

BY-LAWS IN GOVERNANCE OF EMMANUEL BAPTIST CHURCH  
OCEAN SPRINGS, MISSISSIPPI

These Amended and Restated Bylaws govern the affairs of Emmanuel Baptist Church of Ocean Springs, a Mississippi religious nonprofit corporation (the "Church"). The Church is organized under the Mississippi Annotated Code, Secretary of State as amended (#210715). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

**1. NAMING CONVENTION**

The name of this religious nonprofit corporation is Emmanuel Baptist Church of Ocean Springs. The principal office of the Church in the State of Mississippi shall be located in Ocean Springs, Jackson County, Mississippi. Unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates, the Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Mississippi.

**2. AUTONOMY**

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like faith. This Church voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions.

**3. PURPOSES**

The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes. Notwithstanding the foregoing, the Church purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

- A. To promote the Christian faith by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or charitable institution, without limitation.
- B. To engage in Christian worship and to promote the spiritual development and well-being of individuals.
- C. To maintain the public worship of God and the observance of the Church's ordinances.
- D. The study of Christian doctrines and principles and the practice of the Christian life as revealed and taught in the Bible.
- E. The salvation of the lost at home and abroad.
- F. The promotion and advancement of God's kingdom in all the earth, through missions at home and abroad and in other work to accomplish this purpose.

G. To license, ordain, employ and discharge ministers of the Gospel, and others, to conduct and carry-on divine services at the place of worship of the Church, and elsewhere.

H. To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose.

I. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates.

J. This Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate any section of Mississippi Code which assumes charitable organization status for a house of worship and non-profit status within the context of the law.

#### **4. POWERS AND RESTRICTIONS**

Except as otherwise provided in these Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes as set out above are limited and restricted in the following manner:

A. The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in these Bylaws.

B. The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

#### **5. MEMBERSHIP**

This is a sovereign and democratic Baptist church under the leadership of Jesus Christ. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this Church.

The membership shall have the right to determine who shall be members of this Church and the conditions of such membership. The membership shall have the right to delegate

this responsibility to the Pastors, the Active Deacons (Deacons), the Committees of the Church, (Church Council,) or other Church members. Such delegation shall be by a minimum of a two thirds (2/3) vote of the Church in a called business meeting.

### **5.1 Full Voting Members**

Full Voting Members in this Church shall consist of all persons who have met the qualifications of membership as set forth in the Constitution and are listed on the membership roll (hereafter referred to as "Full Members"). Full members shall have all the rights, privileges, and responsibilities of a member of the Church.

### **5.2 Rights and Responsibilities of Members.**

- A. Every Full Voting Member of the Church, of the age of 16 or above, is entitled to vote at all elections and on all questions submitted to the Church in a business meeting, provided the member is present.
- B. Every Full Voting Member of the Church, of the age of 18 or above, is eligible for consideration as a candidate for committee membership and elective positions in the Church, except for the office of Deacon.
- C. Rights of membership in the Church do not confer ownership of any of the Church's assets.

## **6. CHURCH LEADERS and OFFICERS:**

The Church's activities will be led by its leaders of which a specific subset of these leaders will be designated as the Church Officers.

### **6.1 Church Leaders**

Scripturally, the Pastors and Deacons are the leaders of the church.

However, the church may elect other organizational leaders, such as Committee Members and Church Council, as needed to carry out the work of the church.

Leaders, both elected and ordained, have an expectation to be faithful and loyal supporters of the total church program. Leaders are asked to model faithful and regular participation in weekly meetings of the church.

- A. Removal of Leaders. Leaders, other than the Lead Pastor, may be removed, with or without cause, by a majority vote of the members at a duly called meeting.
- B. Resignation of Leaders. Any Leader may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time agreed to by the Leader and Personnel Committee, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- C. Vacancies. A vacancy in any Leadership position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

## 6.2 Lead Pastor

### A. Duties of Lead Pastor.

1. The Lead Pastor reports directly to the Church. He is responsible for establishing the vision and general direction of the Church as delineated in the body of the Constitution. He oversees the teaching of the Word of God and is charged to preserve the Articles of Faith of the Church.
2. He oversees the general ministry of the Church, protects the overall welfare of the Church, and is responsible for leading the Church.
3. The Lead Pastor oversees the work of the Professional Staff (to be understood as any ordained position other than Deacon). He is to work in coordination with and seek the counsel of the Deacons and Committees in a manner consistent with the purpose of the Church.

### B. Removal of Lead Pastor

1. If it shall become necessary to discharge a pastor, the recommendation must come to the church in a proper business meeting from the deacon body.
2. Subject to the terms under any contract of employment with the Church, the Lead Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of the membership of the Church present in person at a special meeting for this purpose.
3. A majority vote of two-thirds (2/3) of the members present and voting is required for the recommendation to be approved.
4. Voting may be by secret ballot.
5. Appropriate severance pay will be determined on a person-to-person, case-by-case basis. The budget / finance ministry team (committee) will make such a recommendation to the deacons, who will then present said recommendation to the church body.

### C. The Lead Pastor shall only be removed from office, for one or more of the following reasons:

1. Falling into sinful and worldly practices without repentance,
2. Engaging in conduct that could hinder the purpose of the Church,
3. Teaching doctrines inconsistent with The Holy Bible,
4. Gross neglect of duties,
5. Resignation
6. If the Lead Pastor retires, an alternative process may be followed, if agreed to by both the retiring Lead Pastor and the Personnel Committee. The Pastoral Search Committee will follow the same process as for 9.1 with the following exceptions:
  - a. The Lead Pastor continues in his ministry while the Special Pastoral Search Committee meets.
  - b. The Lead Pastor may make recommendations to the Committee on

prospective candidates in the same way as any other Church Member.

7. Death or disability.

8. When the need arises, a pastor search committee shall be elected, as soon as reasonable following knowledge of the need, by the church to seek out a suitable pastor whose qualities and qualifications are delineated in the body of the Constitution. Such process is delineated under the function of the Pastor Search Committee.

### **6.3 Active Deacons**

A. Active Deacons (Deacons) report directly to the Church.

B. They are to assist the Lead Pastor in meeting the pastoral care needs of the Church.

C. They are to strive to maintain the unity of the Church and protect the overall welfare of the Church.

D. They are to help preserve the basic Biblical doctrines of the Church and make decisions in accordance with the purpose of the Church. Deacons are to work in coordination with and seek the counsel of the Pastors and Committees in a manner consistent with the purpose of the Church and in accordance with the definitions and delineations as described and set forth in the Constitution.

E. Selecting Deacons. The Church shall, in a regular or called business meeting, by at least a two-thirds (2/3) vote, establish (or amend) the process for the following:

1. The qualifications for the office of Deacon provided they do not contradict scriptural qualifications as articulated in Acts 6:3, I Timothy 3:8-12 and

Titus 1:6-9),

2. The procedures for identifying potential Deacon candidates,

3. The procedures for screening, nominating, electing and removing Deacons,

4. Special categories of deacons (deacon emeritus, associate deacon, etc.)

and the determination of voting rights within the Deacon body,

5. The duties, authority, and privileges pertaining to the office of Deacon not otherwise defined by these bylaws.

F. Nothing in the provisions contained in the above shall prohibit the Deacons from engaging in activity pursuant to the general duties of the office which are not specifically enumerated but not in conflict with the bylaws or the Constitution.

G. Returning and new Deacons shall be elected by the Church by at least a two-thirds (2/3) vote taken by secret ballot. Deacons shall be elected for a three (3) year term. A Deacon may be re-elected immediately following a completed term.

**6.4 Moderator.** The Moderator of the business meetings shall be recommended by the Nominating Committee and elected by the church to serve a one-year term. The moderator shall preside over all church business meetings. In the absence of the Moderator, the Chairman of the Deacons shall preside; in the absence of both, the recording secretary shall call the church to order and an acting moderator shall be elected for the meeting. The moderator shall not vote during a voice or hand count vote except to break a tie. The moderator may vote during a secret ballot vote.

**6.5 Trustees.** A minimum of four (4) Trustees shall be recommended by the Committee on Committees and elected by the Church at the annual Church Business Meeting for three (3) year terms, and shall serve no more than two (2) consecutive terms of three (3) years each. When necessary, for various reasons, the terms of Trustees may be extended beyond the limits defined. The Trustees shall function in those matters where applicable law specifically requires them to act on behalf of the Church. The Trustees' signatures shall be in their capacity as Trustees, and not as individuals.

Upon a specific vote of the Church authorizing each action, the Trustees shall have the power to buy, sell, convey, mortgage, pledge, lease real property, exchange, transfer, and otherwise dispose of all or any part of the Church's property, both real and personal. A minimum of three (3) signatures will be required to validate all authorized transactions.

## **7. STANDING COMMITTEES, CHURCH COUNCIL AND MINISTRY TEAMS**

### **General Membership:**

Each Committee shall determine the number of members that best meet the needs of the Committee. Each committee, standing and/or special, shall keep minutes of meetings and they shall be maintained in the office of the church secretary. Each Committee shall evaluate the need for a regular meeting schedule. They shall meet in sufficient frequency to adequately perform the tasks assigned. Committees shall submit a written report to be included in the minutes of scheduled Business Meetings giving an outline or brief statement of activities.

*\*In order to ensure complete transparency and accountability, each scheduled meeting of committees shall allow for the presence of interested church members (visitors) during committee deliberations. Such visitors are not to assume voting rights or undo interaction. Committees may enter into "executive session" when discussing personal issues such as pay scales, performance evaluations or other issues deemed sensitive to an individual or the church as a whole. Visitors shall be excused from such executive deliberations.*

**7.1 General.** The standing committees of the Church shall report directly to the Church and submit reports related to activities, plans and programs at Church business meetings as deemed pertinent.

A. They shall oversee their respective responsibilities. The Chair of each committee shall be nominated by the Nominating Committee and be elected the Church.

Committees shall, in general, be composed of standing members and Team members.

Teams are organized by functional relationship to the Committee itself.

Committee/Team associations are listed in Addendum A. The Addendum may be altered without vote of the church body, by the Church Council as programs are added or eliminated based on the needs of the church.

B. Each committee shall develop and submit workflow descriptions, policies and procedures. Such documents shall be maintained in the office of the church secretary in a manner easily retrieved, reviewed and/or adjusted as needed based on the activities of the church.

C. Qualifications of Standing Committee Members. Each committee member will

be nominated, either by the Nominating Committee or by recommendation of the Chair, based upon due consideration of the following:

1. Their demonstrated commitment to the Church based on:
  - a. Their good report within the Church and community.
  - b. Their regular worship and Bible study attendance in the Church.
  - c. Their financial support of the Church with their tithes.
  - d. Their spirit of unity and harmony in support of the Church and its leadership.
2. Their demonstrated experience and background, as it pertains to the duties of the committee for which they are being nominated.
3. Limitations on Powers of Committees. No Committee shall have the authority to:
  - a. Incorporate or file a Certificate of Formation with the Mississippi Secretary of State;
  - b. Adopt a plan of merger or a plan of consolidation with another Church;
  - c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church;
  - d. Authorize the voluntary dissolution of the Church;
  - e. Revoke proceedings for the voluntary dissolution of the Church;
  - f. Adopt a plan for the distribution of the assets of the Church;
  - g. Amend, alter, or repeal the Bylaws;
  - h. Elect, appoint, or remove a member of a committee or an officer of the Church;
  - i. Take any action outside the scope of authority delegated to it by the members.
4. Minutes shall be kept for all meetings of standing committees. The minutes will be submitted to the Church Secretary for records keeping.

D. Decision Making. The Committees shall make decisions in accordance with the purpose of the Church. They shall work in coordination with and seek the counsel of other Committees, Pastors, and Deacons in a manner consistent with the purpose of the Church. The Lead Pastor or his designated representative shall be an ex-officio member of each committee. Committee members will remain on a committee until the Church has elected a replacement. The Church shall have the following Standing Committees:

## **7.2 Committee on Committees**

Purpose and duties: Except as provided hereinafter, to recruit and nominate members of all committees, Trustees, and, in consultation with the Pastors and Deacons, to establish such special committees of the church as the Committee on Committees deems needed.

- A. in cooperation with the Nominating Committee, solicit nominations from the Church and recommend to the Church committee members and the chairpersons of all standing and special committees of the church.
- B. Be responsible for preparing a charter and purpose when a new committee is created, and to present the job description at the same time the new

committee is presented to the Church for approval.

C. Meet when needed with committee chairpersons to plan, coordinate and evaluate the church's committee work.

D. Channel work to the proper committee as needed.

E. Recommend to the Church the Trustees to be elected.

F. Appoint a special Deacon Nominating committee for the purpose of recommending to the Church candidates for the position of Deacon.

### **7.3 Budget and Finance Committee**

Purpose and duties: Provide financial oversight on behalf of the Church with regard to income and expenditures of the Church.

A. Prepare and present an annual budget to the Church for approval.

B. Approve expenditures not to exceed \$1,000 on behalf of the Church; present to the Church expenditures in excess of \$1,000 for approval.

C. Coordinate a fiscal strategy for the Church related to cash reserves, savings reserves and long and short-term fiscal policy for the Church.

D. Oversee and assign counting Teams, consisting of at least two persons, and weekly bank deposit.

E. Ensure that income and expenses are accurately accounted for and available for reporting and review at regular business meetings. As such, the Committee will be responsible for oversight of any process or firm engaged to provide accounting services for the Committee.

F. Coordinate with other committees as needed to verify requested expenditures are within the scope and goal of a function i.e., personnel committee for salary and benefit costs as applicable.

G. In order to provide operating flexibility, the Finance Committee shall have the authority to approve any necessary reallocation of funds within the approved budget during the fiscal year. This committee shall also have the authority to approve non-budgeted requests and/or over-expenditures up to 5% of the approved annual budget contingent on available funds.

### **7.4 Personnel Committee**

Purpose and duties: Provide administrative oversight to all church staff (full-time, part-time and hourly).

A. Perform annual reviews of church staff.

B. Receive and review candidates for non-ordained staff positions as needed.

C. Make recommendations to the church as to any increase or decrease of non-ordained staff positions.

D. Make recommendations to the church as to candidates to fill non-ordained staff positions taking special consideration for any individual considered for a paid Nursery position.

E. Create job descriptions that include tasks to be performed, expectations regarding



completion of such tasks, establish lines of communication in order to maintain adequate and current evaluation of the employee, hours to be worked and reference to any benefit that may be associated with the job position.

F. Establish a standard procedure for new employees, including, but not limited to:

1. Required background checks
2. Required paperwork pertaining to federal, state and local regulations
3. Clear review of job requirements prior to the offer of employment
4. Coordination with the Finance Committee for compensation
5. Presentation to the Church body for approval.

G. All job descriptions shall be reviewed by the employee and at least one member of the committee, dated, signed by both parties and maintained in the church office.

H. Establish all of the Church's Personnel Committee operational policies, employee Human Resource policies and make them available to the Church.

*In conjunction with the Finance Committee, determine and approve the compensation of the Lead Pastor. In order to complete this duty, the Personnel Committee may consider all duties of the employee whose compensation is in question, performance evaluations, compensation comparability data, and other relevant information. The Lead Pastor shall not participate in the discussion and formulation of his salary and benefits, or, if applicable, any family member's salary or benefits. In performing this duty, the Personnel Committee shall serve in the capacity of an "Independent Compensation Committee".*

### **7.5 Discipleship (Education) Committee**

Purpose and duties: To coordinate efforts and resources in regard to the educational focus and general discipleship of the church.

- A. Coordinate events and classes as need and interest dictate.
- B. Sunday school issues: all age groups: children, Preschool Extended Session, Children's Church, youth, men, ladies and seniors
- C. Vacation Bible School
- D. Youth trips and related fund-raising

### **7.6 Property and Space Committee**

Purpose and duties: To provide oversight for the regular maintenance of church facilities and grounds including assignment of Team members working with signage.

- A. Perform a needs analysis for all church facilities and prioritize maintenance requirements.
- B. Approve all non-member related requests for use of church facilities.
- C. Organize church work days.
- D. Bring before the church all recommendations for outside, non-staff labor to perform work not undertaken by the church body itself.
- E. Approve routine maintenance on church equipment under \$500 within budgetary constraints.

F. Consult with Church staff regarding future facility needs, growth, and future projects that will affect physical plant requirements.

G. To review all proposed major physical plant changes before any actual changes are made that will affect the use, entrances and exits, security, or codes and ordinances governing Church operations.

### **7.7 Nominating Committee**

Purpose and duties: To provide and recruit individuals to serve on various committees as the need presents.

A. Nominees may come from committee members when they have identified a member suited for and willing to serve on said committee.

B. Nominees may come from the general congregation upon a public request from the committee for volunteers.

C. Nominees shall be presented to the congregation for approval at the next, or most convenient business meeting.

### **7.8 Missions Committee**

Purpose and duties: To provide leadership and focus for the missionary efforts of the church.

A. Plan, implement, and evaluate the mission's projects and programs of the church.

B. Assist the church staff and program leaders in the development and implementation of church missions.

C. Review and evaluate requests for mission's support.

D. Prepare and recommend to the Finance Committee the annual missions budget.

E. Determine the methodology for selecting the mission projects and programs with the Church.

F. Periodically review with the Church the results of the Church's investment in various mission's programs for the purpose of justifying continued financial support.

### **7.9 Hospitality Committee**

Purpose and duties: To coordinate special events and fellowships held by the church.

A. Assist, where appropriate, in the coordination of non-membership events approved by the Property and Space Committee.

B. Coordinate holiday and other decorations for the church facilities, as needed.

### **7.10 Church Council**

Purpose and duties: The Council shall be composed of the Chairpersons of the established standing committees. The Council is established to provide continuity and oversight for

programs, meetings and events. It shall provide for review and planning within the constraints as delineated in the responsibilities of committees. Church Council shall serve as the Committee on Committees.

## **8. SPECIAL COMMITTEES:**

The Church may create such Special Committees as are needed from time to time, upon the recommendation by the Committee on Committees in consultation with the Pastors and/or Deacons. A Special Committee is one which has a definite assignment for a specific occasion or time or meets infrequently or periodically in relation to events or needs. With the completion of its assignment, the special committee may be dissolved. Minutes shall be kept for all meetings of special committees.

The minutes will be submitted to the Church Secretary for records keeping

### **8.1 Constitution and By-Laws Committee**

Purpose and duties: Perform regular and systematic review of the Church's Constitution, making recommendations to the church for any edits which may be necessary over time.

- A. Using the Constitution as a source document, prepare and maintain a set of By-Laws for use by the church, and make recommendations to the church for the adoption and periodic editing of same.
- B. Provide scriptural support for the content of the Constitution and By-Laws where not presently provided in the original, and make recommendations to the pastor regarding the same.

### **8.2 Pastoral Search Committee**

Purpose. To assist the Church in the selection of a Lead Pastor and make recommendations to the church regarding a potential Lead Pastor/Interim Pastor as described in the body of the By-Laws.

- A. Pastor
  1. A pastor shall be chosen and called by the church whenever a vacancy occurs.
  2. A pastor search committee shall be elected, as soon as reasonable following knowledge of the need, by the church to seek out a suitable pastor whose qualities and qualifications are delineated in the body of the Constitution.
  3. The Committee may seek advice, referrals and resumes from various associations and organizations known to be local, state or national leaders in the pursuit of the Gospel.
  4. The Committee is charged with prayerful contemplation, review of submitted and available resumes, careful consideration of each viable candidate and in view of the Constitutional description of character, education, history of service, recommendations from colleagues and individuals with intimate knowledge of the abilities of such candidate.
  5. Recommendations for consideration shall be presented to the Church body with sufficient time for questions and discussion from the members.

6. Pastoral candidates may be offered to opportunity to speak from the pulpit and may be considered to a part of the selection process.
7. His election shall take place at a meeting called for that purpose, being announced in a regular service, one week in advance. Election may be by secret ballot. A majority vote of two-thirds (2/3) of members present and voting is required for a call to be extended.
8. Each Church member shall have the privilege, via secret ballot of either affirming or rejecting the Pastor Search Committee's nominee. All ballots must be cast prior to the close of the worship service during which they were issued. No proxy or absentee balloting will be allowed.
9. If the prospective Lead Pastor does not receive affirmation from at least three-fourths (3/4) of all the ballots cast, the Pastoral Search Committee shall continue to pursue candidates for the position of Lead Pastor.
10. The call of a pastor shall be an indefinite call. The pastor's ministry at this church will be terminated at his or the church's choosing.

#### B. Interim Pastor:

1. In the event that the pulpit has been vacated for any of the delineated reasons, an interim pastor may be nominated by the Deacons.
2. An interim pastor selection is assumed to be of limited time duration.
3. The nomination of interim pastor shall be presented to the congregation and approved by  $\frac{2}{3}$  vote at a business meeting to be selected by the Deacons.
4. An interim pastor need not be a member of the congregation. As such, he does not hold the rights and responsibilities of membership, he shall not be presumed to be ex-officio member of committees and shall not function as moderator during church meetings unless otherwise determined by the congregation.
5. Such selected interim pastor may, at a future date, be nominated to the position of Lead Pastor following procedures as noted in these By-Laws and the Constitution.

### **8.3 Pastoral Support Committee**

Purpose: To assist the new pastor during his first year of service to the church. They will meet monthly as a minimum. This committee will serve as a sounding board and accountability team for the new pastor. Members may be selected from the search committee or include others as recommended by the search committee.

## **9. CHURCH MEETINGS**

### **9.1 Worship Services.**

The church shall meet weekly for the worship of Almighty God. The Church shall also conduct worship services at such other times as shall meet the needs of the Church body including Sunday evening service and Wednesday evening service, prayer, praise, preaching, instruction,

and evangelism shall be among the ingredients of worship services. The Lead Pastor, or in his absence designee, shall be responsible for the conduct of all worship services.

Other meetings, for the purpose of prayer, study or fellowship may be on a less formal basis. Such meetings or gatherings may be led by members as agreed upon by attendees.

## **9.2 Business Meetings**

A. General. Business Meetings shall be called by the Lead Pastor, the Chairman of the Deacons or the Chairperson of a committee. Each Full Voting Member is entitled to one vote. Voting by proxy is prohibited. Child care shall be provided for Business Meetings. Business Meetings shall have the purpose of transacting any of the following businesses of the church:

1. The budget of the church.
2. The election of Church Leaders and Officers (other than the Lead Pastor).
3. Any aspect of church business, financial considerations, considerations of property and grounds or legal issues that may have an effect on the operation and continued ability of the church to maintain its stated purpose.
4. Amendments to the Constitution or Bylaws of the Church.
5. Any business brought before the church by the Chairperson of a Committee or ministry that is within the scope of the Committee's or Ministry's authority and consistent with its purpose. All other decisions and actions shall be delegated to the appropriate Committee(s) and/or Ministries.
6. Business meetings shall be held at least quarterly on the secondary Sunday of the month of January, April, July and October.

B. Quorum. A quorum for Church business meetings consists of those members in attendance for the business meeting, provided proper notification has been given. Regular business meetings shall be monthly unless the need arises for a Special Meeting.

**9.3 Special Meetings.** Special Church membership meetings shall be called by the Lead Pastor, the Chairman of the Deacons, or at least two (2) chairpersons of a standing committee. Special meetings may be called at any time provided notice is given in the regular Sunday morning services at least two (2) weeks before the special meeting and a clear purpose of the special meeting is included in the announcement. Special Meetings may have any purpose as deemed appropriate by the person(s) calling the meeting.

**9.4 Annual Business Meeting.** The Church shall hold a regular Annual Business Meeting. The purpose of the Annual Business Meeting shall be to review the previous year and prepare for the year to come. The agenda will include, but not be limited to:

- A. Ministry and Committee reports

- B. Election of Officers, Committee members, Deacons, and others, as required
- C. Business which needs to be brought to the whole congregation
- D. Due to the purpose of this meeting, it shall be held early in the calendar year, at a time allowing a majority of the Church membership to attend for the full duration of the meeting, and reasonable effort will be made so that the Business Meeting shall not conflict with other scheduled Church meetings
- E. Four (4) weeks' notice shall be provided for the Regular Annual Business Meeting, and written reports by Committees shall be submitted by this time. The annual meeting may be held coincidental to the regular January Business meeting.

### **9.5 Emergency Business Meetings:**

A. The decision to call an Emergency Business Meeting is made in conjunction with the Pastor and Chair(s) of committees responsible for the information that is to be considered. In those cases where proper notification is not possible, notification shall be attempted in the following ways:

1. Phone calls to all resident members
2. Email sent to all members
3. Prominently displayed on the Church's website

B. An "emergency" exists for the purposes of this section if a quorum of the members cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Leaders and Church Officers may: modify lines of succession to accommodate the incapacity of any officer, employee or agent; During an emergency, notice of a meeting of the members only needs to be given to those members for whom such notice is practicable. Necessary or Prudent action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any officer, employee or agent of the Church on the ground that the action was not authorized. The Church Leadership or Officers may also adopt emergency bylaws, subject to amendments or repeal by the full membership, which may include provisions necessary for managing the Church's operations during an emergency including; (i) procedures for calling a meeting of the members and (ii) quorum requirements for the meeting. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

**9.6 Parliamentary Authority.** The rules contained in the latest edition of Roberts Rules of Order shall govern the Church business meetings, Committee meetings, and Deacons' meetings in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order that may be properly adopted. All members in good standing shall retain the right to participate, vote and present motions during the meetings held to conduct the business of the church.

## **10. TRANSACTIONS OF THE CHURCH**

### **10.1 Ownership and Distribution of Property**

A. The Church shall hold, own, and enjoy its own personal and real property except as provided in these Bylaws.

B. "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows:

1. all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore;
2. assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the members; and
4. any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Articles of Faith and basic form of Government.

**10.2 Conflicts of Interest.** Where applicable, all standing committees and Church Officers shall establish written policies and procedures setting out the Church's method of handling potential conflicts of interest as they pertain to their area of responsibility.

**10.3 Whistleblower.** The Church Council shall establish policies and procedures to allow and encourage any person having cause to believe that the Church is involved in any activity or transaction that is in violation of the law to report that belief to the Officers of the Church or its designated representative and to have all such reports thoroughly investigated and the results reported to the Church. The reporting person shall not be subject to retaliation for making a good faith report. The Church Council shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.

## **11. BOOKS AND RECORDS**

**11.1 Fiscal Year.** The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

**11.2 Audited Financial Statements.** The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the members of the Finance Committee. Routine financial accounting, on a weekly and periodic basis is provided

by a third-party financial services organization (details are available through the office of the church secretary).

### **11.3 Authorization for routine expenditures:**

- A. The Church Secretary is authorized to submit payment for any and all routine expenses required for the function of the church and properties or for items approved by the church in the annual budget process.
- B. Authorized signatures for required payments shall be maintained in the office of the Secretary as assigned by the Budget and Finance Committee.
- C. Expenditure limits requiring church approval, signatures required, officer defined:
  - 1. Non-budgetary expenditures greater than \$1,000 shall require the signatures of two individuals approved with check signing privileges.
  - 2. Extraordinary, emergency or time sensitive expenditures shall be approved by the congregation and require two approved signatures (see 12.5).
- D. Funds may be allocated, as deemed prudent, for a Beneficence Fund. Such funding shall be available and dispersed by the pastor, secretary, members of Budget and Finance Committee. Funds may be separately allocated, or considered expenditures from the general fund.

**11.4 Emergency or Unanticipated Expenses.** Authorization for non-budget, emergency, unanticipated expense shall be approved by the congregation when time exists, or by the Budget and Finance Committee on a majority vote of the committee members.

**11.5 Records.** Records of meetings as defined above shall be maintained in a reasonably retrievable manner, either electronic or paper. All documents regarding the function of the church i.e., Constitution, By-Laws or other legal documents or documents of historic significance shall be maintained, dated in order to indicate past and current versions for comparison and/or review.

## **12. MISCELLANEOUS PROVISIONS**

**12.1 Amendments to Bylaws.** This Constitution and Bylaws may be altered, amended, or repealed, and new bylaws adopted by a two-thirds vote of the members present and eligible to vote. Changes in the Constitution and Bylaws may be made at any business meeting of the Church, provided each amendment shall have been presented in writing at a previous business meeting, and copies of the proposed amendment shall have been furnished to each member present at the earlier meeting, which must have been held at least two (2) weeks previously.

**12.2 Construction of Bylaws.** These Bylaws shall be construed in accordance with the laws of the State of Mississippi. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the



Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

**12.3 Power of Attorney.** A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Church Secretary and/or Lead Pastor to be kept with the Church records.

**12.4 Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Church members, officers, employees, and agents of the Church except as otherwise provided in the Bylaws.

**12.5 Indemnification.** To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Pastor, officer, committee member, employee, volunteer or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. Reasonable expenses may be advanced by the Property and Grounds Committee in Church in defending such actions.

**12.6 Determination of Right.** A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Deacons.

**12.7 Use of grounds buildings and facilities.** The property of Emmanuel Baptist Church, real and otherwise is dedicated to the spread of the Gospel of Christ. As such, any request to use any part of the property is to be considered and approved or denied by the Property and Grounds Committee in cooperation with the Deacons and/or Pastor. At no time shall requests be granted when the event or the participants intend for distinctly unbiblical performance of ceremony or presentation of generally unacceptable secular content.

THIS SUBMISSION OF THESE BY-LAWS HAS BEEN APPROVED BY THE BODY OF THE CHURCH AND IS CURRENT AS OF: October 10, 2021

Church Secretary:

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Date: October 20, 2021

ADDENDUM A  
Committee/ Team Associations

Deacons:

- The Lord's Supper
- Officers
- Trustees
- Family Ministry

Budget and Finance:

- Counters
- Finance Accounting

Personnel:

- Employees
- Job Descriptions

Discipleship:

- Vacation Bible School
- Sunday School
- Children's Church
- Preschool Extended Session
- Age Graded Ministries: Children, Youth, Men, Ladies, Seniors

Property and Space:

- Gatekeepers: Provide building security following meetings and/or events including doors locked, lights out, thermostat settings.
- Signage: Set up external church signage for appropriate messaging the general public.
- Security Team: To provide for the security of all church buildings and grounds.
- Provide training for church members who will receive Enhanced Carry permits related to their service on said committee.
- Provide education to the church on safety and awareness.
- Make recommendations to the church on policies and procedures regarding the safeguarding of church property and members
- Coordinate background checks as needed.
- Baptism: To minister to those individuals being baptized.
- Ensure that towels and robes/t-shirts are available for use.
- Be on site in the baptism area to minister to individuals being baptized, attending to any need they may have in that regard.
- Ensure that the baptistry is filled each Sunday before a baptism, and the immersible heater is functioning and properly placed to warm baptismal waters.
- Ensure that the baptistry is drained following each baptism service, towels and robes are washed and baptistry is cleaned

Missions and Ministry:

- BSU
- Food Pantry
- Weavers
- PEO
- Missions Trips
- Mission Offerings
- Compassion International

Hospitality:

- Ushers
- Greeters
- Decorations
- Fellowships
- Wednesday Meal
- Meals to Members
- Bereavement/Funerals/Weddings

Nominating: no associated Team members

Constitution and By-Laws: no associated Team members