

**BYLAWS
IMMANUEL BAPTIST CHURCH
NASHVILLE, TENNESSEE**

**ARTICLE I
NAME**

Name. This church shall be known as the “Immanuel Baptist Church” located in Davidson County, Tennessee.

**ARTICLE II
MEMBERS**

Section 1. *Qualifications for Membership.*

A. Immanuel Baptist Church accepts all Christians who desire to unite with this church, fulfill the command and calling of Jesus to share the Gospel and to love one another, and satisfy the qualifications set forth in this Section. To be eligible for membership in this church a person must meet or perform one of the following qualifications:

1. Public profession of faith in Jesus Christ followed by immersion baptism; or
2. Transfer of membership from another Baptist church; or
3. Statement of previous Christian experience as a believer already baptized by immersion; or
4. Statement of previous Christian experience that includes:
 - a. Baptism in any form;
 - b. a confirmation process or other public profession of faith; and
 - c. a sincere desire to follow Jesus Christ.

B. Those who wish to affiliate with the church in a shared purpose but choose not to seek membership by any of the above methods may request Watch Care status. Individuals under Watch Care, although non-voting members, are included in a Deacon Care group, recognized as valued friends of the church, encouraged to participate in worship and regular church-sponsored activities, and encouraged to assist with special projects.

C. All who are interested in becoming members and those who have recently become members are strongly encouraged to attend a new member orientation class in order to become fully aware of Baptist distinctives, the rich heritage and traditions of Immanuel Baptist Church, and the opportunities and responsibilities shared by members.

Section 2. *Application for Membership.* A person may apply for membership by responding to an invitation at any regular or special service of this church. If physically unable to present oneself, he or she may ask one of the ministers to present such request for membership in a business meeting.

Section 3. *Admission of Members.* Applications for membership are considered only after all qualifications for membership have been met. Applications are approved by a unanimous vote of the members present and voting at a regular business meeting of the church. If an applicant fails to receive the required vote, the pastor and deacons shall investigate the validity of the objections and shall bring a report at a subsequent business meeting, when a reconsideration of the application may be entertained. A vote of three-fourths (3/4) of the members present and voting at such a business meeting shall be required to approve the contested application.

Section 4. *Authority of the Congregation.* The members forming the congregation of the church are the decision-making authority of the church.

Section 5. *Transfers of Membership from the Membership Roll.* A request initiated by a member submitted by another church asking for a letter transferring membership to that church shall be presented at the next regular business meeting following the receipt of the request. Letters of transfer shall be issued upon the majority vote of the members present and voting.

Section 6. *Removals from the Membership Roll.*

A. A request initiated by a member and submitted by the member asking for removal from the membership roll shall be acknowledged and presented at the next regular business meeting following the receipt of the request. Request for removal shall be granted and the requesting member removed from the membership roll.

B. A request for removal from the membership roll not initiated by the member may be considered in cases where the member has died or has joined another church that does not request transfer of membership. Information about the member's situation shall be checked for accuracy prior to consideration at a regular business meeting. If information is accurate, request for removal shall be granted and the member removed from the membership roll.

Section 7. *Privileges and Responsibilities of Members.* Only church members may vote in church business meetings; serve as officers of the church; serve as coordinators for church committees; serve as directors of church programs, ministries, or organizations; serve as lead teachers in a church program, ministry, or organization; or officially represent the congregation among any group outside the congregation. Members are expected to support the church by personal and prayerful participation in the life of the congregation, by service and ministry with and to fellow participants, by financial support of the church's budget, by extending invitations to others to participate in the life of the congregation, and by living as Christian examples who embody the church covenant in their personal lives.

**ARTICLE III
OFFICERS AND THEIR DUTIES**

Section 1. *Eligibility.* Each person eligible for election as an officer of the church, or as an officer or teacher in any organization of the church, shall be a member of the church, except that a pastor shall only be required to hold membership subsequent to his/her call.

Section 2. *General Officers.* The general officers of this church shall be a pastor, seven (7) directors (trustees), deacons, the number of which shall be determined under Article V, Section 2, a clerk (secretary in accordance with Tennessee Code Annotated, Section 48-58-401), a treasurer, a parliamentarian, an alternate parliamentarian, an associational representative and a church historian.

Section 3. *Other Officers.* Other officers may be elected or approved by the church.

Section 4. *Role and Function of Pastor.* The pastor shall be the spiritual leader of the church, and his/her responsibilities shall be those set forth by the church. The pastor or his/her designee shall preside at all business meetings of the church. (Refer to Personnel Manual.)

Section 5. *Role and Function of Deacons.* Deacons are servants of Christ and of his church. In their role as servants, deacons assist the church in the accomplishment of its

total mission. In conjunction with the pastor and staff, deacons serve with the goal of guiding the church and its members in worship, in service and ministry, and in effective use of the church's personal and corporate resources. Deacons serve as advisors to the congregation, pastor, and staff in all areas of the church's life. They shall plan, review, evaluate, and recommend to the congregation proposals for improving the effectiveness of the church's worship, witness, education, ministry, and fellowship.

Section 6. *Eligibility and Qualification of Deacons.* To be eligible for service as a deacon of Immanuel Baptist Church, persons at the time the deacon ballots are distributed pursuant to Article V, Section 6 of these bylaws shall: (1) be a resident member of Immanuel Baptist Church; (2) be at least twenty-five years of age; (3) have been a member of Immanuel Baptist Church for at least one year; (4) have actively participated in the life of the church, by being a member of a church committee or being elected to a church office (i.e., treasurer, Sunday School teacher, etc.), at some point within the three years preceding their nomination; and (5) have financially supported the church, either personally or through their family giving unit, during each year of their membership or during each of the three years preceding their nomination, whichever period of time is shorter. Deacons should reflect those qualities that the church expects of its members including regular church attendance and financial support of the church. Persons nominated to serve as deacons should also agree to commit their time to serve a deacon care group, to attend deacons' meetings regularly, and to study carefully the teachings of scripture before agreeing to serve. They also should examine the church covenant as an expression of what the church calls each of its members to be and to do.

Section 7. *Duties of Clerk (Secretary).* The clerk (secretary in accordance with Tennessee Code Annotated, Section 48-58-401) shall keep a full and complete record of all proceedings of the church. He/she shall oversee the keeping of a list of all members and the writing of all letters ordered by the church and not directed to be written otherwise. He/she shall make monthly and annual reports to the church.

Section 8. *Duties of Treasurer.* It shall be the duty of the treasurer to take charge of all monies and disburse the same in accordance with the policies established by the church. He/she shall keep a full account of all money received and from what source and of all amounts paid out and for what purpose. He/she shall make monthly and annual reports to the deacons and to the church. The church shall procure a bond in the amount of at least ten thousand dollars (\$10,000) with such company or companies as is satisfactory to the church to assure that the duties of those persons handling the funds of the church are faithfully discharged.

Section 9. *Duties of the Directors (Trustees).* The directors (trustees) shall have no authority to act except in accordance with instructions given by the vote of a majority of those members present and voting at a duly convened meeting with the following exception:

A. The Immanuel Baptist Church directors are authorized and directed to appoint a Contract Review Panel of at least three church members licensed to practice law in the state of Tennessee who are willing to provide legal assistance to the directors and church committees *pro bono*. Though not exclusive to this list, the following types of contracts shall be reviewed by at least one member of the Contract Review Panel prior to being executed:

(1) Contracts with a total dollar amount in excess of two thousand dollars (\$2,000);

- (2) Contracts regarding the use of church facilities, furniture, and/or equipment;
- (3) Contracts requiring the church to perform any activity or to incur any potential liability.

B. Immanuel Baptist Church committees, members, and personnel desiring to engage in a project that will require entering into one or more contracts to which the church is to be a party shall notify the church directors prior to seeking church approval of the project.

The directors shall determine, in accordance with the policy and procedures set forth herein, whether one or more members of the Contract Review Panel shall be consulted during the contract negotiation and review process for said project. Except in the case of an emergency as determined by the Pastor and the President, no contract shall be entered into by the church unless the terms thereof have been approved by the directors.

C. The directors are further authorized to develop additional procedures for the implementation of this policy, provided such procedures are not inconsistent with the express terms of this policy.

Section 10. *Officers of the Directors (Trustees).* A president shall be elected by the directors (trustees) from their number. He/she shall preside over the meetings of the directors (trustees), and do and perform such duties as may be delegated by the church. A secretary shall be elected by the directors (trustees) from their number. He/she shall keep a record of the proceedings of the directors (trustees). The president and the secretary shall be elected for a term of one year.

Section 11. *Duties of Parliamentarian.* The parliamentarian shall serve as a resource person to the church moderator and church body in regularly scheduled and called business meetings. The latest version of *Robert's Rules of Order* shall be the standard of parliamentary law at all deliberative meetings.

Section 12. *Alternate Parliamentarian.* The alternate parliamentarian shall serve as a resource person to the church moderator and church body in regularly scheduled and called business meetings in the absence of or in conjunction with the parliamentarian.

Section 13. *Associational Representative.* The associational representative shall represent the church at the annual meeting of the Nashville Baptist Association.

Section 14. *Historian.* The church historian shall foster an understanding and appreciation of the history of this church; gather and preserve historical records, mementos, and other objects of historical interest pertaining to this church and its activities; and, maintain displays in the Heritage room.

ARTICLE IV COMMITTEES AND THE COMMITTEE MANUAL

Section 1. *Lay Leadership.* Church committees and the membership and functions of the standing committees are described in the Committee Manual. The Committee on Committees selects and nominates to the church the coordinators and members of all standing committees and of all special committees as assigned by the church.

Section 2. *Committees and Bylaws.* The bylaws contain references to six standing committees: two functions of the Committee on Committees; one function of the Education Committee; the membership and most of the functions of the Committee on Deacons; one function of the Personnel Committee; one function of the Stewardship Committee; and one function of the Polity and Procedures Committee. Article V, Section

5 describes the membership and functions of the Pastor Search Committee. Nominations for that committee shall be made by a special committee whose membership is named by the bylaws.

Section 3. *Revision of the Committee Manual and Amendments to the Bylaws.* Most revisions of the Committee Manual will not require amendments to the bylaws. However, if a proposed revision of the Committee Manual which affects the wording in the bylaws is adopted by the church, then the bylaws would have to be amended. If any changes in the Pastor Search Committee and/or its nominating committee are recommended by the Polity and Procedures Committee and adopted by the church, then the bylaws would have to be amended, but the Committee Manual would not be affected.

ARTICLE V ELECTION AND SELECTION OF CHURCH LEADERS

Section 1. *Election of Officers and Terms of Service.*

A. At each annual business meeting held in April the following officers shall be elected: deacons, the number of which shall be determined under Section 2 of this Article, [for a term of three (3) years]; seven (7) directors (trustees), clerk, treasurer, parliamentarian, alternate parliamentarian, associational representative and church historian [each for a term of one (1) year]. (1) Deacons shall be elected as described in Section 2 of this Article. (2) The directors, clerk, treasurer, parliamentarian, alternate parliamentarian, associational representative and church historian shall be nominated by the Committee on Committees for election at the annual business meeting. Ballots setting forth all nominations shall be prepared, and such ballots shall be distributed to members of the church in attendance at the annual meeting. These ballots will be marked by the members and returned to such tellers as may be appointed by the chair of the deacons. The tellers shall count the ballots, and the nominees receiving the highest number of votes shall be declared elected and so announced. In the event of a tie vote, there shall be a subsequent election for the position between the nominees receiving the tie vote.

B. All other volunteer officers, teachers, and leaders shall be nominated by the Education Committee and elected by the church in regular business session. Each shall serve a term of one year and shall be eligible to succeed himself/herself.

Section 2. *Selection and Election of Deacons.*

A. The total number of deacons shall be determined annually to reflect a ratio of one (1) deacon for every twenty-five (25) resident members (or portion thereof). For the purposes of this Article, resident members shall be defined as all members of Immanuel Baptist Church as are listed on the roll of the church on December 31 of the preceding calendar year except (1) those members who reside outside of the Nashville area and do not attend the church except on occasions when they are in town; and (2) members for whom the church has no current address. Beginning in 2015 and thereafter the number of deacons to be elected shall be the number required to achieve the ratio set forth herein for that church year. On the first Sunday in January each year, an announcement of the approaching election of deacons shall be made in the church newsletter. This announcement shall emphasize the importance of the role and function of deacons in Immanuel Baptist Church and shall include a copy of Section 6 of Article III of these bylaws.

B. The church administrative staff shall maintain a list of church members that meet the eligibility requirements for deacons set forth in Article III, Section 6 of these bylaws. On or before the third Sunday in January of each year, the church administrative staff shall distribute ballot forms providing sufficient space for the required number of deacon

nominees for this election and listing all active and honorary deacons. Active and honorary deacons shall be ineligible for nomination. Qualifications for deacons as defined in Article III, Section 6, of the Bylaws shall be printed on the back of the ballot forms. The list of members eligible to be nominated shall be distributed at the same time as the ballot form.

C. The period for receiving nominations shall extend from the third Sunday in January until the second Sunday in February. During this period each church member shall be encouraged to submit one ballot nominating church members from the distributed eligibility list, up to the number required by this article, he or she believes meet the scriptural qualifications for deacons and those specified in these bylaws. After completing the ballot, the voter shall place it, unsigned, in an envelope, print his/her name on the outside of the envelope, and deliver the envelope to the church not later than the end of the nomination period.

D. A Tabulating Committee shall be formed by at least three (3) volunteers from among the deacons. At the close of the nomination period, the Tabulating Committee shall compare the names on the ballot envelopes with the church membership list to be sure all voters are actually members, and that each has voted only once. The Committee shall develop appropriate procedures consistent with these Bylaws for the tallying of ballots that will ensure the confidentiality of the voter. Once the ballots are tallied, the Committee shall prepare a candidate list in order of the number of nominations received, and deliver this candidate list to the church administrative staff. The church administrative staff shall then prepare a list of qualified candidates, in order of number of nominations received, and deliver this list to the Committee on Deacons. If two or more qualified candidates receive the same number of nominations, the church administrative staff shall conduct a random drawing to establish priority among them.

E. The Committee on Deacons shall be a standing committee of the church and shall be composed of three members. These members shall be elected for a three (3) year term with one (1) member rotating off the committee each year. After receiving the list of qualified candidates, the Committee on Deacons shall contact the required number on the qualified list who received the most nominations and ask that they consider serving as deacons.

1. The Committee shall personally interview those willing to consider service, explaining the role and functions (as defined in Article III, Section 5, of the Bylaws) and the qualifications of deacons. The Committee shall discuss the church's desire that each candidate examine himself or herself on the basis of the teachings of scripture and the church covenant and Bylaws Article III, Section 6.

2. Should any of these people decline to serve, the Committee shall contact additional person(s) in order of nominations received and carry out the same interview process until a full slate of deacon nominees to fulfill the ratio set forth in Article V, Section 2 A of the Bylaws is obtained. The Committee shall retain the list of qualified candidates for use in case a vacancy should occur in the office of deacon during the coming year.

F. At the time of the annual election of church officers, the entire slate of deacon nominees shall be presented to the church for approval in one vote. In the event that a slate is rejected by the church, the process for recommending deacons shall begin again in accordance with Section 2 B. The coordinator of the committee counting votes in the annual election of officers and deacons shall notify the coordinator of the Committee on Deacons the results of the vote. If the slate is approved, the nominees shall be elected to serve three (3) year terms as deacons.

G. In the event that a vacancy occurs in the office of deacon for an unexpired term of over one (1) year, the Committee on Deacons shall invite the unelected qualified

candidate who received the most nominations during the most recent nomination period to fill the unexpired term of the vacancy. The unelected qualified candidates shall be contacted in order until one of them agrees to fill the unexpired term of the vacancy. The candidate shall be voted on at a business meeting of the church. Vacancies of less than one (1) year shall not be filled.

Section 3. *Honorary Deacons*

A. Any deacon who has served Immanuel Baptist Church for a minimum of three (3) full terms of three (3) years each and who has by reason of ill health or injury become permanently incapacitated from performing the duties of his office shall have the option to be elected an honorary deacon for life at any regular meeting of the church by a majority vote of those present and voting.

B. Any deacon who has served Immanuel Baptist Church for a minimum of three (3) full terms of three (3) years each and who has attained the age of seventy (70) before, during or after his/her third (3rd) or subsequent term shall at the expiration of the third (3rd) or subsequent term have the option to be elected an honorary deacon for life at any regular meeting of the church by a majority vote of those present and voting.

C. The Committee on Deacons shall be responsible for notifying deacons when they are eligible to exercise the option of becoming honorary deacons. The committee shall also be responsible for presenting to the church at any regular meeting of the church names of persons who have met the qualifications and who have chosen the option to become honorary deacons.

D. Any deacon exercising the option to become an honorary deacon shall not be eligible for election as an active deacon at any future date. Honorary deacons shall be entitled to all the privileges and courtesies inherent in the office of deacon, and they shall be encouraged to attend the meetings and participate in discussions but shall not be entitled to vote on matters of business before the deacons.

Section 4. *Messengers.* Messengers to denominational meetings shall be elected by the church upon nomination by the Committee on Committees. Additional nominations may be made from the floor. The church may from time to time establish such policies as necessary for the election of messengers.

Section 5. *Selection and Call of the Pastor.*

A. Whenever it becomes necessary for the church to seek a pastor, a Pastor Search Committee shall be established. The size of this committee shall be determined by the church but shall in no case be less than five (5) or more than seven (7) members. Nominations for this committee shall be made by a special committee composed of the chair of deacons and coordinators of the following committees: Missions and Ministry, Worship, and Personnel. In event that one of the foregoing committees has co-coordinators, the respective committee will choose one of the co-coordinators to serve as a representative. A list of nominees, representing a broad cross-section of the church membership, shall be submitted to the church for election at a special business meeting called for the purpose of electing the Pastor Search Committee. Other nominations may be made from the floor. The nominees who receive the greatest number of votes shall be elected to serve on this committee.

B. Prior to recommending a candidate to the church to serve in the office of Pastor, the Pastor Search Committee shall work with the Personnel Committee and Stewardship Committee to negotiate a compensation package with the candidate, including salary, benefits, and vacation/leave time, as applicable.

C. The Pastor Search Committee shall recommend to the church a person for the office of Pastor. Only one person shall be under consideration by the membership at a time. A pastor shall be called by the vote of at least three-fourths (3/4) of the members present

and voting by written ballot at a special business meeting called for the purpose of calling a pastor.

D. The tenure of the pastor's service shall continue for such time as is mutually agreeable to himself/herself and the church.

Section 6. *Election of Other Ministers.* As the church members deem appropriate, additional or specialized ministers may be called to service with the congregation.

A. When a new position has been established or whenever it becomes necessary to elect a replacement for one of the established positions, the Personnel Committee shall recommend to the church a person for the position to be filled. Prior to recommending the person to the church, the Personnel Committee and Stewardship Committee shall negotiate a compensation package with the candidate, including salary, benefits, and vacation/leave time, as applicable.

B. Only one person at a time shall be under consideration by the membership for each position. The person shall be elected by the vote of a majority of those members present and voting at a duly convened meeting.

C. The tenure of service as a minister with the congregation shall continue for such time as is mutually agreeable to the person elected and the church.

Section 7. *Removal.* An officer or teacher elected by the members may be removed by the members only at a meeting called for the purpose of removing the officer or teacher, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the officer or teacher.

Section 8. *Vacancies.* Should any office of the church become vacant, the church shall, as soon as practical, fill it with the exception that a deacon vacancy of less than one (1) year shall not be filled. A vacancy may be filled at any regular or special meeting of the church. In the case of general church officers written notice shall be given in accordance with the notice section of these bylaws. All officers of the church shall serve until their successors are elected.

ARTICLE VI MEETINGS OF MEMBERS

Section 1. *Worship Services.*

A. The church shall regularly meet for the conduct of its services of worship on Sunday and on Wednesday night at such times as the congregation may fix.

B. The church may hold special services of worship on such dates and at such times as the congregation may fix.

C. The Lord's Supper shall be observed every two (2) months as may be scheduled in the church calendar or fixed by the congregation.

D. The ordinance of baptism shall be observed at any regular or special service of worship as may be fixed by the pastor for the convenience of candidates for baptism.

Section 2. *Annual Meetings.*

A. An annual meeting of members for the election of general officers of the church shall be held on the second Sunday in April of each year at the time of the morning worship service. If Palm Sunday occurs on the second Sunday in April, the election shall be held on the first Sunday in April and if Easter occurs on the second Sunday in April, the election shall be held on the third Sunday in April. No matters, other than the election of general officers, shall be considered at this meeting, except on special action of the congregation and the giving of special notice pursuant to Tennessee Code Annotated,

Section 48-57-105, and these bylaws.

B. An annual general business meeting of members shall be held on the date of the regular monthly business meeting in May. At this annual meeting, the general officers of the church and the committees of the church shall report on the activities and financial condition of the church, and the members may consider and act upon such other matters as may be properly considered at a regular monthly business and on such other matters as may be raised consistent with the special notice requirements of Tennessee Code Annotated, Section 48-57-105, and these bylaws.

C. An annual meeting of members to consider the activities of the organizations of the church shall be held on the date of the first monthly business meeting following the close of the church organizational year. At this annual meeting, the heads of the church organizations shall report to the church on the activities of their respective organizations, and the members may consider and act upon such other matters as may be properly considered at a regular monthly business meeting and on such other matters as may be raised consistent with the special notice requirements of Tennessee Code Annotated, Section 48-57-105, and these bylaws.

D. The dates of the annual meetings shall be fixed by the congregation in the annual church calendar. In the event the congregation deems it appropriate, either in setting the annual church calendar or during the course of the year, to change the date of any annual meeting it may do so by special action, provided that the new date is within one (1) month of the date specified in these bylaws and that notice of any such change is given consistent with the general notice requirements of Tennessee Code Annotated, Section 48-57-105, and these bylaws.

Section 3. *Regular Monthly Business Meetings.*

A. Regular business meetings of the members shall be held monthly for the purpose of considering the regular business of the church. At such meetings the members may consider any aspect of the business or activities of the church not required to be considered otherwise by these bylaws. The dates of the regular monthly business meetings shall be fixed by the congregation in the annual church calendar. In the event the congregation deems it appropriate, either in setting the annual church calendar or during the course of the year, to change the date of any regular monthly business meeting it may do so by special action, provided that the new date is within two (2) weeks of the date specified in these bylaws and that notice of any such change is given consistent with the general notice requirements of Tennessee Code Annotated, Section 48-57-105, and these bylaws.

B. Unless special notice is otherwise required by law and these bylaws, notice of the regular monthly meetings is sufficient by inclusion in the church calendar and inclusion in church publications at least once prior to the date of the meeting. In addition to other requirements of notice in these bylaws, special notice, as in the case of a special meeting, is required for the consideration at regular monthly meetings of:

1. A proposal to change the duties or compensation of any person employed by the church;
2. For the calling, hiring, firing, or removal of the pastor, and/or any of the ministerial staff;
3. For action with respect to the annual budget of the church;
4. For any proposal which might result in the expenditure by the church of more than five thousand dollars (\$5,000), other than as approved by the budget; provided, however, any expenditure in excess of this limit which would result from an emergency situation may be approved by the pastor, chair of the deacons, and coordinator of the church committee under which the subject of the emergency falls;
5. For amendment of, or other action with respect to, the charter, the bylaws, the church covenant or the confession of faith; or

6. For the reorganization of any church organization.

In addition, if as many as seven (7) persons present at any meeting object to the consideration of any matter without the giving of such special notice, that matter will not be considered until a meeting is held pursuant to such special notice.

Section 4. *Special Business Meetings.*

A. Special business meetings may be called by the pastor, or by the chair of the deacons, or by the written request of at least ten percent (10%) of the members.

B. At any special business meeting special notice shall be given, and no business may be transacted except such as was described in the notice of meeting.

Section 5. *Notice.*

A. Notice of any annual or special business meeting, or any regular business meeting for which special notice is required, shall be in writing and distributed as follows:

1. Mailed by first-class mail no fewer than ten (10) days and no more than two (2) months before the meeting date; or

2. Sent by electronic mail no fewer than ten (10) days and no more than two (2) months before the meeting date to those members that have notified the church office, as of the date the notice is sent, of their desire to receive church communications by electronic mail.

B. Notice is effective when mailed, postage prepaid, and correctly addressed to the member's address, or sent to the member's electronic mail address for those members desiring to receive church communications by electronic mail, as shown on the record of members as of the date the notice is sent.

C. Notice may be included in the church newsletter or other publication regularly sent to members if addressed or delivered to the member's mailing address or electronic mail address shown in the record of members as of the date the notice is sent, or in the case of members who are residents of the same household and have the same address in the record of members, if addressed or delivered to one such member at the mailing or electronic mail address appearing on the record of members as of the date the notice is sent.

D. All notices shall include place (which, unless otherwise noted, shall be at the meeting house of the church), date and time of the meeting and a general description of the nature of the meeting.

E. Special notices shall also include a description of any matter or matters to be considered at the particular meeting and any other matters which may be required by these bylaws.

F. If any meeting is adjourned to a different date, time, or place, notice thereof need not be given if this information is announced at the meeting before adjournment, provided that no matters can be considered at the adjourned meeting which could not have been considered at the original meeting unless special notice of the consideration of such new matters is given as required for a special meeting.

Section 6. *Record Date. (Date for determining who is entitled to vote).* The record date of any business meeting of the church, including any adjourned meeting, shall be the Sunday preceding that meeting.

Section 7. *Quorum.*

A. In accordance with the corporate charter, at meetings for the transaction of business, five percent (5%) of the resident membership as of the record date for the meeting shall constitute a quorum.

B. If a quorum is not present to organize a meeting, the meeting shall be adjourned to be reconvened at the next regular monthly business meeting or at a special meeting to be

called in accordance with these bylaws.

Section 8. *Voting.* Each member is entitled to one (1) vote. Absentee balloting or voting by proxy shall not be permitted.

Section 9. *Procedure.* The latest revision of *Robert's Rules of Order* shall be the standard of parliamentary law at all deliberative meetings.

Section 10. *Emergency Cancellation or Adjournments.* In the event of severely inclement weather or other unforeseen emergency, the pastor, after consultation with the chair of deacons or in the event of his/her unavailability, another deacon officer, may cancel any worship service and may declare any business meeting adjourned to be reconvened on a date and at a time to be fixed by the congregation. A new notice shall be given for any business meeting adjourned pursuant to this provision.

ARTICLE VII DISCIPLINE

Section 1. *Purpose and Processes.* This church is a fellowship of disciples in Christ. To be a disciple and to sustain a fellowship requires discipline. Thus, discipline encompasses all those processes by which we as individuals and as a church are developed, shaped, and equipped for life in Christ. We discipline ourselves by prayer, study, reflection, and conscious attention to our own thoughts, habits, and actions. We are disciplined together as we worship, serve, and celebrate together in this fellowship. Discipline is not to be conceived as being confined to punishment, but rather is to be conceived as carrying forward the making of disciples. All discipline cannot be reduced to formal processes to be included in bylaws, but bylaws may and should set forth guidelines for processes of discipline to preserve, protect, and restore the fellowship of disciples. The bonds of fellowship may be threatened in three (3) ways which are susceptible to resolution by formal processes: by controversies among the members; by the actions and words of members which are perceived by other members as being wrongful to them; or by the actions and words which are perceived by other members as being wrongful to the church. The processes of discipline should be characterized by recognition, forgiveness, reconciliation, and restoration prompted and carried forward out of and through love.

Section 2. *Controversies Among Members.* When the congregation discerns that a controversy within the membership appears so divisive as to threaten the fellowship, the congregation may resolve to pursue that following processes of mediation between the contending groups:

A. One or more representatives of each point of view shall be chosen by the congregation to meet privately to discuss their differences and attempt to resolve them. If the representatives agree on a resolution of their differences, that resolution shall be presented to the congregation for its consideration.

B. If the representatives cannot agree, they shall report to the congregation that further mediation may be useful. The congregation may designate one or more persons who need not be members of this church to mediate the controversy. Any such mediators shall report the results of their efforts to the congregation.

C. Only after exhausting such efforts of mediation as appear to be reasonably appropriate to the congregation shall the congregation vote to decide the controverted issues.

Section 3. *Perceived Wrongs Against Members.*

A. When one member perceives that he/she may have wronged another, he/she shall ask

the other's forgiveness. If some feelings of resentment or animosity or separation appear to persist, either member should go to the other, in the spirit of love and not judgment, and seek to be reconciled.

B. If despite such efforts at reconciliation, such feelings persist, then either member may ask two or more members held in mutual respect to attempt to mediate their differences.

C. If despite such efforts at mediation such feelings persist, any member of the church may present the matter to the congregation, which may take such action as it deems consistent with the protection, preservation, and restoration of fellowship.

Section 4. *Perceived Wrongs Against the Church.*

A. If despite all appropriate efforts at reconciliation and restoration a member persists in action which threatens the bonds of fellowship, the deacons on so finding, shall designate a committee of their number to inquire into the matter. Such committee of inquiry shall report the results of their investigation to the deacons, who shall recommend such action to the congregation as they deem appropriate for the protection, preservation, and restoration of the fellowship.

B. If the deacons conclude that some action should be taken by the congregation against the member, they shall prepare a written specification of charges against the member, which specification shall include a stated period, not less than thirty (30) days after service thereof on the member, within which period the member shall be entitled to respond in writing.

C. The congregation shall then set a date for a special meeting for the purpose of considering the charges and the response of the member. At that meeting the deacons shall present the charges; the member shall be afforded an opportunity to be heard in person; and the deacons shall be given an opportunity to reply to the response of the member. The deacons and the member may each present such supporting evidence by affidavit or by oral testimony as they may deem appropriate. The congregation shall have the right to question the member or any witness.

D. After fully hearing the matter, the congregation shall vote to take such action as it deems appropriate in order to preserve and to protect the fellowship, remembering always that the purpose of this process is to reconcile and restore and not to condemn and punish.

Section 5. *Processes Not Exclusive or Mandatory.* The processes set forth in this Article are not to be construed as being exclusive or mandatory, but rather are to be construed as suggested guidelines to be followed as the congregation in its judgment may consider appropriate. Nothing in this Article shall be construed as prohibiting the congregation from following other processes consistent with its understanding of New Testament teachings and fundamental fairness, or as prohibiting members from attempting to work out their differences on an informal basis.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. *Buildings and Grounds.* The buildings and grounds owned by this church shall be occupied and used by this church purely and exclusively for carrying out the purposes for which this church was created and exists. The congregation may establish policies governing the use of church facilities and equipment consistent with this provision.

Section 2. *Execution of Documents on Behalf of Church.* With the prior authorization of the congregation all contracts or other documents to be executed in the name of and on behalf of this church shall be executed by such persons as the congregation may by resolution designate. In the event no person has been so designated for the execution of

any particular authorized document, such document shall be executed on behalf of the church by the president of the directors (trustees) and attested by the church clerk (secretary).

Section 3. Church Calendar. The church, by vote of congregation, shall adopt a general calendar scheduling events for each year. A monthly schedule shall be published each month in church publications and maintained on the church website.

Section 4. Interim Pastor. In the event of a vacancy in the office of pastor, or in the event the pastor is unable to serve for any extended period, the congregation may call an interim pastor to serve until the office of pastor is filled or until the pastor is able to serve, as the case may be. Any such interim pastor shall perform such duties as may be fixed by the congregation.

Section 5. Expenditures. Any committee recommendation or motion made at any meeting of the members that may require the expenditure of funds in excess of those funds previously budgeted shall be referred to the Stewardship Committee for consideration and recommendation prior to presentation to the congregation for its action. Such committee shall act on the matter prior to the next regular business meeting. If it fails or refuses to act within that time, the congregation may act on the matter without the benefit of committee recommendation.

Section 6. Fiscal Year. The fiscal year of this church shall be May 1 to April 30.

Section 7. Accounting Records and Financial Statements.

A. The congregation shall adopt policies for maintaining appropriate accounting records and preparing financial statements, which policies shall include the basis of accounting to be followed.

B. The congregation shall designate one (1) or more persons to be responsible for maintaining the accounting records of the church and for preparing annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year.

C. Pursuant to Tennessee Code Annotated, Section 48-66-201, if annual financial statements are reported upon by a public accountant, his/her report must accompany them. If not, the following statements must be accompanied by the statement of the person responsible for the church's financial accounting records:

1. Stating that person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and

2. Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

D. If requested in writing by any member, the church shall furnish annual financial statements to the member by mailing a copy thereof to the requesting member within one (1) month after notice of the request; provided, however, that with respect to the financial statements for the most recently completed fiscal year, the statements shall be mailed to the member within four (4) months after the close of the fiscal year.

Section 8. Immanuel Baptist Church Parents' Day Out. The church shall have the authority to provide a Parents' Day Out (PDO) program as a ministry of the church. The revenues and expenses of PDO shall be administered in an account separate from the general funds of the church. Any excess revenue shall be placed in a PDO reserve

account and will be utilized in accordance with the church's policies for undesignated funds.

Section 9. Construction.

- A. These bylaws shall be construed in accordance with the Holy Scriptures and the Confession of Faith adopted by the church.
- B. Unless context clearly indicates the contrary, words in the singular shall include the plural and vice versa, and words in the masculine gender shall include the feminine.
- C. Any reference in these bylaws to committees by name shall include committees having the same function by whatever name.

Section 10. Review of matters related to finances and personnel.

- A. Notwithstanding any other provision contained in these bylaws to the contrary, matters of church business concerning the following shall be submitted to the Deacons and the Stewardship Committee for a recommendation prior to consideration at a church business meeting.
 - 1. The annual church budget.
 - 2. Unbudgeted expenditures in excess of \$5,000, including the expenditure of special and memorial gifts.
 - 3. The establishment of capital campaigns.
 - 4. The salaries of ministerial and full-time support staff.
- B. In addition to the foregoing, the employment and dismissal of full-time support staff, the calling or dismissal of ministerial staff, and a change in the job descriptions of ministerial and full-time staff shall be submitted to the Deacons for a recommendation prior to consideration at a church business meeting.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

Section 1. By Vote of the Congregation. Except in the case of provisions of these bylaws requiring a greater vote for specific action, these bylaws may be amended by the members by two-thirds (2/3) of the votes cast on the question or a majority of the voting power, whichever is less. In the case of provisions of these bylaws requiring a greater vote for specific action, the vote required for such action shall be required for amending the voting requirement of such provision.

Section 2. Proposal of Amendments. Any proposal for the amendment of these bylaws shall be in writing, and if originating other than on recommendation of the church Polity and Procedures Committee shall be referred to that committee for its consideration and recommendations. Such committee shall act on the matter prior to the next regular monthly business meeting. If it fails or refuses to act within that time, the congregation may act on the matter without the benefit of committee recommendation.

Section 3. Notice. Special notice of any meeting of the members at which any such proposed amendment is to be considered shall be given consistent with the notice requirements of Tennessee Code Annotated, Section 48-57-105, and these bylaws. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.

Adopted by Immanuel Baptist Church in special business session on Sunday, April 16, 1989. Amended December 11, 1991. Amended April 23, 1997. Amended April 18,

2001. Amended December 11, 2002. Amended April 23, 2008. Amended April 22, 2009. Amended July 19, 2009. Amended Nov 11, 2009. Amended December 9, 2009. Amended September 26, 2012 (Number of Deacons). Amended August 28, 2013 (Contract Review). Amended September 24, 2014 (PDO Amendment). Amended January 28, 2015 (Membership Amendment). Amended April 22, 2015 (Various Bylaws Amended). Amended September 23, 2015 (Compensation Package Negotiation). Amended December 20, 2015 (Deacon Nomination Process).