

CONSTITUTION AND BYLAWS

THE CHURCH OF ST JOHN THE EVANGELIST BAPTIST (A/K/A ST JOHN BAPTIST CHURCH)

ARTICLE I NAME

This church is duly incorporated as a non-profit organization under the Laws of the State of Maryland, under the corporate name of The Church of St John the Evangelist Baptist, and is also known as St John Baptist Church of Howard County, Maryland.

ARTICLE II PURPOSE

The purpose of this Church is fourfold: (1) To search for and proclaim the meaning of God's love expressed through Jesus Christ as Savior and as the basis for the experience of contemporary life; (2) to develop a fellowship of concern for all people; (3) to provide ministries through which persons may be joined together in service to humanity and in the continuing reformation of society; and (4) to teach the truths of the Holy Scripture as they are interpreted under the guidance of God's Spirit. This purpose shall be developed through the proclamation of the Gospel, through regular and special worship services, through Christian education in church and special educational programs for youth and adults, through music and choirs for all ages, through fellowship, and through mission activities.

ARTICLE III ORGANIZATION

Section 1. Government:

The government of this Church is vested in the body of believers who compose its membership. The membership of the Church controls the admission, disciplining, and removal of its members according to its own understanding of the word of God. As a summary of principles of Christian conduct among its members, it adopts the Church Covenant.

Section 2. Relationships:

This Church shall be affiliated with the American Baptist Convention and the Progressive National Baptist Convention. This Church shall not withdraw from either of these conventions or affiliate with any other religious association or agency except by amendment procedures as set forth in this Constitution and Bylaws.

ARTICLE IV MEMBERSHIP

Section 1. Qualifications and Requirements for Membership:

All persons who (1) profess their faith in Jesus Christ as their personal Savior and Lord; (2) are in agreement with the doctrine and practice of this Church; and (3) agree to abide with the discipline of this Church may be received into membership and declared active members by any of the following methods, subject in each case to the recommendation of the Senior Pastor and Deacon Ministry and the vote of the Church membership. Admission to membership in the Church is subject to the following requirements:

- A. Public Declaration: Consideration for membership shall consist of public declaration of faith in Jesus Christ as Lord and willingness to abide by practices and discipline of this Church. Public declaration must be made to a Pastor or Deacon. Other requirements for membership as directed by the Senior Pastor and Deacon Ministry are found in the SJBC Operations and Procedure Manual.
- B. Prospective Member Requirements: The Senior Pastor or a member of the Deacon Ministry, who shall ascertain the validity of the faith and shall review the practices, discipline and responsibilities of membership, and shall visit the candidate.
- C. Presentation for Membership: All candidates for membership shall be presented to the congregation on the first Sunday of each month.
- D. Right Hand of Fellowship: Upon the recommendation of the Senior Pastor and the Deacon Ministry that the foregoing requirements have been met and after affirmative vote of the members of the congregation, the "Right Hand of Fellowship" shall be extended, signifying full membership in St John Baptist Church with all rights, privileges and responsibilities of membership.

Section 2. Admission of Members: Admission to membership shall be by any of the following methods and procedures.

- A. Baptism – by immersion.
- B. Letter of Transfer – from another Christian church, provided the person has been baptized by immersion.
- C. Christian Experience – a statement of Christian Faith and Experience from a former member of another Christian church, who has been baptized by immersion previously.
- D. Unusual Circumstances – When unusual circumstances preclude any of the other methods, a person who upon profession of Faith in Jesus Christ as Lord and Savior and who is in agreement with the doctrine and practices of this Church may be received into fellowship of the congregation upon recommendation of the Senior Pastor and the Deacon Ministry,

and a vote of the Church membership.

- E. Restoration – any person who has lost his or her active membership for any reason may be restored to active membership upon recommendation of the Senior Pastor and the Deacon Ministry, and a concurring vote of the Church membership.
- F. Watch Care – any person may be provided temporary membership while temporarily away from their home church or until becoming an active member of another church.

Section 3. Rights and Privileges of Membership:

The rights and privileges include, but are not limited to: (1) voting; (2) holding office; (3) participating in church groups and organizations; and (4) performing duties as otherwise specified in this Constitution and Bylaws. Only active members of the Church are eligible to hold office on committees, ministries and/or organizations.

Section 4. Responsibilities of Members:

Members are expected to be 1) faithful in all spiritual duties essential to the Christian life, 2) to attend regularly the services of this Church, 3) to give regularly for its support and benevolences, and 4) to share the work of the Church.

Section 5. Termination of Membership: Membership may be terminated by any of the following methods:

- A. Letter of Transfer: Active members may, upon application, resign to unite with some other Church designated on the application. All letters of transfer shall be signed by the Senior Pastor.
- B. Request: If a member wishes to withdraw from the Church, the member's name shall be removed from the active Church roll at the member's oral or written request upon verification by the Pastor and/or the Deacon Ministry.
- C. Exclusion: Any member whose conduct is detrimental to the Church and its good name by reason of un-Christian behavior or by persistent breach of his or her covenant vows may be terminated from membership of the Church, provided that the Senior Pastor and Deacon Ministry concur. Consistent with Matthew 18:15-20, such member shall be invited to meet with the Pastor and the Deacon Ministry Chairperson to explain his or her conduct. Every reasonable effort shall be made to resolve the situation during this meeting. If the matter is unresolved, the Deacon Ministry by a vote of two thirds (2/3) of its total membership, with the concurrence of the Senior Pastor, may recommend to the Church that the member be removed from the Church roll. The entire voting membership of the Church must be notified in writing at least one week prior to an Annual, Mid-Year or Special Meeting of the members that such recommendation has been made. The person in question must be given the opportunity to speak on his or her behalf at the meeting before a vote is taken.

The affirmative vote of at least two-thirds (2/3rd) of the active members of the Church who are present (including absentee ballots) at any Annual Meeting, Mid-Year Meeting or Special Meeting at which a quorum for taking such vote is present shall be required to adopt any such recommendation to remove the member. Any member excluded from membership under the provisions of this Article shall not be reinstated without the recommendation of the Senior Pastor and Deacon Ministry and a concurring vote of the Church membership.

D. Inactivity: The Deacon Ministry shall prepare annually a list of members who have for a period of at least 24 months, failed to participate in the public worship, the educational program, or the financial support of the Church without valid reason. The Deacon Ministry shall submit at any Annual, Mid-Year and Special meeting of the members a recommendation that the names of these members be placed on the Inactive Member List. To be adopted, the recommendation shall be approved by a majority of the membership present and voting. Upon such action, the inactive member of the Church shall forfeit all rights and privileges of a member, including, but not limited to, the right to vote or to hold office.

E. Death:

Section 6. Categories of Membership:

- A. Active Members – This category shall consist of all members who participated in 1) public worship, 2) the educational program, or 3) the financial support of the Church at any time within the last twenty-four (24) months as described in Article IV Section 4 of this Constitution and Bylaws.
- B. Inactive Members – This category shall consist of the names on the Inactive Member List as described in Article IV Section 5 of this Constitution and Bylaws.
- C. Former Members – This category shall consist of the names of those members whose membership in the Church has been terminated through any of the procedures set forth in Article IV Section 5 of this Constitution and Bylaws.

ARTICLE V MEETINGS OF THE CONGREGATION

Section 1. Worship Service:

- A. There shall be provision for public worship each Sunday and at such other times as the Senior Pastor and the Deacon Ministry may direct.
- B. Classes for the purpose of Christian education shall be held each week or as the Senior Pastor may direct.

C. The ordinance of the Lord's Supper shall be observed on the first Sunday of each month.

Section 2. Moderator for Congregational Meetings:

- A. The Senior Pastor (or his or her designee, provided that such designee is an active member in good standing of the Church) shall preside over all Annual, Mid-Year or Special Meetings of the Church.
- B. As used in this Constitution and Bylaws, all references to the "Pastor's designee" shall refer to a designee meeting the qualifications and requirements set forth in the first sentence of this Section.

Section 3. Development of Agenda:

- A. The Agenda for congregational meetings shall be developed by the Senior Pastor, the Chairperson of the Deacon Ministry, and the Chairperson of the Finance and Operations Ministry.
- B. Members and/or organizations may, at the Annual, Mid-Year, or Special Meetings, recommend items for the agenda.

Section 4. Congregational Meetings and Notice of Meetings:

A. Annual Congregational Meeting

The Annual Meeting shall be held prior to the beginning of each calendar year on a date and time as determined by the Senior Pastor and the Board of Trustees, with written notice of the meeting being given in accordance with the provisions of Article V, Section 4D. The purposes of the Annual Meeting are to:

1. receive and approve the Annual Reports of the Senior Pastor, the Deacon Ministry, the Finance and Operations Ministry, and the Board of Trustees;
2. approve the projected growth in tithes and offerings for the upcoming year;
3. receive an overview of the Annual Budget for the upcoming year;
4. elect members of the Board of Trustees;
5. elect officers and members of the Finance and Operations Ministry;
6. elect those other officers who are to be elected by the Church membership; and
7. transact such other business as is proper to come before this meeting.

If the date of the Annual Meeting is to be changed, it must be approved by the Board of Trustees and notice of the rescheduled meeting date must be given at least thirty (30) days prior to the date of the meeting in accordance with the provisions of Article V, Section 4D.

B. Mid-Year Congregational Information Meeting

A Mid-Year Congregational Information Meeting (the “Mid-Term Meeting”) shall be held in approximately the middle of the calendar year, on a date determined by the Senior Pastor and the Board of Trustees with notice of the meeting being given in accordance with the provisions of Article V, Section 4. If the date of the Mid-Year Information Meeting is to be changed, it must be approved by the Board of Trustees and notice of the rescheduled meeting date must be given at least thirty (30) days prior to the date of the meeting in accordance with the provisions of Article V, Section 4.

C. Special Congregational Meetings

1. Special Congregational Meetings may be called at any time by any of the following two persons;

- a) the Senior Pastor, or in the absence of the Senior Pastor by a staff member selected by the Senior Pastor, and the Chairperson of the Deacon Ministry, or
- b) the Senior Pastor and the Chairperson of the Finance and Operations Ministry, or
- c) the Chairs of the Deacon Ministry and the Finance and Operations Ministry.

2. Special Congregational Meetings may be called by submission to the Board of Trustees of a Statement of Petition with the signatures of at least thirty six (36) of the active members of the Church. The Board of Trustees must review the request for a Special Congregational Meeting and provide the petitioners with information regarding the petition, which may or may not cause the petitioners to continue with their request for a Special Congregational Meeting. After reviewing information provided by the Board of Trustees, if the petitioners continue to request a Special Meeting then the Special Congregational Meeting must be held within sixty (60) days from the confirmation of the request for a Special Meeting. Notice of such meetings and the purpose for which it is called must be given in accordance with the provisions of Article V, Section 4D.

3. A Special Meeting date may be changed by the person or persons originally calling the meeting, and notice of the rescheduled meeting date must be given at least fourteen (14) days prior to the date of the meeting in accordance with the provisions of Article V, Section 4D.

D. Notice of Congregational Meetings:

1. Shall state the date, time and place of the meeting.
2. Notices of the Annual Congregational Meeting or the Mid-Year Meeting need not state the purpose of the meeting.
3. Special Meeting notices must include a statement of the purpose of the meeting.
4. Notice shall be given using two (2) or more of the following methods:
 - a) printed in the Church bulletin for at two (2) consecutive Sunday services prior to the date of the meeting;

- b) Oral announcement from the pulpit during at two (2) consecutive Sunday services prior to the date of the meeting,
- c) Electronic, e.g., text, email, web site, other social media or by telephone tree, will also be used to make announcements and communicate to members.

Section 5. Quorum:

For purposes of conducting church business, there will be two quorum thresholds.

A. For any action which requires the affirmative vote of at least two-thirds (2/3rd) of the active members present at any Annual, Mid-Year, or Special meeting a quorum shall consist of one hundred (100) of the active members as shown by the current records of the Corporate Secretary.

B. For the transaction of any other business at any Annual, Mid-Year, or Special meeting a quorum shall consist of thirty six (36) of the active members as shown by the current records of the Corporate Secretary.

C. Absentee ballots shall not be counted in establishing a quorum.

Section 6. Absentee Ballots:

A. Absentee balloting for an active member to vote at any Annual, Mid-Year or Special of the Church shall be permitted for the following reasons:

1. The illness or incapacitation of such member
2. Such member is out-of-town on the day of voting

B. Absentee balloting allows a member to vote for or against a particular candidate or issue without attending the meeting. An absentee ballot must state the voting member's decision, i.e., a member cannot give another person his or her "proxy" to vote for them.

C. An absentee ballot shall be requested and filed with the Corporate Secretary at least 48 hours prior to the date of voting. The ballot shall be returned in a sealed envelope.

Section 7. Eligible Votes:

- A. Active members who are 18 years or older may vote on all matters which come before the membership for a vote.
- B. Absentee balloting shall be permitted in accordance with the provisions of this Constitution and Bylaws.
- C. Voting by proxy shall not be permitted.
- D. An Attendance Roster shall be maintained by the Corporate Secretary or his or her designee

at the sign-in table for each Annual, Mid-Year or Special Meeting. As each active member enters the meeting venue, he or she shall check in with the Corporate Secretary (or his or her designee) and sign the roster next to his or her printed name. If a member's name is not on the roster, he or she will not be recognized as having been present at the meeting and he or she shall not be permitted to vote at the meeting.

Section 8. Actions Requiring Membership Approval (by Majority Vote):

Notwithstanding any provision of law permitting or requiring any action to be taken or approved without member approval, in addition to any other action that requires approval of the members, the following actions shall require the affirmative vote of a majority of the active members of the Church who are present (including absentee ballots) at any Annual Meeting, Mid-Year Meeting or Special Meeting at which a quorum required for taking such vote is present:

- A. The election or removal of members of the Board of Trustees;
- B. The election or removal of the Chair of the Finance and Operations Ministry;
- C. The election of other officers of the Church who are to be elected or appointed by the members in accordance with the provisions of the Constitution and Bylaws of the Church;
- D. Approval of any projected growth in tithes and offerings in the Annual Budget;
- E. Approval of the funding of expenses that were not anticipated in the Annual Budget to the extent such unanticipated expenses exceed five percent (5%) of the total budget; and
- F. Making any capital expenditure or any series of capital expenditures arising from the same transaction, including but not limited to making any capital improvement or acquiring any capital asset, in an aggregate amount in excess of One Hundred Ten Thousand Dollars (\$110,000.00) in any fiscal year.

Any other matter which, under the Charter or the Constitution and Bylaws of the Church, requires approval or ratification by a vote of the Membership in the manner set forth in this Section 8.

Section 9. Actions Requiring Membership Approval (by Two-Thirds Member Vote):

Notwithstanding any provision of law permitting or requiring any action to be taken or approved without member approval, in addition to any other action that requires approval of the members, the following actions shall require the affirmative vote of at least two-thirds ($2/3^{\text{rd}}$) of the active members of the Church who are present (including absentee ballots) at any Annual Meeting, Mid-Year Meeting or Special Meeting at which a quorum required for taking such vote is present:

1. The selection or removal of the Senior Pastor of the Church;
2. Any amendment, modification or rescission of the Charter, Constitution and Bylaws of the Church;

3. Dissolution or liquidation of the Church;
4. Any other matter which, under the Charter of the Church or the Constitution and Bylaws of the Church, requires approval or ratification by a vote of the Membership in the manner set forth in this Section 9.
5. The sale, transfer, exchange, lease or mortgage of all or substantially all of the assets of the Church;
6. The purchase or other acquisition of any real property; and
7. The merger of the Church into another corporation or other entity or the merger of one or more other corporations or other entities into the Church.

ARTICLE VI
CHURCH OFFICERS

The congregation shall elect the following Church Officers:

1. Chair of the Finance and Operations Ministry
2. Vice Chair of the Finance and Operations Ministry
3. Treasurer
4. Assistant Treasurer
5. Corporate Secretary
6. Financial Secretary
7. Assistant Financial Secretary
8. Two (2) Deacons from the Deacon Ministry
9. Four (4) At Large Members of the Board of Trustees

The congregation does not elect the following Church Officers:

1. Senior Pastor
2. Chairperson of the Deacon Ministry (appointed by the Senior Pastor)
3. Vice Chairperson of the Deacon Ministry (selected by the Deacon Ministry)

Section 1. President:

The Senior Pastor shall serve as President of the Church and, as such, shall be the principal executive officer of the Church, subject at all times to the authority of the Board of Trustees. The President, or the person designated by the President, shall preside at Annual, Mid-Year and Special Meetings, if the Senior Pastor is unable to do so. In general, the President shall perform all duties which are prescribed by the Board of Trustees from time to time and which are consistent with the office of the president of a religious corporation.

Section 2. Treasurer:

The Treasurer of the Church shall be responsible for keeping an accurate, itemized account of all receipts and disbursements of the church. The Treasurer shall disburse these funds promptly according to the financial program of the Church as detailed in the Annual Budget or other authorized designations or as may be directed by the Board of Trustees. The Treasurer shall render to the Board of Trustees and The Finance and Operations Ministry, whenever they request it, an account of all the transactions and financial condition of the church. The Treasurer shall compile the financial reports for the Mid Year and Annual Congregational Meeting. The Treasurer shall have such other duties as are from time to time assigned by the Board of Trustees and which are consistent with the office of the treasurer of a religious corporation. The Treasurer shall be elected in the manner set forth in Article VIII of the Constitution and Bylaws and shall present a written report at all Annual, Mid-Year and Special meetings.

Section 3. Assistant Treasurer:

The Assistant Treasurer shall be elected in the manner set forth in Article VIII of the Constitution and Bylaws and shall assist the Treasurer in the performance of any of the duties of the Treasurer which may be assigned.

Section 4. Corporate Secretary:

The Corporate Secretary shall be elected in the manner set forth in Article VIII of the Constitution and Bylaws. The Corporate Secretary shall be custodian of the Church Record Book and shall be responsible for maintaining in the Church Record Book the governing documents of the Church. The Corporate Secretary is responsible for accurate records of the proceedings of all congregational, Board of Trustees, Deacon Ministry, and Finance and Operations Ministry meetings as well as maintenance of all other important Church documents. The Corporate Secretary may delegate responsibility for taking minutes to a paid person or firm having expertise in effectively recording proceedings, provided that it will be the Corporate Secretary's responsibility to ensure the minutes are accurate and to approve and finalize the draft minutes. The Corporate Secretary shall be responsible for presenting the minutes at the next meeting, editing as required and then recording the minutes in the Church Record Book. The Corporate Secretary shall be responsible for seeing that all notices of meetings are duly given in accordance with the provisions of the Church Constitution and Bylaws. The Corporate Secretary shall have such other duties as are from time to time assigned by the Board of Trustees and which are consistent with the office of the Corporate Secretary of a religious corporation.

Section 5. Financial Secretary:

The Financial Secretary shall be responsible for the deposit of all receipts into accounts authorized by the Finance and Operations Ministry. The Financial Secretary, according to the purposes for which contributions are designated, shall account for financial receipts from all sources. He/she shall be responsible for preparing and making available annual statements to all contributing members. All receipts of monies and expenditures shall be properly recorded according to accepted accounting principles. The Financial Secretary shall have such other

duties as are from time to time assigned by the Board of Trustees and/or the Finance and Operations Ministry. Other duties of the Financial Secretary may be set forth in the Church's Policies and Procedures Manual.

Section 6. Assistant Financial Secretary:

The Assistant Financial Secretary shall assist the Financial Secretary in the performance of any of the duties of the Financial Secretary that may be assigned.

Section 7. All Voting Members of the Board of Trustees not named in Article VI Sections 1-6 above:

These voting members are the Chair and Vice Chair of the Finance and Operations Ministry, Chair and Vice Chair of the Deacon Ministry, two Deacons on the Trustee Board, and four at large members elected to the Trustee Board.

ARTICLE VII
SENIOR PASTOR

Section 1. Qualifications:

The Senior Pastor shall be a regularly ordained and licensed minister, whose Ordination is recognized by The American Baptist and Progressive National Baptist Conventions.

Section 2. Authority and Responsibility:

- A. The Senior Pastor shall be a full-time pastor and serve as the leader in all respects. The Senior Pastor shall provide spiritual and visionary leadership to the congregation and ensure the health and stability of the Church through short and long range planning, along with organizational and administrative oversight. The Senior Pastor shall also serve as a change agent in the community by creating positive, sustainable change with key stakeholders in the community. The Senior Pastor shall have the authority for determining the order, preachers and other speakers, and content of all Sunday and other worship services.
- B. The Senior Pastor shall be responsible for providing overall direction to all Church staff. The Senior Pastor may delegate direct supervision. The Senior Pastor in consultation with the Board of Trustees shall have the authority to hire, fire, and supervise the staff (but not the duly elected officers) of the Church.
- C. The Senior Pastor shall appoint or approve, at the annual congregational meeting, all Ministry leaders.
- D. The Senior Pastor shall prepare written reports for quarterly and annual Church meetings, and recommend new policies, programs and organizations needed for the advancement of the Church.

- E. The Senior Pastor is the Moderator of the Board of Trustees and shall be an ex-officio member of all Ministries and committees.
- F. The Senior Pastor, or the Senior Pastor's designee, shall be the Moderator of all Church congregational meetings.
- G. The Senior Pastor shall be accountable to the Board of Trustees for the implementation of policies established by the Board of Trustees regarding those matters within their authority. The Senior Pastor shall operate within the Annual Budget approved by the Board of Trustees.
- H. Any additional duties, responsibilities, or requirements to be assigned to the Senior Pastor shall be defined by contract as developed by the Board of Trustees and agreed to by the Senior Pastor.

Section 3. Calling a Pastor:

- A. A Special Pulpit Committee shall be formed for the purpose of recommending a Senior Pastor when necessary. This committee of no fewer than seven (7) members shall represent a cross section of the Church and shall be appointed by the Board of Trustees and approved by the congregation.
- B. The Special Pulpit Committee shall develop and recommend the procedure for selecting and presenting the new Senior Pastor, which must be approved by the Board of Trustees and ratified by the congregation by the affirmative vote of a majority of the active members of the Church who are present (including members voting by absentee ballots) at any Annual Meeting, Mid-Year Meeting or Special Meeting at which a quorum required for taking such vote is present.
- C. Calling of the Senior Pastor shall be by secret ballot on the recommendation of the Special Pulpit Committee and by a two-thirds (2/3rd) affirmative vote of the active members present and voting at an Annual, Mid Year or Special Congregational Meeting at which the quorum required for such vote is present (including members voting by absentee ballot).

Section 4. Termination:

- A. The pastoral relationship may be terminated by 60 day notice by the Senior Pastor, or by 60 day notice by the Church, or by mutual consent.
- B. The Church, upon recommendation by the Board of Trustees and approval by the congregation at Annual Meeting, Mid-Term Informational Meeting or Special meeting of the church, may dissolve the pastoral relationship. Dismissal of the Senior Pastor shall be by a secret ballot and shall require the affirmative vote of two-thirds (2/3rd) of the Active members present and voting at the meeting (including members voting by absentee ballots).

Section 5. Interim Pastor:

- A. In the event the pulpit becomes vacant, an Interim Pulpit Committee shall be appointed by the Board of Trustees.
- B. The Interim Pastor shall be an ordained minister, as recognized by the American Baptist Church USA, Inc. or the Progressive National Baptist Conventions. The Interim Pastor cannot be a candidate for Senior Pastor.

ARTICLE VIII NOMINATIONS

- A. The Senior Pastor and the Deacon Ministry Chairperson shall identify no less than five (5) active church members, one of whom shall be appointed Chairperson by the Senior Pastor, to serve as the Nominating Committee. No later than, the first Sunday in June, the Senior Pastor or Chairperson of the Deacon Ministry shall announce the names of the Nominating Committee Chairperson and members. Those eligible for such appointment shall be active members of the Church who are not currently serving as Officers or paid employees of the Church.
- B. Nominations shall be made for the following positions:
 - 1. Chair of the Finance and Operations Ministry
 - 2. Vice Chair of the Finance and Operations Ministry
 - 3. Treasurer
 - 4. Assistant Treasurer
 - 5. Corporate Secretary
 - 6. Financial Secretary
 - 7. Assistant Financial Secretary
 - 8. Two (2) Deacons from the Deacon Ministry to serve on the Board of Trustees
 - 9. Four (4) At Large Members of the Board of Trustees
 - 10. Five (5) At Large Members of the Finance and Operations Ministry
- C. The Nominating Committee will develop a slate of qualified nominees for all positions identified in Article VIII B above. The Nominating Committee will present a slate of no more than three (3) nominees per position.
- D. This slate of nominees shall be presented at the Annual Congregational Meeting at which time additional nominations may be accepted from the floor, which may increase the number of nominees, provided persons nominated qualify and agree to serve.
- E. Elections will be decided by the candidate who has the most votes for such office.

ARTICLE IX
BOARD OF TRUSTEES

Section 1. Intent:

It is the intent of the Church and this Constitution and Bylaws that the Board of Trustees fulfill the role of, and function as, the Board of Trustees of the Church for all public and nonpublic purposes, whether legal, operational or otherwise.

Section 2. Membership:

- A. The Board of Trustees shall consist of not more than fifteen (15) voting members, who shall be as follows:
1. Chair of the Finance and Operations Ministry
 2. Vice Chair of the Finance and Operations Ministry
 3. Treasurer
 4. Assistant Treasurer
 5. Corporate Secretary
 6. Financial Secretary;
 7. Assistant Financial Secretary
 8. Chair of the Deacon Ministry
 9. Vice Chair of the Deacon Ministry
 10. Two (2) Deacons of the Church, who shall be nominated by the Nominating Committee and elected by the Church members as provided in this Constitution and the Bylaws of the Church; and
 11. Four (4) At Large Members who shall be nominated by the Nominating Committee and elected by the Church members as provided in this Constitution and the Bylaws of the Church.
- B. In addition to the fifteen (15) voting members, the Senior Pastor and one member of the Church staff selected by the Senior Pastor shall be non-voting *ex-officio* members.
- C. All members of the Board of Trustees must be active members of the Church.
- D. All voting members of the Board of Trustees must have been active members of the Church for an uninterrupted period of no less than twelve consecutive months prior to commencing their service on the Board.

Section 3. Performance Standards:

Should any member of the Board of Trustees fail to perform their duties for a period of three (3) consecutive months and/or fail to attend monthly meetings for three (3) consecutive months or 75% of scheduled meetings during the course of the calendar year, then a member of the

Leadership Team will inform and counsel the member to achieve performance standards within the next three month period. If failure to meet performance standards persists, then the member becomes subject to removal with cause as defined in Article IX Section 4.

Section 4. Removal of Board of Trustees Members:

Each member of the Board of Trustees (other than the non-voting *ex-officio* members) shall be elected by the members of the Church at the Annual Meeting in accordance with the provisions set forth in the Article VIII of the Constitution and Bylaws. Each member of the Board of Trustees shall hold office until his or her successor qualifies and is elected. The members of the Church may, by the affirmative vote of a majority of members present at a duly called meeting of the members at which a quorum is present, remove any elected member of the Board of Trustees with cause, and elect a successor to fill any resulting vacancy for the balance of the term of the removed Trustee. The Senior Pastor may remove the Deacon Ministry Chairperson. The Deacon Ministry may remove the Vice Chair of the Deacon Ministry.

Section 5. Vacancies:

Should any member of the Board of Trustees resign, become incapacitated or expire, the Moderator is empowered to declare the position vacant and to appoint a person to fill the office or position until the next Church Congregational Meeting. At this time, the congregation will vote on a person to fill the vacancy.

Section 6. Responsibilities of the Board of Trustees:

- A. The Board of Trustees shall be the executive body of the Church. The business, property and legal affairs of the Church shall be managed under the direction of the Board of Trustees. The Board of Trustees shall have authority in establishing policy on the development, management, and oversight of all Church projects, budgets, and activities. The Board of Trustees shall be responsible for monitoring and evaluating all policies, plans, and programs.
- B. The Board of Trustees shall receive and hold for use of the Church all estate, real and personal, which becomes the property of the Church; and shall authorize the payments of all expenditures required for carrying out the general work of the Church.
- C. The Board of Trustees shall be empowered to sell, lease and mortgage Church property upon receiving the prior approval of the membership of the Church.
- D. The Board of Trustees shall have the authority to approve the Policies and Procedures for the Church.
- E. The Board of Trustees shall have the authority to approve all deeds, bonds, mortgages, vehicles, contracts, leases and other documents, subject to approval of the members of the Church where required.
- F. The Board of Trustees shall have the authority to approve the Annual Budget.

- G. The Board of Trustees shall have the authority to appoint a Special Pulpit Committee to search for a Senior Pastor to fill a vacant Senior Pastor position.
- H. The Board of Trustees shall have the authority to make recommendations to the Church congregation regarding hiring and removal of the Senior Pastor.
- I. The Board of Trustees shall have the authority to appoint Chairs of all Committees of the Board of Trustees.
- J. The Board of Trustees shall be responsible for ensuring that the Church is in compliance with all applicable federal, state and local laws and regulations.
- K. The Board of Trustees shall have the authority to approve the Long Range Plan for the Church.
- L. The Board of Trustees shall enter into a written contract with all Clergy positions requiring a contractual agreement.
- M. The Senior Pastor and the Board of Trustees of the Church shall be authorized to explore and determine potential affiliation with or withdrawal from religious conventions or agencies.

Section 7. Terms of Office:

- A. Each Trustee who is elected to the Board of Trustees by the members shall hold office for a term of two (2) years and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal.
- B. Except as otherwise provided below, Trustees shall serve no more than two (2) complete consecutive terms of two (2) each in any one position, nor shall any Trustee serve more than an aggregate of four (4) years in any one position.
- C. Terms for Trustees shall be staggered such that half of the elected members of the Board of Trustees shall be up for election each year. A Trustee who has served the maximum number of terms must be off the Board of Trustees for at least one (1) year before being eligible for election to the same position on the Board of Trustees again.
- D. The foregoing term limitations shall not, however, apply to the Senior Pastor, the staff member selected by the Senior Pastor, and the Chairperson and Vice Chairperson of the Deacon Ministry; and each such person shall continue to serve as a Trustee for so long as he or she continues to serve in such office, without any other limitation on his or her term of office as a Trustee.

Section 8. Meetings and Agenda:

The Senior Pastor and the Chairpersons of the Finance and Operations Ministry and the Deacon Ministry shall be responsible for the scheduling of meetings and formulation of the

agendas for meetings. No less than four (4) meetings per year are required.

The Senior Pastor, or the Senior Pastor's designee, shall serve as Moderator at all such meetings.

Section 9. Signatures:

The Senior Pastor and the Chairperson of the Finance and Operations Ministry shall have the power and authority to bind the Church on behalf of the Board of Trustees by affixing their signatures on behalf of the Board of Trustees to all grants, contracts, and contractual agreements prior to submission to any third-party persons, vendors or organizations.

ARTICLE X
FINANCE AND OPERATIONS MINISTRY

Section 1. Intent Establishment of Ministry:

It is the intent of the Church and this Constitution and Bylaws that the Finance and Operations Ministry fulfill the role of managing the Church's finances and assets. Specific responsibilities of the Finance and Operations Ministry are given in Article X Section 9.

Section 2. Membership; Election:

- A. The Finance and Operations Ministry shall consist of eleven (11) voting members who shall be as follows:
1. Chairperson of the Finance and Operations Ministry
 2. Vice Chairperson of the Finance and Operations Ministry
 3. Treasurer
 4. Assistant Treasurer
 5. Financial Secretary
 6. Assistant Financial Secretary
 7. Five (5) at large members of the Finance and Operations Ministry
- B. By virtue of their election to the Finance and Operations Ministry, these persons automatically serve on the Board of Trustees:
1. Chairperson of the Finance and Operations Ministry
 2. Vice Chairperson of the Finance and Operations Ministry
 3. Treasurer
 4. Assistant Treasurer
 5. Financial Secretary
 6. Assistant Financial Secretary

- C. The five (5) at large members of the Finance and Operations Ministry may not serve as at large members of the Board of Trustees.

Section 3. Terms of Office

Terms for the 6 officers (Chair, Vice Chair, Treasurer, Assistant Treasurer, Financial Secretary, and Assistant Financial Secretary) are for 2 years. Each officer who is elected to the Finance and Operations Ministry by the members shall hold office for a term of two (2) years and until his or her successor has been duly elected and qualified, or until their earlier death, resignation or removal.

Except as otherwise provided below, officers shall serve no more than two (2) complete consecutive terms of two (2) years each in any one office, nor shall any officer serve more than an aggregate of four (4) consecutive years in any one position on the Board.

Section 4. Bonding:

Bonding is required for all members of the Finance and Operations Ministry.

Section 5. Duties: Chairperson and Vice Chairperson of the Finance and Operations Ministry:

A. Chairperson of the Finance and Operations Ministry:

The Chairperson shall preside at the meetings of the Finance and Operations Ministry. The Chairperson shall be responsible for transfer of property, records and equipment (in each case to the extent within his or her possession or control) to his or her successor following his or her term of office. The Chairperson shall ensure that all original Church documents within the jurisdiction of the Finance and Operations Ministry are promptly transferred to the Corporate Secretary. The Chairperson shall be an *ex-officio* member of all committees of the Finance and Operations Ministry. The Chairperson, while serving in that capacity, may not be an active member of the Deacon Ministry or a paid Church employee. The Chairperson shall report quarterly to the congregation, ensure the Finance and Operations Ministry meets on a regular basis, and conduct meetings in such a way that the fiscal and temporal affairs of the Church are handled effectively, efficiently, and in a Christian manner. The Chairperson shall be elected in the manner set forth in Article VIII of the Constitution and Bylaws.

B. Vice Chairperson of the Financial Operations Ministry:

The Vice Chairperson of the Financial Operations Ministry shall, in the event of the unavailability of the Chairperson of the Financial Operations Ministry, act for and in place of the Chairperson. The Vice Chairperson shall serve as the Chairperson of the Human Resources Committee. The Vice Chairperson shall be elected in the manner set forth in Article VIII of the Constitution and Bylaws and shall perform such services as may be requested by the Chairperson of the Finance and Operations Ministry.

Section 6. Meetings of the Finance and Operations Ministry:

- A. Regular Meetings: The Finance and Operations Ministry meets monthly. The Church membership must be informed of the Ministry's meeting schedule. Meetings shall be open to the general membership.
- B. Agenda: The Chairperson shall be responsible for formulation of the Agenda for meetings of the Finance and Operations Ministry.
- C. Quorum: A quorum for transaction of business at regular or special meetings of the Finance and Operations Ministry shall consist of four members of the Ministry.

Section 7. Performance Standards:

Should any member of the Finance and Operations Ministry fail to perform his or her duties for a period of three (3) consecutive months and/or fail to attend monthly meetings for three (3) consecutive months or 75% of scheduled meetings during the course of the calendar year, then the Chairperson will inform and counsel the member to achieve performance standards within the next three month period. If failure to meet performance standards persists, then the member becomes subject to removal with cause as defined in Article X Section 7.

Section 8. Removal:

The members of the Church may, by the affirmative vote of a majority of members present at the a duly called meeting of the members at which a quorum is present, remove any elected member of the Finance and Operations Ministry with cause, and elect a successor to fill any resulting vacancy for the balance of the term of the removed member.

Section 9. Vacancies:

Should any member of the Finance and Operations Ministry resign, become incapacitated or expires, the Finance and Operations Ministry Chairperson is empowered to declare the position vacant and to appoint a person to fill the office or position until the next Church Congregational Meeting. At this time, the congregation will vote on a person to fill the vacancy.

Section 10. Responsibilities:

Within the policy established by the Board of Trustees, the Finance and Operations Ministry shall be responsible for the following:

- A. Ensuring the management of the Church's funds and other assets, including receiving, disbursing and accounting for all Church funds from both internal and external sources, including, but not limited to, tithes, pledges, offerings, grants, donations and contributions.
- B. Hearing and considering all reports and recommendations submitted by the Senior Pastor

and by committees and staff.

- C. Working with staff to develop the Church's Annual Budget for submission to the Board of Trustees.
- D. Approving a staffing plan that is consistent with the long range plan of the Church.
- E. Ensuring that the Church has an annual financial audit completed.
- F. Conducting regular audits of internal controls.
- G. Reporting regularly to the Board of Trustees and Congregation on the status of budget and financial operations, and assessing and make recommendations on funding levels to support current and future Church programs.
- H. Recommend contract terms for all clergy positions requiring contracts to the Board of Trustees. Contractual agreement shall be in place before expiration of the previous contract. If delay is unavoidable, reasons as to why shall be given to the Board of Trustees at least 30 days before expiration of the previous contract.
- I. Approve compensation for all employees.

Section 11. Standing Committees of the Finance and Operations Ministry:

The following Standing Committees shall be appointed by the Finance and Operations Ministry and shall have the following responsibilities:

A. Budget and Finance Committee:

This committee shall oversee the financial matters of the Church, including the preparation of the Annual Budget recommendations and regular financial updates. The Chair of the Finance and Operations Ministry, Vice Chair of the Finance and Operations Ministry, Treasurer, Financial Secretary, Assistant Financial Secretary, and Assistant Treasurer shall be members of the committee. The Chair of the Deacon Ministry and Vice Chair of the Deacon Ministry shall serve on the Budget and Finance Committee for preparation of the Annual Budget recommendations only.

B. Human Resources Committee:

This committee shall consider all matters pertaining to human resources policies. The committee is responsible for reviewing the performance of the Senior Pastor. The committee develops recommendations for compensating all church employees for consideration by the Finance and Operations Ministry. The Chair and Vice Chair of the Finance and Operations Ministry and the Chair and Vice Chair of the Deacon Ministry shall be members of the committee.

Section 12. Other Committees of the Finance and Operations Ministry:

The Finance and Operations Ministry may establish other committees necessary to enable the Finance and Operations Ministry to function in accordance with the responsibilities outlined in this Constitution and Bylaws.

ARTICLE XI
DEACON MINISTRY

Section 1. Intent:

It is the intent of the Church and this Constitution and Bylaws that the Deacon Ministry fulfills its duties as defined in Acts 6 and Article XI Section 9 in this Constitution and Bylaws.

Section 2. Qualifications:

- A. Qualifications of a Deacon shall be in accordance with the standards as set forth in the New Testament, 1 Timothy 3:8-13.
- B. Deacons shall have completed at least one year of active membership in the Church.

Section 3. Steps Toward Ordination:

All prospective Deacons, regardless of whether they were ordained as a Deacon previously, shall undergo a period of training and preparation under the direction of the Senior Pastor and Deacon Ministry not to exceed one year.

Section 4. Ordination:

Upon completion of the required training and preparation, prospective deacons, not previously ordained, may, upon recommendation of the Senior Pastor and the Deacon Ministry Chairperson, be ordained by ordination procedures that are recognized by and acceptable to the American Baptist Convention and the Progressive National Baptist Convention.

Section 5. Membership:

The Deacon Ministry shall consist of members of the Church who have been ordained by regular ordination procedures and who, by virtue of their faith and dedication, are recognized by the Church as deserving of special trust and honor. Members of the Deacon Ministry shall be appointed by the Senior Pastor and confirmed by a majority vote of the Deacon Ministry.

Section 6. Performance Standards:

Should any member of the Deacon Ministry fail to perform his or her duties for a period of three (3) consecutive months and/or fail to attend monthly meetings for three (3) consecutive months or 75% of scheduled meetings during the course of the calendar year, then the

Chairperson will inform and counsel the member to achieve performance standards within the next three month period. If failure to meet performance standards persists, then the member becomes subject to removal with cause as defined in Article X Section 7.

Section 7. Removal:

The Deacon Ministry Chairperson is responsible for recommending the removal of a member with cause to the Senior Pastor. If the Senior Pastor and Deacon Ministry agree, the recommendation is brought the Deacon Ministry whose members may, by the affirmative vote of a majority of members present at a duly called meeting of the members at which a majority quorum is present, remove a member of the Deacon Ministry.

Section 8: Duties of Officers of the Deacon Ministry:

- A. Chairperson of the Deacon Ministry: The Chairperson shall be appointed by the Senior Pastor. The Chairperson of the Deacon Ministry shall preside over meetings of the Deacon Ministry.
- B. Vice Chairperson: The Vice Chairperson shall be elected annually by the Deacon Ministry from among its members and shall perform such services as may be requested by the Chairperson. The Vice Chairperson of the Deacon Ministry shall act in the absence of the Chairperson.
- C. The Chairperson and Vice Chairperson of the Deacon Ministry shall serve on the Finance and Operations Ministry's Human Resources Committee and contribute to the budget development process of the Budget and Finance Committee.

Section 9. Responsibilities:

- A. The Deacon Ministry shall be an extension of the ministry of the Senior Pastor by focusing on congregational care opportunities to serve those in need through payer, visitation and support. The Deacon Ministry shall assist the Senior Pastor in promoting the spiritual welfare of the Church, the conduct and scheduling of the religious services, and in the administration of the ordinances. The Deacon Ministry shall assist the Senior Pastor with the ordinances, funerals, new member intake, baby dedications and other support as directed by the Senior Pastor. In the absence and/or inability of the Senior Pastor and/or the Pastoral staff to perform their duties on behalf of the Church, the Deacon Ministry shall be responsible for performing such duties, including assuring the provision for appropriate worship services.
- B. The Deacon Ministry shall advise and assist the Senior Pastor in spiritual and worship matters of the Church.
- C. The Deacon Ministry shall recommend persons to the congregation for consideration to inactive status or exclusion in accordance with this Constitution and Bylaws.

D. The Deacon Ministry shall visit the sick and distressed members of the Church and, when necessary, recommend relief for their financial needs, by appropriation from internal and external benevolence funds.

E. The Deacon Ministry shall support staff in maintaining Church membership records.

Section 10. Terms of Service:

Deacons are members of the Deacon Ministry as long as they meet performance standards identified in Article XI Section 6.

Section 11. Duties of Officers:

- A. Chairperson of the Deacon Ministry: The Chairperson of the Deacon Ministry shall preside over meetings of the Deacons. He/she shall assure the Board meets on a periodic basis to advise and assist the Senior Pastor in spiritual and worship matters of the Church.
- B. Vice Chairperson: The Vice Chairperson of the Deacon Ministry shall act in the absence of the Chairperson. He/she shall be elected annually by the Deacon Ministry from among its members and shall perform such services as may be requested by the Chairperson.

Section 12. Meetings of the Deacon Ministry:

The Deacon Ministry shall hold regular meetings on the Saturday before the first Sunday of each month. Special meetings may be called by the Senior Pastor or Chairperson of the Deacon Ministry.

Section 13. Quorum:

A quorum for regular or special meetings shall consist of a simple majority of the membership of the Deacon Ministry.

ARTICLE XII
CONFLICT OF INTEREST AND RECUSAL

Notwithstanding any provision of the Church's Constitution and Bylaws to the contrary, each of the Senior Pastor, Officers, Board of Trustee members, Finance and Operations Ministry members, Deacon Ministry members, and Church staff shall recuse himself or herself from any deliberations or voting on matters in which he or she or any of his or her family members has a personal financial stake or interest. Any board member who perceives a conflict of interest has responsibility to bring it to the attention of the board.

ARTICLE XIII
CHURCH LEADERSHIP TEAM

There is hereby established a Church Leadership Team. The Church Leadership Team shall serve as an unofficial church committee to serve in an advisory function, rather than a body with formal decision-making authority. The Church Leadership Team shall consist of the Senior Pastor, one staff member selected by the Senior Pastor, the Chairperson of the Finance and Operations, and the Chairperson of the Deacon Ministry. The Church Leadership Team shall meet once per month or as the need arises. The Church Leadership Team shall propose the agenda for meetings of the Board of Trustees. The Church Leadership Team shall collectively provide strategic and tactical advice in order to facilitate excellence in both business and spiritual functions.

ARTICLE XIV
POLICIES AND PROCEDURES MANUAL

The Board of Trustees shall create and maintain a Policies and Procedures Manual for the Church which sets forth policies and procedures governing the activities of the Board of Trustees, the Finance and Operations Ministry, the Church's staff, and the ministries of the Church. The Policies and Procedures Manual shall contain such provisions as determined by the Board of Trustees to be in the best interests of the Church and its ministries. The Board of Trustees may at any time and from time to time amend, modify or replace the Policies and Procedures Manual; provided, however, that the Policies and Procedures Manual shall not contain any provision which is inconsistent with any provision of the Constitution and Bylaws of the Church or with any provision of the Charter of the Church.

ARTICLE XV
PARLIMENTARY PROCEDURE

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Church in all matters to which they are applicable and in which they are not inconsistent with the Charter, Constitution and Bylaws, or other rules of the Church.

ARTICLE XVI
INDEMNIFICATION

Each member of the Board of Trustees, and all officers of the Church, are hereby and shall be indemnified by the Church from and against liabilities and peril to the maximum extent permitted by applicable Maryland law. Notwithstanding the general scope and nature of the foregoing indemnity, nothing herein shall prevent the Church from obtaining such "Directors' and Officers'" liability insurance or other bonding or sureties, and in such amounts and form, as the Church (acting by and through its Board of Trustees may deem appropriate or advisable).

ARTICLE XVII
TRANSITION MATTERS

Section 1. Transition of Officers:

Notwithstanding any other provision of this Constitution and Bylaws to the contrary, the following officers of the Church serving as of the date on which this Constitution and Bylaws is adopted shall continue to serve in the same office until the 2018 Annual Meeting:

- Chair of Finance and Operations Ministry (formerly “Trustee Board Ministry”)
- Vice Chair of Finance and Operations Ministry (formerly “Trustee Board Ministry”)
- Financial Secretary
- Assistant Financial Secretary

The two (2) current At Large members of the Joint Trustee Board will continue their term as At Large members of the new Board of Trustees. Their terms will end at the end of 2018.

The four (4) current At Large members of the Trustee Board Ministry whose terms end in 2018 under the previous Constitution will remain as At Large members of the Finance and Operations Ministry until new At Large members are elected to the Board of Trustees at the 2018 Annual Meeting.

All other officers will be elected at the delayed 2017 Annual Meeting of the Church which will be held on March 10, 2018.

To ensure that the terms of the officers are staggered the officers will be elected according to the schedule below:

| Elected at Delayed Annual Meeting March 10, 2018 | Elected at 2018 Annual Meeting prior to end of 2018 |
|---|---|
| Treasurer | Chair Finance and Operations Ministry |
| Assistant Treasurer | Vice Chair Finance and Operations Ministry |
| Corporate Secretary | Financial Secretary |
| Two (2) At Large Members of Board of Trustees | Assistant Financial Secretary |
| Two (2) Deacons | Two (2) At Large Members of the Board of Trustees |
| One (1) At Large Member of Finance and Operations Ministry | Four (4) At Large Member of Finance and Operations Ministry |

Section 2. Transition of Budget:

Notwithstanding any other provision of this Constitution and Bylaws to the contrary, the Annual Budget in effect as of the date on which this Constitution and Bylaws is adopted shall continue in effect until the 2017 Annual Meeting of the Church scheduled for March 10, 2018 and until the new Annual Budget is adopted at such Annual Meeting.

ARTICLE XVIII
SEPARABILITY PROVISIONS

If any provision of this Constitution and Bylaws, or any application thereof is invalid for any persons or circumstances, the remainder of the Constitution and Bylaws and application of the provisions to other persons not similarly situated or to other circumstances shall not be affected thereby.

ARTICLE XIX
AMENDMENTS

This Constitution and Bylaws amends, restates and supersedes in its entirety any previously adopted Constitution and Bylaws of the Church. This Constitution and Bylaws may be amended, modified or rescinded by the affirmative vote of at least two-thirds (2/3) vote of active members present (including absentee ballots) at any Annual, Mid-Year or Special Meeting of the Church at which a quorum required for taking such vote is present. Written notice of such amendment stating the proposed change shall be posted and copies distributed to the members at least fifteen (15) days prior to the meeting.

ADOPTED ON 12/10/2017