vacancy or vacancies

prevents such majority, whereupon a majority of the Elders in office shall constitute a quorum, provided such majority shall constitute either one-third of the authorized number of Elders or at least two Elders, whichever is larger, or unless the authorized number of Elders is only one.

2. Whenever the matter to be considered concerns calling or dismissing a Senior Pastor, or buying or selling real estate, a quorum shall consist of not less than three-fourths [3/4] of all currently serving Elders.
3. Whenever the matter to be considered is of a nature to require action by Lay Elders only, a majority of the Lay Elders currently serving shall constitute a quorum.

H. Adjournment

A majority of the Elders present, whether or not a quorum is present, may adjourn any Elders' meeting to another time and place.

I. Action without Meeting

Any action required or permitted to be taken by the Elders may be taken without a meeting if all Elders shall individually or collectively consent in writing to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a vote of the Elders and shall be documented by attaching the signed resolution with the minutes of proceedings of the Elders.

J. Decisions of the Elder body

Decisions shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself. Except as the Articles of Incorporation, the Constitution and Bylaws and the Mississippi Nonprofit Corporation Act may provide, the act or decision done or made by the Elders present at a meeting duly held at which a quorum is present shall be the act of the Elders.

Section 3. Senior Pastor

By virtue of his calling and unique gifts, the Senior Pastor is a church Elder, as well as the spiritual leader (a leader among equals) of the Elder body and the *Church* body; and he will function as the Chief Executive Officer of the *Church* as a corporation and as the Chairman of Elders, henceforth referred to herein as the "Senior Pastor."

A. Election

1. The Elders shall consider the scriptural qualifications outlined in 1 Timothy 3 when deciding on a man to nominate to serve as the Senior Pastor. After due consideration, they shall recommend a man to the *Church* to be elected to membership (which shall include, if necessary, election to membership of his wife, if he is married) and called as Senior Pastor for approval or disapproval by written ballot during a special-called Family Meeting on the second Sunday

(at a minimum) after the date of their decision for the purpose of allowing the *Church* to vote on their decision. The Elders will announce the special-called Family Meeting for the purpose of presenting their recommendation to the *Church* from the pulpit (at a minimum) the first Sunday morning following their decision. See Article VII, Section 2.B.2. for additional requirements.

2. Only one name will be considered at a time. Approval by at least a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held represents the acknowledgement of God's calling of the Senior Pastor. Should the vote fail, the Moderator shall refer the recommendation back to the Elders for additional consideration and action. The meeting shall then be adjourned without debate.
 3. The Elders shall inform the candidate of the *Church's* decision as soon as possible. If favorable, a written call and agreement shall be presented to the prospective pastor, giving details of church-pastoral relationship, including salary, housing, insurance, vacations, and any other pertinent information.
 4. A written acceptance or rejection by the candidate to the Elders shall be required.
 5. After the call is issued by the *Church* body and accepted by the Senior Pastor, he will assume all the duties and responsibilities of leading both the Elders and the *Church* body as soon as possible for an indefinite period of time.
- B. Duties and Responsibilities
1. The Senior Pastor will be responsible to edify the body of Christ in the following five roles:
 - a. Preacher: to proclaim the whole Gospel
 - b. Bishop: to superintend the work of the Church
 - c. Pastor: to shepherd the flock
 - d. Minister: to serve the people for Jesus' sake
 - e. Teacher: to equip the saints for the work of ministry
 2. The Senior Pastor shall be an ex-officio member of all councils, committees, and teams; and he shall be responsible to the Elders. He shall arrange for and conduct all public and regular services of the *Church* and shall be responsible for the general oversight of the spiritual welfare of the *Church*.
 3. The Senior Pastor shall have general supervision of the salaried ministerial staff personnel with the responsibility of consulting with the Elders prior to recommending to the Resource Management Team and the *Church* the hiring of ministerial staff members for employment, the termination of employment of ministerial staff members he considers inadequate, and the addition of ministerial staff positions as deemed necessary for the spiritual growth of the *Church* body.

4. With the exception of increasing salaries or increasing positions, the Senior Pastor is solely responsible for the employment and supervision of the ministerial assistant staff personnel and any other non-salaried employees of the *Church*. Each non-salaried employee serves at the will of the Senior Pastor who may remove, replace, or realign personnel in existing positions as he deems necessary and appropriate. The Senior Pastor will consult with the Resource Management Team prior to increasing salaries or positions of non-salaried employees.
- C. Absence or Inability to Act
In the absence or incapacity of the Senior Pastor, the Elders shall assume responsibility for his duties, any of which can be delegated.
- D. Termination (Resignation or Removal)
 1. The Senior Pastor may terminate his position with the *Church* by a written notice of thirty (30) days submitted to the Elders.
 2. If the Elders decide to terminate the Senior Pastor from his position, they will hold a special-called Family Meeting on the second Sunday after the date of their decision for the purpose of allowing the *Church* to vote on their proposed decision. See Article VII, Section 2.B.2. for additional requirements. Confirmation shall be a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held. Should the vote fail, the Moderator shall refer the recommendation back to the Elders for additional consideration and action. The meeting shall then be adjourned without debate. Upon confirmation of the proposed decision by the *Church*, the Elders will present a thirty (30) day written notice of termination to the Senior Pastor.
 3. The time limit of the Senior Pastor's resignation or dismissal is subject to a lesser time if both he and the *Church*, by mutual agreement, provide otherwise.
- E. Vacancy
In the event of a vacancy in the position of Senior Pastor, the Elders shall be responsible for filling the pulpit in the interim and shall function as the Pastor Search Team. 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, the Member's Covenant, the Pastor's Covenant, and the Constitution and Bylaws.

Section 4. Deacons

In accordance with the meaning of the word “deacon” as practiced in the New Testament (1 Timothy 3:8-13), Deacons are to be servants of the *Church*. The function of the Deacons is to serve in a supportive role to the Elders enabling them to carry out their leading and teaching of the *Church*.

A. Method of Election

1. The Deacons shall be nominated by members of the *Church*. The Elders will compile and confirm the nominations and submit the names to the members of the *Church* for affirmation by a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held.
2. The Deacons shall serve for an indefinite period, but with an annual reaffirmation by the *Church* membership.
3. In the event any office of a Deacon becomes vacant during the period between annual affirmation, the Elders may fill such vacancy for the unexpired term.

B. Qualifications

The Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13. A man nominated to serve as Deacon shall have a servant heart and teachable spirit and be in agreement with the church’s philosophy of ministry as outlined in its purpose statement in Article II, Section 1. All Deacons shall be a member of this *Church* in good standing for at least twelve (12) months, prior to being nominated to serve, except by a majority vote of the *Church* members upon the recommendation of the Elders, and shall have completed such training as may be deemed appropriate by the Elders.

C. Number

The number of deacons shall be based on the needs of the *Church* and the total membership of the *Church* as determined by the Elders and recommended to the *Church* membership for action.

D. Duties and Powers

1. The role of the Deacon in the *Church* shall be that of a servant. The Deacons shall perform such tasks as are necessary to preserve purity and unity within the *Church*, and to aid the Elders in ministering to the body. It shall be the duty of the Deacons to set an example in prospective member visitation and attendance upon all regular services. Deacons shall be active in ministry.
2. Areas of service of the Deacons include (but are not limited to):
 - a. assisting the Senior Pastor in the administration of the ordinances of baptism and communion and
 - b. assisting the Elders in the shepherding of the saints by
 - i. devoting themselves to the spiritual welfare of the church members and to their active enlistment in church ministry; and

- ii. using all proper efforts to reclaim such members as may become amiss in their obligations; and
 - iii. ministering to shut-ins, widows, and others with special needs through visitation and in other ways as deemed appropriate; and
 - iv. identifying members of the *Church* who may need financial relief and using for their relief, when necessary, the offerings of the *Church* donated for such purpose; and
 - v. serving in other servant roles as needed.
- E. Termination and Removal from Office
1. Tenure in office of any Deacon is terminated by his death, resignation, removal, or cessation of *Church* membership.
 2. Any two *Church* members with reason to believe that a Deacon should be removed from office for misconduct or failure to maintain the scriptural qualifications of a Deacon should express such concern in writing to the Elders 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 as outlined in Article VI, Section 3. Any of the Deacons may be removed from office by a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held.
 - a. Any Deacon who is removed from office for misconduct or failure to maintain the scriptural qualifications of a Deacon shall have his ordination revoked and shall cease to serve or be considered a Deacon.

Section 5. Officers

All officers must be members of the *Church* prior to assuming their responsibilities.

A. Corporate Officers

1. The officers of the *Church* as a corporation shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The *Church* may also have, at the discretion of the Elders, other officers as may be appointed in accordance with the provisions of subsection 3.
2. Election
The officers of the *Church*, except such officers as may be appointed in accordance with the provisions of subsection 3, shall be chosen by, and shall serve at, the pleasure of the Elders. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be elected and qualified.
3. Subordinate Officers

The Elders may appoint, and may empower the Chairman to appoint, such other officers as the business of the *Church* may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Constitution and Bylaws or as the Elders may from time-to-time determine.

4. Removal and Resignation

- a. Any officer may be removed upon disqualification and removal as an Elder per Article VIII, Section 2.E.
- b. In accordance with the provisions of Miss. Code Ann. § 79-11-243 of the Mississippi Nonprofit Corporation Act, any officer may resign at any time without prejudice to the rights, if any, of the *Church* under any contract to which the officer is a party, by giving written notice to the Elders, or to the Chairman, or to the Secretary of the *Church*. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Constitution and Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

6. Inability to Act

In the case of absence or inability to act of any officer of the *Church* and of any person herein authorized to act in his place, the Elders may from time-to-time delegate the powers or duties of such officer to any other officer or other person whom the Elders may select.

7. Chairman

The Senior Pastor, as the Chief Executive Officer of the *Church* (reference Article VIII, Section 3), shall be the Chairman and shall, subject to the control of the Elders, have general supervision, direction, and control of the activities and officers of the *Church*. As stated in Article VIII, Section 3.B.2., he shall be an ex-officio member of all councils, committees, and teams, if any, and shall have powers and duties as may be prescribed by the Elders or the Constitution and Bylaws.

8. Vice-Chairman

In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice-

Chairman shall have such other powers and perform such other duties as from time-to-time may be prescribed for him by the Elders or the Constitution and Bylaws.

9. Secretary

- a. The Secretary shall be responsible for all official correspondence requiring an official signature, and shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Elders may order, of all meetings of the members, the Elders and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Elders' and committees' meetings, and the proceedings thereof.
- b. The Secretary shall keep, or cause to be kept, at the principal office in the State of Mississippi, the original and a copy of the *Church's* Articles of Incorporation and the Constitution and Bylaws, as amended to date.
- c. The Secretary shall keep, or cause to be kept, at the principal office:
 - i. a *Church* membership register, or a duplicated membership register, showing the names of the members and their addresses; and
 - ii. a record of the reception and dismissal of members; and
 - iii. a record of baptisms, deaths, and ordinations; and
 - iv. a record of issue letters to other churches of like faith and order; and
 - v. other dates and action concerning members, as well as important events in the history of the church.
- d. Annually, the Secretary shall certify to the bank(s) the names of the officers authorized to have access to safety deposit boxes and to sign checks for the *Church*. A copy of the minutes will be required along with this notification.
- e. The Secretary shall give, or cause to be given, notice of all meetings of the Elders and any committees thereof required to be given by the Constitution and Bylaws or by law.
- f. The Secretary shall have such other powers and perform such other duties as prescribed by the Elders.
- g. Upon retirement or removal from office, the Secretary shall deliver to his successor or the Senior Pastor, all records, files, and/or other papers belonging to the *Church*, and shall present the same with all contents complete to the time of surrender.

10. Treasurer

- a. The Treasurer shall ensure the stewardship of the physical and financial resources of the *Church*, "taking precaution that no one should discredit us in our administration...for we have regard for what is honorable, not only

in the sight of the Lord, but also in the sight of men” (2 Corinthians 8:20-21). He shall select *Church* members “of good reputation, full of the Spirit and of wisdom” (Acts 6:3) to implement and accomplish this responsibility.

- b. The Treasurer shall ensure that all financial activities and transactions of the *Church* are consistent with the Constitution and Bylaws as well as the Mississippi Nonprofit Corporation Act.
- c. The Treasurer shall ensure 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*.
- d. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the *Church*. The books of account shall at all reasonable times be open to inspection by any Elder as provided for in Article VIII, Section 2.D.1.f.
- e. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the *Church* with such depositories as may be designated by the Elders.
- f. The Treasurer shall disburse, or cause to be disbursed, the funds of the *Church* as may be ordered by the Elders.
- g. The Treasurer shall render, or cause to be rendered, to the Chairman and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the *Church*.
- h. The Treasurer shall make, or cause to be made, the financial reports at each regular Elders meeting and at the Family Meetings of the members.
- i. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Elders.
- j. Upon retirement, or removal from office, the Treasurer shall deliver to his successor, or the Senior Pastor, all records, files and/or other papers belonging to the *Church*, and shall present the same with all contents complete to the time of surrender.

B. Trustees

1. The Trustees shall be elected from among the Elders, but no Trustee shall concurrently hold the office of Chairman, Vice-Chairman, Secretary, or Treasurer.
2. With prior approval of the Elders, the Trustees will carry out the following duties:
 - a. be the legal representatives of the *Church*. As such, they are given authority to execute deeds, debentures, mortgages, liens, and other legal

- documents as appropriate, and to represent the *Church* in any litigation brought by or against the *Church*; and
- b. receive and disburse monies in accordance with the terms of wills, bequests, ad special instruments wherein the *Church* is named beneficiary; and
 - c. sell any real or personal property obtained through wills, bequests, and special instruments wherein the *Church* is named beneficiary; and
 - d. purchase, hold, lease, or otherwise acquire real and/or personal property on behalf of the *Church*; and
 - e. shall have authority to execute financial loans when approved by vote of the church as required by Article X, Section 2.E. to ensure that the purpose of the *Church* is carried out; and
 - f. shall have no authority to lease, buy, sell, give away or dispose of *Church* property in any manner to exceed the value of \$1,000.00; nor to mortgage or encumber the same with debt to exceed \$1,000.00, except as the *Church* shall order the same by corporate act; and
 - g. shall exercise all powers necessary for the dissolution of the *Church* corporation if such action is mandated by a vote of the church membership; and
 - h. may, at their discretion, delegate to the church staff the performance or coordination of any of the above listed or implied duties.

C. Clerk

The Administrative Assistant shall be employed by the *Church* and shall serve as the *Church* Clerk to assist the Secretary in fulfilling his assigned duties and responsibilities as stated in Article VIII, Section 5.A.9.

D. Financial Bookkeeper

1. The Financial Bookkeeper shall be employed by the *Church* and shall receive and disburse funds upon the authority of the Treasurer, or upon special order of the *Church* body.
2. It shall be the duty of the Financial Bookkeeper, together with a minimum of one other person so appointed, to count and record in a permanent record all the monies received in offerings for the *Church*. This shall be done following each service or day of services of the *Church*.
3. The Financial Bookkeeper shall be responsible to convey in a timely manner all funds received to the Treasurer for verification and deposit in the bank, including monies received from outside sources, and shall provide the Treasurer with a record of all monies received, specifying the distribution into various funds as designated. A copy shall be provided to the Senior Pastor each week.

4. The Financial Bookkeeper shall maintain a permanent weekly record of individual giving, and shall guard said records confidentially as a sacred trust. The Financial Bookkeeper shall issue an official receipt to each contributor quarterly and at the end of the fiscal year.
5. The Financial Bookkeeper shall assist the Treasurer in fulfilling his assigned duties and responsibilities as stated in subsection 5.A.10.
6. Before entering upon the performance of his or her duties as Financial Bookkeeper, he or she shall execute and deliver to the *Church* an indemnity bond in favor of the *Church*, executed by a good and sufficient corporate surety, in the amount of not less than \$50,000.00, and such further sums as may hereafter from time-to-time be determined by the *Church*. Such bond shall protect the *Church* from all financial loss by reason of his or her acting as Financial Bookkeeper or other financial relations. The bond premium shall be paid by the *Church*.

Section 6. Associate Pastors

The *Church* may call additional Pastors whose relationship to the Senior Pastor is that of associate. The Associate Pastor(s) 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 the Constitution and Bylaws, or which may be specifically assigned to him by the *Church*. In the absence or incapacity of the Senior Pastor for defined periods of time (e.g., sabbatical or illness), the Associate Pastor(s) shall assume the responsibility of the Senior Pastor to arrange for and conduct all public and regular services of the *Church* under the oversight of the Elders.

Article IX

Teams and Ministries

Section 1. Teams

A. General

1. To promote efficient handling of Board matters, the Elders may appoint various Teams from within their membership, the *Church* staff, and from the *Church* at large.
 - a. It shall be at the discretion of the Elders to create and dissolve Teams as they deem necessary.
 - b. The Elders are responsible for the staffing of the Teams and ensuring that all Teams are properly functioning.

- c. The Teams shall perform tasks solely in accordance with the duties and with the powers specifically delegated by the Elders.
- d. All Teams shall exist for the period of time as specified by the Elders.
- 2. The general functions of the Teams are:
 - a. to bring considered recommendations to the Elders concerning ministries and
 - b. to provide a wider base of counsel to the Elders having the oversight of specific ministries.
- 3. Team Members
 - a. All Team members shall be active *Church* members in good standing.
 - b. All Teams shall be composed of three or more members, one member being nominated as Chairman of the Team.
 - c. No person shall concurrently be a member of more than two Teams (Standing or Special).

B. Standing Teams

There shall be Standing Teams of the *Church* consisting of and having responsibilities as follows:

- 1. Resource Management Team
 - a. Consists of not less than five (5) nor more than fifteen (15) members of the *Church*
 - b. Responsible for providing management oversight of fiscal and human resources including, but not limited to, budget proposal and review, salary adjustments, and personnel policies.
- 2. Missions Team
 - a. Consists of not less than five (5) nor more than fifteen (15) members of the *Church*
 - b. Responsible for ensuring that all activities and ministries of the *Church* ultimately fulfill our purpose of glorifying God by making disciples to impact the world with the Word of God.
 - c. Shall make recommendations as to missionary projects, missionaries seeking support, and other mission related areas. Suggestions from the *Church* membership shall be taken under consideration.
 - d. Shall make contacts with missionaries supported by this *Church* and encourage the *Church* to pray for, communicate with, and be involved with the ministries of the missionaries.
 - e. Shall annually review all missionary support in concurrence with the preparation of the annual church budget. Consideration shall be given to the rising cost of living and other factors that impact support levels.

- f. Support for a missionary may be discontinued upon recommendation from the Missions Team and by a majority vote of the *Church* members in good standing who are present at any Family Meeting when the recommendation is made.
 - 3. Other Standing Teams of the *Church* may be established at the discretion of the Elders as they deem necessary.
- C. Special Teams
- 1. The Elders may establish any number of Special Teams as necessary for the orderly and effective oversight of specific ministries or interests of the *Church*.
 - a. The Pastor Search Team will be established as stated in Article VIII, Section 3.E. on an as-needed basis.
 - 2. Unless prescribed by the Constitution and Bylaws, the appointment shall specify the duties and function of the Special Team and the term of the appointment.
 - 3. Special Teams shall consist of not less than three (3) nor more than fifteen (15) members.

Section 2. Ministries

- A. The ministries of the *Church* are to be consistent with the New Hampshire Confession of Faith (1833), the Baptist Faith and Message (2000 edition), and the Constitution and Bylaws.
- B. In order for a ministry to be considered as a ministry of the *Church*, it must be under the supervision of the Elders, the scriptural authority of the *Church*, so as to ensure appropriate accountability, integrity, and management of such ministries.
- C. All ministries of the *Church* will be initiated, supported, and evaluated in light of these biblical priorities:
 - 1. Worship – honoring and celebrating Christ in our lives through godly living as individuals and through regular worship and study of God’s Word together as a church family. (Psalm 95:6-7; Matthew 22:37-38; John 4:24; Acts 2:46-47; Ephesians 5:19-20; Hebrews 10:25)
 - 2. Outreach – sharing the Good News of Jesus Christ with as many people as possible in our community and throughout the world, with a heart of compassion to meet their needs. (Matthew 28:18-20; Acts 1:8; Acts 2:47; 2 Peter 3:9)
 - 3. Relationships – fellowshiping, encouraging, supporting, praying, caring for, and in other ways, edifying one another in personal family life and in the family of God. (Matthew 23:39; John 13:34-35; Acts 2:42, 46; Romans 15:5-7; Hebrews 10:24-25; 1 John 1:7)

4. Growth – developing in maturity, love, discipline and integrity as individual believers, through a lifestyle of Bible study, prayer, giving and spiritual accountability that leads to greater outreach, richer worship, deeper relationships, increased service and discipling others. (Matthew 28:19-20; Acts 2:42; Ephesians 4:11-13; 2 Timothy 2:2; 2 Peter 3:18)
5. Service – ministering unselfishly to others, both in the *Church* family and outside of it, through discovering and using the gifts and abilities God has given us to meet their spiritual, physical and emotional needs. (Matthew 25:34-40; Galatians 5:13; 1 Thessalonians 5:11; 1 Peter 4:10-11)

Article X

Fiscal

Section 1. Fiscal Year

The fiscal year of the *Church* shall commence on the first day of January of each year and end on
the last day of the following December of the same calendar year.

Section 2. Budget

- A. We adopt the Biblical plan of tithes and offerings to fulfill our purpose and to support our ministries.
- B. It is the policy of the *Church* to operate under a budget system and to control financial obligations and disbursements for current operations and facility maintenance to the total receipts and the unencumbered general fund surplus available in any fiscal year.
 1. The Resource Management Team, in cooperation with the Treasurer, shall prepare and present to the *Church* for review a sound budget for the coming fiscal year during the regular Family Meeting held in the third quarter of the current fiscal year.
 2. At least two budget hearings (which shall be announced during the regular Family Meeting held in the third quarter of the current fiscal year when the budget is presented to the *Church* for review and posted in the church bulletin for the benefit of those members who were not able to attend the Family Meeting) shall be held for members to discuss particular line items with the Elders and the Resource Management Team.
 3. After review, the *Church* shall vote on the proposed budget without discussion during the regular Family Meeting held in the fourth quarter of the current fiscal year. Questions concerning the proposed budget shall not be received from the floor during Family Meetings or worship services.

- C. The salaries of the Pastors and staff personnel shall be paid from the General Fund and shall be reviewed at least once a year by the Resource Management Team with consideration being given to the rising cost of living.
- D. All expenses for special meetings and speakers shall be paid from the General Fund with speakers being reimbursed for their travel expenses. They shall receive honorariums as determined by the Elders.
- E. Additional monies may be borrowed when approved by vote of the *Church*.

Section 3. Designated Accounts Policy

A. Purpose

To provide procedures for the establishment, activity, and closure of a designated account.

B. Establishment

1. A designated account will be established upon a written request to the Treasurer to be approved by the Resource Management Team, and, if appropriate, the approval of the *Church*.
2. The purpose of the account must be specific and consistent with the *Church's* tax-exempt purpose. It must comply with all IRS rules and regulations.
3. A minimum opening deposit of \$100.00 is required.

C. Activity

1. The Resource Management Team will be responsible for reviewing distributions to ensure compliance with the account's purpose.
2. Upon fulfillment of the purpose of the account, the account will be closed, and any unused funds will be transferred to the general budget account or another account specified when the designated account was established.
3. When the account balance is less than \$100.00, it will be closed unless it has a periodically recurring purpose.
4. If the account is inactive for six months and with no immediate plans for its use, the Resource Management Team will notify the establishing party that the account will be closed and any unused funds will be transferred to the general budget account or another account specified when the designated account was established.
5. All designated accounts existing at the time of the adoption of this revision of the Constitution and Bylaws will be reviewed by the Resource Management Team for compliance with this policy.

Section 4. Funds

- A. The *Church* shall receive, hold, manage, and disburse all monies or other properties transferred to it from any source for the purpose for which the *Church*

was formed as stated in Article II, Section 1; however, nothing contained herein shall require the Elders to accept or receive any money or property of any kind if they shall determine in their discretion that receipt of such money or property is contrary to or does not aid in fulfilling the expressed purpose of the *Church* as stated in Article II, Section 1.

B. Funds of the *Church* shall be:

1. deposited in the name of the *Church* in a bank or banks or similar financial institution designated by the Elders; and
2. separated into such accounts as the Elders may direct; and
3. expended without further authority from the Elders to carry out a previously approved annual appropriation; and
4. invested and reinvested in accordance with the purpose of the *Church* as the Elders may direct; and
5. used to promote the purpose of the *Church* as stated in Article II, Section 1.

Section 5. Expenditures

Bills, claims and expenditures of the *Church* shall be:

- certified by the Chairman; or
- the Treasurer of the *Church*; and
- paid by check or warrant drawn on the funds of the *Church* and executed by any of the following:
 - o Chairman; or
 - o Treasurer; or
 - o such other officer or agent of the *Church* as authorized by standing or special resolution of the Elders.

No person shall be permitted to sign checks written to themselves or their family member.

Section 6. Records

- A. A *Church* member, upon five-business days prior written request made to the Elders, may inspect or copy the prepared financial statements of the *Church*, the minutes of the proceedings of any regular or special-called Family Meeting, and the minutes of the proceedings of any regular Elder meeting.
- B. A *Church* member shall not however, under any circumstances, inspect or copy any record relating to an individual's financial contributions to the *Church* other than their own. Records of individual contributions by all members shall be made available only to the Treasurer and the Financial Bookkeeper.

Section 7. Property

- A. This *Church* shall have the right to own, buy and sell tangible properties, both real and personal, in its own name and through properly elected officials, when authorized by majority vote of the *Church* members.
- B. No part of the assets, holdings, net earnings or other transactions of this *Church* shall insure to the benefit of or be distributable to its members, Trustees, officers, Elders, or other private persons, except that this *Church* shall be authorized and empowered to pay reasonable compensation for the services rendered.

Section 8. Endorsement of Documents and Contracts

- A. The Elders, except as otherwise provided in the Constitution and Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the *Church*. Such authority may be general or confined to specific instances. Unless so authorized by the Elders, no officer, agent or employee shall have any power or authority to bind the *Church* by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.
- B. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this *Church* and any other person, when signed jointly by the Chairman or Vice-Chairman, and the Secretary and the Treasurer of this *Church* shall be valid and binding on this *Church* in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 9. Representation of Shares of Other Corporations

The Chairman, or any other officer(s) authorized by the Elders, are each authorized to vote, represent, and exercise on behalf of the *Church* all rights incident to any and all shares of any other Corporation(s) standing in the name of the *Church*. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said officer.

Article XI

Ordination, Licensing, and Commissioning

Section 1. Ordination

Ordination refers to the unanimous recognition by the Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so

long as the man continues to manifest the qualifications of the office.

Section 2. Licensing

The license is issued by the Elders and is given in recognition of a man's service in a ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the church. Licenses will be evaluated each year to be issued or renewed at the discretion of the Elders. Licenses are issued only to members of the *Church*.

Section 3. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person is commissioned by the Elders to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.

Article XII **Indemnification**

Section 1. Indemnity Clause

Members of this *Church* agree not to pursue civil litigation against this *Church*, its members, its Elders, its Pastor(s), its Deacons its officers, or its paid staff. This provision will not prevent a member from pursuing a claim for personal injury against an insurance company.

Section 2. Insurance

The *Church* may purchase and maintain insurance on behalf of any person who is or was a Elder, Pastor, Deacon, officer, employee, or agent of the *Church* against any liability asserted against said person and incurred by said person in that capacity, or arising out of said person's status in that capacity, whether or not the *Church* would have the power to indemnify said person against liability under the provisions of this Article.

Section 3. Mandatory Indemnification

The *Church* shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, claim, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the *Church*) by reason of the fact that the person is or was a Elder, Pastor, Deacon, officer, employee, or agent of the *Church*, against liability and expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by said person in connection with defending against the

action, claim, suit, or proceeding if the Elders determine that the person had no reasonable cause to believe his or her conduct was unlawful and the person acted:

- in good faith; and
- with the care an ordinarily prudent person in a similar position would exercise under similar circumstances; and
- in a manner the person reasonably believed to be in or not opposed to the best interest of the *Church*.

Section 4. Permissive Indemnification

At the discretion of the Elders, the *Church* may also 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 5. Procedure

- A. The determination shall be made by a majority vote of a quorum of the Elders who were not and are not parties to or threatened with the action, claim, suit, or proceeding.
- B. If the required quorum is not obtainable or if a majority vote of a quorum of disinterested Elders so directs, the determination shall be made by
 1. an independent legal counsel in a written opinion, or
 2. a majority vote of the members of the *Church*.

Section 6. Timing of Indemnification

Expenses of each person seeking indemnification under this Article may be paid by the *Church*

- as they are incurred, or
- in advance of the final disposition of the action, claim, suit, or proceeding; or
- as authorized by the Elders in the specific case; or
- on receipt of an undertaking by or on behalf of the Elder, Pastor, Deacon, officer, employee, or agent to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the *Church*.

Article XIII

Settlement of Disputes

Section 1. Submission to Arbitration

- A. Believing that lawsuits between believers are prohibited by Scripture and that the Bible commands Christians to make every effort to live at peace and resolve disputes with each other in private or within the church (Matthew 18:15-20; 1

Corinthians 6:1-8), all members of this *Church* agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bringing any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

- B. Consistent with the biblical call to peacemaking, the Elders shall encourage the use of biblically-based principles of peacemaking to resolve disputes between *Church* members and those outside the *Church*, whether Christian or pagan and whether individuals or corporate entities.

Section 2. Notice of Arbitration

- A. In the event of any dispute, claim, question, or disagreement among the members of the *Church* arising out of or pertaining to, but not limited to, any matter of spiritual teaching or practices, the Constitution and Bylaws, *Church* finances, title to property purchased with *Church* funds, or any other *Church* matter, the parties shall make every concerted effort to settle such disputes, claims, questions, or disagreement as befits Christians and in accord with Proverbs 25:8-10, Matthew 5:23-24, and Matthew 18:15-17.
- B. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution.
- C. If they do not reach a just and equitable solution among themselves within a period of sixty (60) calendar days, then upon notice by either party to the other their disputes, claims, questions, or differences shall be presented to the Elders (or a duly constituted subcommittee thereof) to be resolved by mediation and/or arbitration. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1-3).

Section 3. Limitation on Arbitration Decisions

- A. Should any dispute involve matters of church discipline, the arbitrators shall be limited to determining whether the procedures for church discipline as outlined under Article VI of the Constitution and Bylaws were followed.
- B. Should any dispute involve the removal from office of the Senior Pastor, the arbitrators shall be limited to determining whether the procedures set forth in Article VIII, Section 3.D.2. of the Constitution and Bylaws were followed.
- C. Should any dispute involve the removal from office of an Elder, the arbitrators shall be limited to determining whether the procedures set forth in Article VIII, Section 2.E. of the Constitution and Bylaws were followed.

- D. Should any dispute involve the removal from office of a Deacon, the arbitrators shall be limited to determining whether the procedures set forth in Article VIII, Section 4.E.2. of the Constitution and Bylaws were followed.
- E. Non-Arbitral Disputes
 - 1. Matters of criminal nature
 - 2. Disputes relating to matrimonial relations
 - 3. Testamentary matters relating to the validity of a will
 - 4. Relating to trusts for public purposes of charitable or religious nature
 - 5. Insolvency matters
 - 6. Matters relating to the guardianship of a minor or lunatic
 - 7. Any execution proceedings

Section 4. Arbitration Procedures

- A. The procedures for arbitration shall be as adopted by the Elders of the *Church*
- B. Duties of Arbitrator(s)
 - 1. To administer oath to the parties and witness appearing
 - 2. To act judicially and impartially
 - 3. To put necessary interrogatories to any party to the dispute
 - 4. To determine by and to whom the costs of reference and the award shall be paid
 - 5. To award interest
 - 6. To fix amount, mode and time of payment

Article XIV

Voting

Section 1. General

- A. Except as otherwise provided herein, the method of voting shall be determined by the:
 - 1. Moderator at all Family Meetings; or
 - 2. Chairman of the Team at all Team meetings.
- B. Voting by proxy is not permitted except as specifically authorized herein.

Section 2. Family Meetings

At all Family Meetings (whether regular or special-called)

- A. The voting body shall consist of all active *Church* members who are in good standing and present.
- B. Each member of the voting body shall, when actually present, be entitled to one (1) vote on each matter acted upon by the *Church*.

Article XV
Construction and Definitions

Section 1. Construction

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Mississippi Nonprofit Corporation Act shall govern the construction of the Constitution and Bylaws.

Section 2. Definitions

- A. Interpretation of the meaning and intent of the Constitution and Bylaws shall be the privilege of the Elders. Any member dissatisfied with such interpretation shall have the right to submit a written appeal with the signatures of seven, unrelated voting members in good standing to be placed on the agenda of the next regular Family Meeting for consideration by the *Church* members. The decision reached during the Family Meeting shall be binding and final.
- B. For the purposes herein:
1. "Arbitration" is a judicial process in which a dispute is submitted to an impartial outsider who makes a decision which is binding on both the parties.
 2. "Discipline" may be either formative or corrective.
 3. "Fellowship" includes members of this *Church* and all other professing Christians who regularly attend this *Church*.
 4. "Indemnification" means compensation for harm or loss.
 5. "Majority vote" means and includes one (1) vote in excess of one-half of the total votes cast.
 6. "May" is used in a permissive sense.
 7. "May not" is used in a prohibitive sense.
 8. "Shall" is used in an imperative sense.
 9. "Three-fourths vote" means and includes three-fourths, 3/4, 75%, 0.75 of the total votes cast.

Article XVI
Adoption and Amendments

Section 1. Adoption

The revised Constitution and Bylaws were adopted by the Elders on September 15, 2019 and affirmed by the *Church* on October 6, 2019. The adoption of this document of governing articles shall affect a repeal of all previously adopted rules in conflict herewith.

Section 2. Amendments

The procedure for amending the Constitution and Bylaws shall be:

- A. Any member in good standing may present a proposed, written amendment to the Elders.
- B. The Elders shall determine which proposed amendments to present to the *Church*.
- C. A written statement of proposed amendments that meet the approval of the Elders shall be made available to the membership at least ten days prior to the date of the Family Meeting for voting on the amendment.
- D. Amendments must be affirmed by a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held.

Section 3. Records

A copy of the Constitution and Bylaws, along with amendments to or revisions thereof, shall at all times be kept by the *Church* Clerk. Up-to-date copies shall also be maintained in the *Church* offices and made available to any *Church* member upon request.

Article XVII **Dissolution**

Upon dissolution of this *Church*, the Trustees shall, after paying or making provision for payment of all the liabilities of this *Church*, dispose of all of the assets of this *Church* to Southern Baptist organizations which are in agreement with the Statement of Faith of this *Church* and are operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and the laws of this State, as the Trustees shall determine. No monies shall accrue to any member of this *Church*, their relatives, friends or associates except for services contracted.

Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this *Church* is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

End Notes

Note: The following Endnotes are part of the Constitution and Bylaws and shall have full force and effect.

1. This Constitution and Bylaws shall become effective immediately upon adoption by the members of the *Church* and shall supersede and replace the existing Constitution and Bylaws of Trinity Baptist Church, Inc of Southaven, MS.
2. Following the adoption of the Constitution and Bylaws, the Secretary is authorized to make, or cause to be made, any and all necessary clerical corrections and typographical corrections to the Constitution and Bylaws.
3. The provisions of the Constitution and Bylaws shall prevail and control over any conflicting resolutions or actions taken by any other ecclesiastical body and over any conflicting resolutions or actions taken by any Elder, Pastor, Deacon, officer, employee, or agent of the *Church* and/or any committee, counsel, subcommittee, or team, which are not in conformity with the Constitution and Bylaws.
4. In the event that any provision of the Mississippi Nonprofit Corporation Act, or other law, is inconsistent with a religious doctrine of the *Church*, the religious doctrine of the *Church* shall control to the fullest extent permitted by applicable law.
5. In order to maintain the continuity of the Deacon ministry, the *Church* Clerk shall provide to the Elders a listing of all current, active church members in good standing who were ordained to serve as deacons of the *Church* at our previous location of 7200 Swinnea Road, Southaven, MS. The Elders shall review the list of Deacons provided by the *Church* Clerk and remove from consideration any person who is currently serving as an Elder. The Elders shall contact the remaining Deacons on the list prior to the regular Family Meeting held in the first quarter of 2020 to confirm whether or not each Deacon is willing to continue to serve as a Deacon of the *Church*. The Moderator of the regular Family Meeting held in the first quarter of 2020 shall present the names of the Deacons who are willing to continue to serve the *Church* to the *Church* members for reaffirmation by a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the Family Meeting when the vote is held. Following the reaffirmation vote, the Moderator shall announce to the *Church* members that during the next four weeks the Elders will be accepting nominations of members to serve as Deacons. The Elders will interview the nominated members and present those approved by the Elders to the *Church*

members for a three-fourths [3/4] majority vote of the active *Church* members in good standing who are present at the regular Family Meeting of the second quarter of 2020.

6. In order to ensure a smooth transition of *Church* business, the persons serving as Trustees on October 13, 2019 shall be relieved of their duties and responsibilities effective January 1, 2020. The Elders shall have appointed Trustees in accordance with Article VIII, Section 5.B.1. prior to December 31, 2019. The Moderator of the regular Family Meeting held in the first quarter of 2020 shall inform the *Church* members who the newly appointed Trustees are. The *Church* Clerk shall record this announcement in the minutes of the Family Meeting.
7. In order to ensure a smooth transition of *Church* business, any person(s) serving as a Corporate Officer of the *Church* on October 13, 2019 shall be relieved of their duties and responsibilities effective January 1, 2020. The Moderator of the regular Family Meeting held in the first quarter of 2020 shall announce to the *Church* members the names of the Elders who were appointed to serve as the Chairman, Vice-Chairman, Secretary, and Treasurer of the *Church*. The *Church* Clerk shall record this announcement in the minutes of the Family Meeting.
8. In order to ensure a smooth transition of *Church* business, the persons serving as members of the Personnel Committee and the Finance Committee on October 13, 2019 shall be relieved of their duties and responsibilities effective January 1, 2020. The Elders shall have established the Resource Management Team and appointed the members to serve on the Team in accordance with Article IX, Section 1. prior to December 31, 2019. The Moderator of the regular Family Meeting held in the first quarter of 2020 shall inform the *Church* members who the newly appointed Resource Management Team members are. The *Church* Clerk shall record this announcement in the minutes of the Family Meeting. Prior to the fiscal year 2021 budget approval process as stated in Article X, Section 2.B. and subject to the Elders' discretion, expenditures may continue at the prior year's level.
9. In order to ensure a smooth transition of *Church* business, the persons serving as members of the Missions Team on October 13, 2019 shall be relieved of their duties and responsibilities effective January 1, 2020. The Elders shall have appointed members to serve on the Missions Team in accordance with Article IX, Section 1. prior to December 31, 2019. The Moderator of the regular Family Meeting held in the first quarter of 2020 shall inform the *Church* members who the newly appointed

Missions Team members are. The *Church* Clerk shall record this announcement in the minutes of the Family Meeting.

10. Any Special Teams and appointed members that the Elders establish shall be announced to the *Church* members by the Moderator at the first regular Family Meeting following the establishment of the Special Team(s). The *Church* Clerk shall record this announcement in the minutes of the Family Meeting.

11. All amendments to the Articles of Incorporation of Trinity Baptist Church, Inc of Southaven, MS necessary to conform the current Articles of Incorporation of Trinity Baptist Church, Inc of Southaven, MS to the Constitution and Bylaws are hereby approved and the Secretary is authorized to prepare, execute, and file (or cause to be prepared, executed, and filed) any and all necessary documents and Articles of Amendment to the Articles of Incorporation of Trinity Baptist Church, Inc of Southaven, MS with the Mississippi Secretary of State Office in accordance with the Mississippi Nonprofit Corporation Act.

CERTIFICATE

We, the undersigned, being the Secretary of the Trinity Baptist Church, Inc of Southaven, MS and the Moderator who presented the revised Constitution and Bylaws to the *Church* members for their approval, do hereby certify that the above Constitution and Bylaws were adopted as the Constitution and Bylaws hereof on the 15th day of September, 2019, by the Board of Elders of said Corporation in a regularly called meeting on the same date, to wit, the 15th day of September, 2019. We do further certify that the above Constitution and Bylaws were adopted as the Constitution and Bylaws hereof on the 13th day of October, 2019, by the members of the *Church* in a regularly called Family Meeting on the same date, to wit, the 13th day of October, 2019. Said Constitution and Bylaws are, as of the date of the certification, the duly adopted and existing Constitution and Bylaws of this Corporation.

In witness whereof, we have hereunto set our hand this 13th day of October, 2019.

Printed First MI Last Name, Secretary

Printed First MI Last Name, Moderator

Signature, Secretary

Signature, Moderator