

1
2
3
4
5
6
7
8
9
10
11
12
13
14

Bylaws
Brandywine Valley Baptist Church, Inc.

15
16
17
18
19
20
21
22
23
24
25

Table of Contents

26
27
28
29
30
31
32
33
34
35
36

Article I Membership

- 37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
- Section 1 Conditions of Membership
 - Section 2 Pastoral Staff Membership
 - Section 3 Youth Memberships
 - Section 4 Non-Resident Membership
 - Section 5 Membership Continuation
 - Section 6 Removal from Membership
 - Section 7 Active Church Members

Section 1 Annual Meetings

Article II Meetings of Members

- Section 2 Special Meetings
- Section 3 Notice of Meetings
- Section 4 Adjournments
- Section 5 Quorum
- Section 6 Organization
- Section 7 List of Members Entitled to Vote
- Section 8 Action by Written Consent of Members
- Section 9 Conduct of Meetings

Article III Board of Deacons and Executive Officers

- Section 1 Board Members: Number; Qualifications
- Section 2 Board Members: Election; Resignation; Removal; Vacancies
- Section 3 Executive Officers: Number; Qualifications
- Section 4 Executive Officers: Election; Resignation; Removal; Vacancies
- Section 5 Executive Officers: Powers and Duties
- Section 6 Regular Meetings
- Section 7 Special Meetings
- Section 8 Telephonic Meetings Permitted
- Section 9 Quorum Vote Required for Action
- Section 10 Organization
- Section 11 Action by Written Consent of Deacons
- Section 12 Responsibilities of the Board of Deacons

53 **Article IV Permanent Committees**

- 54
55 Section 1 Committees
56 Section 2 Nominating Committee
57 Section 3 Personnel, Finance and Property Committee
58 Section 4 Committee Rules
59

60
61 **Article V Temporary Committees**

- 62
63 Section 1 Temporary Committees
64 Section 2 Committee Rules
65

66
67 **Article VI Church Organization**

- 68
69 Section 1 Ministry Leadership Team
70

71
72 **Article VII Church Staff**

- 73
74 Section 1 Lead Pastor
75 Section 2 Pastoral Staff
76 Section 3 Support Staff
77

78
79 **Article VIII Indemnification**

- 80
81 Section 1 Right to Indemnification
82 Section 2 Other Sources
83 Section 3 Amendment or Repeal
84 Section 4 Other Indemnification and Prepayment of Expenses
85

86
87 **Article IX Miscellaneous**

- 88
89 Section 1 Fiscal Year
90 Section 2 Seal
91 Section 3 Manner of Notice
92 Section 4 Waiver of Notice of Meetings of Members
93 Section 5 Interested Deacons; Quorum
94 Section 6 Amendments to the Bylaws or Statement of Faith
95 Section 7 Statement of Faith and Operating Policies and Practices
96
97

98
99
100
101

ARTICLE I Membership

102 **Section 1. Conditions of Membership.** In order to qualify as a member of Brandywine Valley Baptist Church
103 (hereinafter, the “Church”), a natural person must meet the following criteria.
104

- 105 1.1 Give a testimony of his or her faith in Jesus Christ as Savior and Lord, and give evidence of a desire to
106 live a consistent Christian life.
107
108 1.2 Receive believer’s baptism (the individual being baptized has articulated a profession of faith). The
109 church’s practice of baptism is to be immersion, unless special circumstances apply. A believer’s
110 baptism through alternate modes (e.g., sprinkling or pouring) occurring elsewhere will also meet this
111 requirement.
112
113 1.3 Affirm the Statement of Faith of the Church.
114
115 1.4 Be at least eighteen (18) years of age.
116
117 1.5 Be a local resident living within forty (40) miles of the Church or who regularly attends the Church.
118
119 1.6 Be interviewed by at least two (2) members of the Board of Deacons of the Church (hereinafter, the “Board
120 of Deacons”) in order to determine if the requirements for membership of the Church have been
121 met.
122
123 1.7 Be recommended for membership in the Church by the Board of Deacons by having his or her name posted
124 two (2) consecutive weeks in the e-newsletter (or current means of churchwide communication) before
125 the person is granted status of church member. During this period, any current Active Church Member
126 may register an objection with the Board of Deacons. If no objections are raised during this period, the
127 person is granted the status of Church Member. Natural persons meeting the conditions for membership
128 shall be added to the membership rolls of the Church by the Church Clerk.
129
130
131
132

133 **Section 2. Pastoral Staff Membership.** Pastoral Staff and their spouses shall be automatically granted
134 membership upon hire.
135

136 **Section 3. Youth Memberships.** An honorary non-voting status of “Youth Member” shall be conferred on persons
137 under the age of eighteen (18), provided they meet all of the requirements in Article I, Section 1, except the age
138 requirement.
139

140 **Section 4. Non-Resident Membership.** An honorary non-voting status of “Non-Resident Member” may be held by
141 a former Church Member or Youth Member of BVBC, residing outside a radius of 40 miles from the BVBC facilities
142 due to circumstances acceptable to the BVBC Board of Deacons.
143
144

145 **Section 5. Membership Continuation.** Notwithstanding the foregoing, (i) those persons listed on the membership
146 rolls of the Church on the date of the adoption of these Bylaws shall be members of the Church, and (ii)
147 those persons who qualify as “Youth Members” shall become members of the Church upon reaching the age of eighteen
(18) years, subject to the provisions of Section 1.6 and Section 1.7 of this Article I.

Section 6. Removal from Membership. A member may be removed for any of the following reasons.

6.1 Resignation of Membership. Upon receipt of a written notice of resignation of membership, the Church Clerk shall remove the member from the membership rolls of the church and so advise the Board of Deacons and the church staff.

6.2 Letter of transfer letter from another church. The Church Clerk shall remove such natural person from the membership rolls of the Church and advise the Board of Deacons and the church staff of the same.

6.3 Death. The Church Clerk shall remove such natural person from the membership rolls of the Church and advise the Board of Deacons and the church staff of the same.

6.4 Inactivity for a period of one (1) year or more. After exercising reasonable efforts to contact a member identified as inactive, the Church Clerk shall submit the name of the inactive member to the Board of Deacons one month prior to the Annual Leadership Meeting and the Annual Budget Meeting. The Board of Deacons shall direct the Church Clerk to remove such natural person from the membership rolls of the Church, and Church Clerk shall remove such natural person from the membership rolls of the Church prior to publishing the list of eligible voters for the next congregational meeting.

6.5 Church Discipline. If two-thirds (66.67%) of the votes cast at a Special Meeting of the Church Members supports a recommendation by the Board of Deacons (after making reasonable efforts to alleviate the problem in accordance with Matthew 18 principles and relevant church policy) to remove a Church Member for disavowing the Statement of the Faith of the Church, heresy or behavior that is damaging to the Church's testimony, the Board of Deacons shall notify the removed member by letter of such removal. The Board of Deacons shall direct the Church Clerk to remove such natural person from the membership rolls of the Church, and the Church Clerk shall do so.

Section 7. Active Church Members. Active Church Members are defined as Church Members who have attended a worship service one (1) or more times in the twelve (12) months prior to the day the quorum count is established for an Annual Meeting or a Special Meeting.

178
179
180
181
182
183
184
185

ARTICLE II Meetings of Members

186
187
188
189
190

Section 1. Annual Meetings. Two annual meetings of members of Brandywine Valley Baptist Church, Inc., doing business as Brandywine Valley Baptist Church, a corporation governed by the General Corporation Law of the State of Delaware, shall be held each year.

191
192
193
194
195

1.1 The Annual Leadership Meeting for the election of members of the Board of Deacons of the Church, which shall serve as the corporate board of directors, and members of the permanent committees, shall be in or about the month of November of each year, at such date, time and place, within the State of Delaware, as may be designated by resolution of the Board of Deacons from time to time. Any proper business may be transacted at the Annual Leadership Meeting.

196
197
198
199
200

1.2 The Annual Budget Meeting for the approval of the Church's annual operating budget shall be in or about the month of May of each year, at such date, time and place, within the State of Delaware, as may be designated by resolution of the Board of Deacons from time to time. Any proper business may be transacted at the Annual Budget Meeting.

201
202
203
204
205
206
207
208
209
210
211

Section 2. Special Meetings. Special meetings of members for any purpose or purposes may be called at any time by the Board of Deacons and shall be called by the Board of Deacons upon written petition delivered to any member of the Board of Deacons stating the purpose therefore and executed by twenty-five percent (25%) of the members of the Church. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

212
213
214
215
216
217
218
219
220
221
222
223
224
225

Section 3. Notice of Meetings. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given that shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the certificate of incorporation or these Bylaws, the written notice of any meeting shall be given not less than fourteen (14) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the Church. In addition to the foregoing requirements of the General Corporation Law of the State of Delaware (the "General Corporation Law") the Secretary of the Board of Deacons shall direct the Church Clerk to post notice of all meetings stating the place, date and hour, and in the case of special meetings, the purpose or purposes for which the meeting is called and in the case of the annual meeting, the slate of Deacons and the members of the permanent committees proposed to be elected at such meeting, in every case, by posting such notice in a conspicuous place at the entrance doors of the Church building.

Section 4. Adjournments. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Church may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

Section 5. Quorum. Except as otherwise provided by law, the certificate of incorporation or these Bylaws, at each meeting of members the presence in person of the holders of twenty percent (20%) of the Active Church Members shall be necessary and sufficient to constitute a quorum. At each meeting of members to elect the Lead Pastor, the presence in person of the holders of sixty percent (60%) of the Active Church Members shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the members so present may, by a majority in voting power thereof, adjourn the meeting from time to time in the manner provided in Article II, Section 4 of these Bylaws until a quorum shall attend.

Section 6. Organization. Meetings of members shall be presided over by the Church Moderator. The Church Clerk shall act as secretary of the meeting, but in their absence the Church Moderator may appoint any person to act as secretary of the meeting.

Section 7. List of Members Entitled to Vote. The Church Clerk shall prepare and make, at least ten (10) days before every meeting of members, a complete list of the Active Church Members entitled to vote at the meeting, arranged in alphabetical order and showing the address of each member. Such list shall be open to the examination of any member, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting during ordinary business hours at the principal place of business of the Church or as otherwise permitted by the General Corporation Law. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any member who is present.

Section 8. Action by Written Consent of Members. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. This shall be delivered to the Church by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Church having custody of the book in which minutes of proceedings of members are recorded. Delivery made to the Church's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by law, be given to those members who have not consented in writing.

Section 9. Conduct of Meetings.

9.1 Meetings of members shall be held in accordance with the provisions of Robert's Rules of Order-Revised.

9.2 The Board of Deacons may adopt by resolution such rules and regulations for the conduct of the meeting of members as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Deacons, the chairman of any meeting of members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Deacons or prescribed by the chairman of the meeting, may include, without limitation, the following.

9.2.1 The establishment of an agenda or order of business for the meeting.

9.2.2 Rules and procedures for maintaining order at the meeting and the safety of those present.

9.2.3 Limitations on voting at the meeting to Active Church Members of record on the date the quorum is established by the Church Clerk.

9.2.4 Restrictions on entry to the meeting after the time fixed for the commencement thereof.

9.2.5 Limitations on the time allotted to questions or comments by participants.

272
273
274

ARTICLE III

Board of Deacons and Executive Officers

275 **Section 1. Board Members: Number; Qualifications.** The Board of Deacons shall consist of twelve (12) elected
276 men and the Lead Pastor, who shall be a non-voting, *ex-officio* member. The Officers of the Board of Deacons shall be
277 elected by the Board of Deacons from among the elected members and shall be the Officers of the Church. In order to
278 qualify as a member of the Board of Deacons, a natural person must be the following.

279 1.1 Be a member of the Church.

280 1.2 Demonstrate biblical standards for Church leadership as in I Timothy 3 and Titus 1.

281 1.3 Be a regular participant in Church public worship.

282 1.4 Be actively involved in ministry at the Church.

283 1.5 Practice regular, cheerful giving, with tithing as a standard.

284 1.6 Be committed to prayer as foundational to worship and a fruitful ministry.

285 1.7 Not have any member of his immediate family employed on the Church Staff.

286 1.8 Represent and support the congregation and are accountable to the congregation.

287 **Section 2. Board Members: Election; Resignation; Removal; Vacancies.** The Board of Deacons shall be
288 divided into three (3) classes of three (3) or four (4) deacons per class with one class of deacons elected every year for
289 a three (3) year term. Deacons shall be put forward by the nominating committee and affirmed by no less than
290 80% of the votes cast by the members present in the quorum at the business meeting. If a nominated person for the role
291 of Deacon does not garner 80% he is not considered affirmed by the congregation and may not assume the role. In the
292 event that there are vacancies due to non-affirmation the spot will remain void until the next business meeting. Deacons
293 shall be elected to hold a three (3) year term until the election and qualification of their respective successors
294 in office, subject to such Deacon's earlier death, resignation or disqualification. A Deacon may be nominated
295 to two (2) consecutive three (3) year terms. Any Deacon may resign at any time upon written notice to the Church.
296 Unless otherwise provided by law or the certificate of incorporation, any newly-created directorship or any vacancy
297 occurring in the Board of Deacons for any cause may be filled by the Nominating Committee and approved
298 by the Board. Each Deacon so elected shall hold office until the expiration of the term of office of the Deacon whom
299 he has replaced or until his successor is elected and qualified.

300 **Section 3. Executive Officers: Number; Qualifications.** The Board of Deacons shall elect a Chairman, Vice-
301 Chairman, Secretary and Treasurer. Each such officer shall hold office until the end of the calendar year and until his
302 successor is elected and qualified or until his earlier resignation or removal. Nominations for Chairman shall be finalized
303 no later than September 30th of each year. The election of the Chairman shall take place by secret ballot no later than
304 October 31st each year. Election of the other officers of the Board of Deacons shall take place no later than December
305 31st each year.

306 **Section 4. Executive Officers: Election; Resignation; Removal; Vacancies.** Any officer may resign at any time
307 upon written notice to the board. The Board of Deacons may remove any officer with or without cause at any time,
308 subject to a two-thirds (66.67%) approval of the full board. No board member may hold more than one (1) office at the
309 same time. Each officer must be elected from the members of the Board of Deacons. Any vacancy occurring in any
310 office of the Church by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by
311 the Board of Deacons at any regular or special meeting of the Board of Deacons.

312 **4.1 Chairman.** The Chairman shall preside at all meetings of the Board of Deacons and shall have such
313 other duties and powers as usually appertain to this office.

314
315 **4.2 Vice-Chairman.** The Vice-Chairman shall assist the Chairman in the Chairman's duties, shall
316 exercise the powers of the Chairman in the latter's absence, and shall have such other duties and powers as
317 usually appertain to this office.

318 **4.3 Secretary.** The Secretary shall keep minutes of all meetings of the Board of Deacons and shall
319 perform such other duties as the Board of Deacons may direct. The Secretary is the keeper of the Church Seal.

320
321 **4.4 Treasurer.** The Treasurer shall be the Deacon Representative to the Finance Committee and shall
322 assume responsibility for providing the Board of Deacons with appropriate reports on the financial status of
323 the church.
324

325
326 **Section 5. Executive Officers: Powers and Duties.** The Officers of the Board of Deacons shall constitute the
327 Executive Officers of the Church. The Officers of the Church shall have such powers and duties in the management of
328 the Church as may be prescribed in these Bylaws and by any resolution by the Board of Deacons and, to the extent
329 not so provided, as generally pertain to their respective offices, subject to the control of the Board of Deacons and any
330 restrictions or limitations set forth in the Bylaws.

331 **Section 6. Regular Meetings.** Regular meetings of the Board of Deacons may be held at such places within or
332 without the State of Delaware as the Board of Deacons may from time to time determine.

333 **Section 7. Special Meetings.** Special meetings of the Board of Deacons may be held at any time or place within or
334 without the State of Delaware whenever called by the Chairman or by any member of the Board of Deacons. Notice of
335 a special meeting of the Board of Deacons shall be given by the person or persons calling the meeting, and
336 received by all members, at least twenty-four (24) hours before the special meeting.

337 **Section 8. Telephonic Meetings Permitted.** Members of the Board of Deacons, or any committee designated by the
338 Board of Deacons, may participate in a meeting thereof by means of conference telephone or similar
339 communications equipment by means of which all persons participating in the meeting can hear each other,
340 and participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

341 **Section 9. Quorum Vote Required for Action.** At all meetings of the Board of Deacons, a majority of the
342 members of the Board of Deacons shall constitute a quorum for the transaction of business. The vote of a majority of
343 the Deacons present at a meeting at which a quorum is present shall be the act of the Board of Deacons. The only
344 exceptions shall be in cases in which the certificate of incorporation, these Bylaws or applicable law otherwise
345 provides.
346

347 **Section 10. Organization.** Meetings of the Board of Deacons shall be presided over by the Chairman, if any, or in the
348 absence of the Chairman, the Vice-Chairman, if any, or in the absence of a Chairman or Vice-Chairman, by a Chairman
349 chosen at the meeting. The Secretary of the Board shall act as secretary of the meeting, but in his absence,
350 the Chairman of the meeting may appoint any person to act as secretary of the meeting.

351 **Section 11. Action by Written Consent of Deacons.** Unless otherwise restricted by the certificate of incorporation
352 or these bylaws, any action required or permitted to be taken at any meeting of the Board of Deacons, or of any
353 committee thereof, may be taken without a meeting if the members of the Board of Deacons or such committee, as the
354 case may be, unanimously consent thereto in writing, and the writing or writings are filed with the minutes of
355 proceedings of the Board of Deacons or such committee.

356
357 **Section 12. Responsibilities of the Board of Deacons.** In addition to any responsibilities required by law, the
358 Board of Deacons shall have the following responsibilities.
359

360 **12.1** Work with the Ministry Leadership Team to affirm the Mission, Vision and define the ministry
strategy of the Church.

361
362 **12.2** Use spiritual gifts to support the ministries of the Church.
363

364 **12.3** Oversee the permanent committees of the Church. Appoint members of the Board of Deacons to
365 temporary committees as needed.
366

367 **12.4** Work with the Ministry Leadership Team to ensure that all ministries are formally reviewed annually.
368

369 **12.5** Present the Annual Budget to the church membership for approval.
370

371 **12.6** Approve Church policies that may be proposed by the Ministry Leadership Team, or by
372 various committees.
373

374 **12.7** Communicate with the congregation and promote stewardship and foster unity within the Church and
375 support the Ministry Leadership Team.
376

377 **12.8** Conduct the annual performance evaluation for the Lead Pastor and recommend his annual
378 compensation and benefits to the Finance Committee.
379

380 **12.9** Review and approve the Church Staff annual compensation and benefits as recommended by the
381 Personnel and Finance Committees.
382

383 **12.10 Appoint the Church Moderator.** The Church Moderator shall preside at all meetings of the Church
384 Members.
385

386 **12.11 Appoint the Church Clerk.** The Church Clerk shall prepare and post notice of all meetings of
387 members, maintain a register of all names and addresses of members, and maintain records of all
388 membership procedures as provided in these Bylaws, and perform such other duties as the Board of
389 Deacons may direct.
390

391 **12.12** Any Pastoral Staff member, subject to a Personnel Committee review, may be terminated due to
392 economic reasons. Such action requires a majority vote by the Board of Deacons. In such a case, the Lead
393 Pastor shall be considered a voting member of the Board of Deacons and shall cast one vote for every three
394 active Deacons.
395
396

397
398
399
400
401
402
403
404
405
406
407
408
409

ARTICLE IV Permanent Committees

410 **Section 1. Committees.** There shall be the following Permanent Committees of the Church.

- 411
412
413
414
415
416
417
418
419
420
421
422
423
424
425
426
427
428
429
430
431
432
433
434
435
436
437
438
439
440
441
442
443
444
445
446
447
448
449
- 1.1 Nominating Committee
 - 1.2 Finance Committee
 - 1.3 Personnel Committee
 - 1.4 Property Committee
 - 1.5 Composition of the Permanent Committees

Section 2. Nominating Committee. There shall be a Nominating Committee of the Church for the purpose of nominating candidates to the Board of Deacons and all Permanent Committees.

2.1 Composition. The Nominating Committee shall consist of seven (7) voting members, two (2) of whom shall be current members of the Board of Deacons, and five (5) of whom shall be active Church Members whom shall have been nominated by the nominating Committee and elected by the Church Members. The Lead Pastor shall be a non-voting, *ex-officio* member of the Nominating Committee.

2.2 Election and Terms. Members of the Nominating Committee shall be elected at the Annual Leadership Meeting for a term of two (2) years, or until a successor is duly elected and qualified, subject to such member's earlier death, resignation, disqualification or removal by the members of the Church. A Church Member may be nominated for a maximum of one (1) term. In no case shall a member serve more than one (1) consecutive term in a four year (4) period.

2.3 Resignation. Each member of the Nominating Committee may resign at any time upon written notice to the Chairman of the Board of Deacons.

2.4 Vacancies. In the event of a mid-term vacancy on the Nominating Committee, the Nominating Committee shall appoint an interim member, subject to approval by the Board of Deacons. Each member of an Operating Committee so appointed shall hold office until the expiration of the term of office of the member whom he or she has replaced or until a qualified successor is elected by the Church Members.

2.5 Quorum. At all meetings of the Nominating Committee, four (4) voting members of the Committee shall constitute a quorum for the transaction of business, and their actions shall constitute an act of the committee.

2.6 Responsibilities of the Nominating Committee. The Nominating Committee shall have the following responsibilities.

2.6.1 Elect a Chair, Vice-Chair and Secretary.

2.6.2 Nominate candidates for election to Church office, including Deacons and members of the permanent committees of the Church. Other nominations for candidates for election to the Board of Deacons or permanent committees of the church may be made from the floor of the Annual Leadership Meeting if such candidate has agreed to be so nominated at least twenty-four (24) hours before such meeting.

2.6.3 Identify potential candidates for such positions who have requisite competence, capacity, and character; and submit the list of potential candidates to the Lead Pastor for pastoral review one hundred and twenty (120) days prior to the Annual Leadership Meeting.

450
451 2.6.4 Present nominees in writing as part of the notice of the Annual Leadership Meeting.
452

453 2.6.5 The nominating committee shall put forth one (1) nomination per opening on permanent
454 committees. Committee nominees must be affirmed by no less than 80% of the votes cast by the
455 members present in the quorum at the business meeting. If a nominated person does not garner 80%
456 he or she is not considered affirmed by the congregation and may not assume the role. In the event
457 that there are vacancies due to non-affirmation the spot will remain void until the next business
458 meeting to elect a new Committee Member to fill the vacancy. If a Committee Member vacates his
459 or her term, the Board of Deacons may choose to fill the vacancy with a qualified member of the
460 Church until the expiration of the term of office of the Committee Member whom he or she has
461 replaced or until his or her qualified successor is elected.
462
463
464

465
466 **Section 3. Personnel, Finance and Property Committees.** There shall be permanent committees for personnel,
467 finance and property matters, (hereinafter referred to as the “Operating Committees”) of the Church.
468

469 **3.1 Composition.** Each Operating Committee shall consist of five (5) voting members, one of whom shall be
470 a current member of the Board of Deacons, and four (4) of whom shall be active Church Members who shall
471 have been nominated by the Nominating Committee and elected by the Church Members. The Board appointee
472 to the Finance Committee shall be the Church Treasurer. The Lead Pastor shall be a non-voting, *ex-officio*
473 member of each Operating Committee. The Chair of each Operating Committee shall be entitled to appoint
474 individuals from the church with specific expertise and interest to assist the committee as a non-voting advisor.
475

476 **3.2 Election and Terms.** Members of the Operating Committees shall be elected at the Annual
477 Leadership Meeting for a term of two (2) years, or until a successor is duly elected and qualified, subject to
478 such member’s earlier death, resignation, disqualification or removal by the members of the Church.
479 A Church Member may be nominated for a maximum of (3) successive terms. In no case shall a
480 member serve more than six (6) consecutive years in an eight year (8) period.
481

482 **3.3 Resignation.** Each member of an Operating Committee may resign at any time upon written notice to the
483 Chairman of the Board of Deacons.
484

485 **3.4 Vacancies.** In the event of a mid-term vacancy on any Operating Committee, the Nominating
486 Committee shall appoint an interim member, subject to approval by the Board of Deacons. Each member of
487 an Operating Committee so appointed shall hold office until the expiration of the term of office of
488 the member whom he or she has replaced or until a qualified successor is elected by the Church Members.
489

490 **3.5 Quorum.** At all meetings of an Operating Committee, a majority of the voting members of the
491 committee shall constitute a quorum for the transaction of business, and their actions shall constitute an act of
492 the committee.
493
494

495 **3.6 Responsibilities of the Personnel Committee.** The Personnel Committee shall have the following
496 responsibilities.
497

498 3.6.1 Develop and present personnel policies and procedures for approval by the Board of
499 Deacons.
500

501 3.6.2 Review personnel policies and procedures of the church annually.
502

503 3.6.3 Work with the designated Administrator to maintain a competitive compensation structure
504 for all Church Staff.
505

3.6.4 Propose the annual compensation budget to the Finance Committee.

3.6.5 Oversee the annual staff performance review process.

3.6.6 Advise search committees for Pastoral Staff on qualifications and compensation.

3.7 Responsibilities of the Finance Committee. The Finance Committee shall have the following responsibilities.

3.7.1 Develop and present financial policies and procedures for approval by the Board of Deacons.

3.7.2 Review the financial management and risk management policies of the church annually.

3.7.3 Monitor cash flow on a regular basis.

3.7.4 Work with the designated Administrator to prepare the annual budget, recommend unbudgeted expenditures, or transfer of funds above specified authorization limits as appropriate for approval by the Board of Deacons.

3.7.5 Oversee the team of volunteers who assist with the weekly counting and depositing of receipts.

3.7.6 Ensure that an independent audit or accounting review is performed annually.

3.7.7 Negotiate and recommend to the Board of Deacons external funding as needed.

3.8 Responsibilities of the Property Committee. The Property Committee shall have the following responsibilities.

3.8.1 Develop and present property policies and procedures for approval by the Board of Deacons.

3.8.2 Review the property management policies of the church annually.

3.8.3 Manage all real property and tangible assets of the Church as required to support the ministries of the Church.

3.8.4 Provide for the regular maintenance and upkeep of the properties and facilities of the church.

3.8.5 Develop long-term plans for meeting the facilities needs of the Church ministries and make recommendations to the Finance Committee, the Board of Deacons and the members of the Church as appropriate.

3.8.6 Work with the Finance Committee for approval of any proposed expenditures that exceed the total budget approved by the congregation.

Section 4. Committee Rules. Unless the Board of Deacons otherwise provides, each permanent committee designated by the Board of Deacons may make, alter and repeal rules for the conduct of its business. In the absence of such rules, each committee shall conduct its business in the same manner as the Board of Deacons conducts its business pursuant to Article III of these Bylaws. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Deacons in the management of the business and affairs of the Church, may authorize the seal of the Church to be affixed by the Church Secretary to all papers which may require it.

560
561
562
563
564
565
566
567
568
569

ARTICLE V Temporary Committees

570
571
572
573
574
575
576
577
578
579

Section 1. Temporary Committees. The Board of Deacons shall have the authority to create such temporary committees of the Church, upon recommendation of the Church staff, or as it deems appropriate and advisable.

1.1 All members of Temporary Committees must be Church Members.

1.2 **Charters and Appointments.** The Board of Deacons shall appoint the membership, define the responsibilities, and fill vacancies for each temporary committee.

1.3 **Lead Pastor Search Committee.**

580
581
582
583
584
585

1.3.1 Composition and Election. The Board of Deacons shall present a ballot with a minimum of five (5) Church Members for this committee at a congregational meeting. The congregation shall approve or modify the ballot.

1.3.2 Candidate Selection. The Committee shall be unanimous in support of the candidate they present to the Board.

1.3.3 Vacancies. In the event of a vacancy on the Committee, the Board of Deacons shall present to the Congregation as soon as possible one name for each vacancy.

586
587
588
589

Section 2. Committee Rules. Unless the Board of Deacons otherwise provides, each temporary committee designated by the Board of Deacons may make, alter and repeal rules for the conduct of its business. In the absence of such rules, each committee shall conduct its business in the same manner as the Board of Deacons conducts its business pursuant to Article III of these Bylaws.

590
591
592

593
594
595
596
597
598
599
600
601
602
603
604
605
606
607
608
609
610
611
612

ARTICLE VI
Church Organization

Section 1 Ministry Leadership Team.

- 1.1** The Ministry Leadership Team (herein referred to as MLT) shall be comprised of three or more Pastors and/or Directors. The MLT shall be chaired by the Lead Pastor.
- 1.2** The MLT and the Board of Deacons shall set the Vision, and Mission, and agree on the Major Priorities and Strategies of the church. The MLT shall see that all of these items are implemented.
- 1.3** The MLT shall communicate the Vision and Mission to the congregation in a timely fashion.
- 1.4** The MLT shall inform the Board of Deacons of the progress on priorities and strategies on a monthly basis.
- 1.5** The Deacon Board and MLT shall conduct yearly retreats to review Vision, Mission, Major Priorities and Strategies. Any changes in Vision and Mission shall be communicated to the congregation in a timely fashion.
- 1.6** The MLT shall maintain and keep up to date an Executive summary for the MLT and the Deacon Board.

613
614
615

ARTICLE VII

Church Staff

616 **Section 1 Lead Pastor.**

617
618 1.1 Nominations for natural persons to serve as Lead Pastor of the Church shall be made by the
619 Lead Pastor Search Committee as provided in these Bylaws.

620
621 1.2 The Lead Pastor candidate as presented by the Search Committee shall be approved by seventy-five
622 percent (75%) of the full Board. This candidate shall be presented by the Board to the congregation and elected
623 by the vote of at least eighty percent (80%) of the members of the Church present at a meeting at which a
624 quorum of sixty percent (60%) of the active members of the Church is present.

625
626 1.3 The Lead Pastor shall serve until he resigns, is removed, or dies.

627
628 1.4 The Lead Pastor must give thirty (30) days notice to be eligible to receive compensation.

629
630 1.5 The Lead Pastor may be terminated only by action of the congregation. The Board of Deacons may call a
631 Special Meeting as set forth in Article I. Sixty (60) percent of the Active Church Members shall constitute a
632 quorum necessary to remove a Lead Pastor. A two-thirds (66.67%) majority of the members present must
633 approve the motion to remove a Lead Pastor. Compensation in case of removal shall be for not less than 30
634 days as determined by the Board of Deacons.

635
636 1.6 Any vacancy occurring in the office of the Lead Pastor shall be filled by the members of the Church as
637 provided in this section.

638
639 1.7 The Lead Pastor shall have the following powers and duties.

640
641 1.7.1 Provide spiritual and executive leadership.

642
643 1.7.2 Be accountable to the Congregation.

644
645 1.7.3 Will be responsible for coordinating preaching and teaching of the Word of God, leading of
646 public worship services, administering the ordinances, and leading the Congregation in a practical
647 Christian life.

648
649 1.7.4 Minister to the needs of the Congregation and the community at large.

650
651 1.7.5 Serve as a non-voting, *ex-officio* member of the Board of Deacons, and all Permanent
652 Committees.

653
654 1.7.6 Lead the Ministry Leadership Team in carrying out the mission and vision of the church,
655 delegating responsibility as needed, providing counsel, encouragement, and Christian discipline so
656 as to assist in the accomplishment of the objectives of the Ministry Leadership Team.

657
658 1.7.7 Exercise a supervisory role with respect to the Church Staff, who shall be responsible to the
659 Lead Pastor either directly or through other members of the Church Staff as may be approved by
660 the Board of Deacons.

661
662 1.7.8 The Lead Pastor, in conjunction with the Chair and Vice-Chair of the Deacon Board, will
663 review the performance of the Ministry Leadership Team annually.

664
665 **Section 2. Pastoral Staff.**

666
667
668
669
670
671
672
673
674
675
676
677
678
679
680
681
682
683
684
685
686
687
688
689
690
691
692
693
694
695
696
697
698

2.1 The Pastoral Staff shall be hired by the Lead Pastor, subject to approval by the Board of Deacons. A Search Committee may be appointed by the Lead Pastor, with approval of the Board of Deacons when deemed appropriate.

2.2 The Pastoral Staff is comprised of Pastors and Directors who are responsible for a major area of ministry in the church. Job descriptions and titles for Staff shall be recommended by the Lead Pastor, agreed to by Personnel Committee and approved by Board of Deacons.

2.3 All Pastoral Staff report to the Lead Pastor either directly, or through a staff organization, determined by the Lead Pastor and approved by the Board of Deacons, and are reviewed annually by the same.

2.4 Any Pastoral Staff member may be terminated upon the recommendation of the Lead Pastor, subject to Personnel Committee review, and subject to three-quarters (3/4) approval of the full Board of Deacons. However, such Pastoral Staff member may request that the Board of Deacons call a Special Meeting as set forth in Article I to further consider the termination. Forty (40) percent of the Active Church Members shall constitute a quorum for such a Special Meeting. A simple majority of the Active Church Members present is required to confirm the termination. Compensation in case of termination shall be for not less than 30 days as determined by the Board of Deacons.

Section 3. Support Staff.

3.1 Support Staff shall be provided to assist the Pastoral Staff in accomplishing the ministry of the church and consists of all employees who are not Pastoral Staff, including (but not limited to) pastoral assistants, administrative assistants, custodians, musicians and office assistants.

3.2 The Support Staff approved by the budget shall be hired by the Lead Pastor, or his designate and in close coordination with the staff people that person shall be working with and subject to Board approval.

3.3 Any Support Staff member may be terminated upon the recommendation of the Lead Pastor, subject to Personnel Committee review, and approval of the Board of Deacons.

699
700
701

ARTICLE VIII Indemnification

702 **Section 1. Right to Indemnification.** The Church shall indemnify and hold harmless, to the fullest extent
703 permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnatee") who was
704 or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil,
705 criminal, administrative or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the
706 legal representative, is or was a Deacon or officer of the Church or, while a Deacon or officer of the Church,
707 is or was serving at the written request of the Church as a Deacon, officer, employee or agent of another Church or of
708 a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee
709 benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such
710 Indemnatee. Notwithstanding the preceding sentence, the Church shall be required to indemnify an Indemnatee in
711 connection with a proceeding (or part thereof) commenced by such Indemnatee only if the commencement of
712 such proceeding (or part thereof) by the Indemnatee was authorized by the Board of Deacons.
713

714 **Section 2. Other Sources.** The Church's obligation, if any, to indemnify or to advance expenses to any Indemnatee
715 who was or is serving at its request as a deacon, officer, employee or agent of another Church, partnership, joint
716 venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnatee may collect as
717 indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or
718 non-profit enterprise.

719
720 **Section 3. Amendment or Repeal.** Any repeal or modification of the foregoing provisions of this Article VIII shall
721 not adversely affect any right or protection hereunder of any Indemnatee in respect of any act or omission
occurring prior to the time of such repeal or modification.

722
723 **Section 4. Other Indemnification and Prepayment of Expenses.** This Article VIII shall not limit the right of the
724 Church, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other
725 than Indemnitees when and as authorized by appropriate corporate action.

726
727
728

ARTICLE IX Miscellaneous

729 **Section 1. Fiscal Year.** The fiscal year of the Church shall begin on September 1 and end on August 31 of each year.
730

731 **Section 2. Seal.** The corporate seal shall have the name of the Church inscribed thereon and shall be in such form as
732 may be approved from time to time by the Board of Deacons.

733 **Section 3. Manner of Notice.** Except as otherwise provided herein, notices to deacons and members shall be in
734 writing and delivered personally or mailed to the deacons or members at their addresses appearing on the books of the
735 Church. Notice to deacons may be given by telephone or other means of electronic transmission.

736 **Section 4. Waiver of Notice of Meetings of Members.** Any written waiver of notice, signed by the person entitled to
737 notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a
738 person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for
739 the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting
740 is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special
741 meeting of the members, deacons, or members of a committee of deacons need be specified in any written waiver of
742 notice.

743 **Section 5. Interested Deacons; Quorum.** No contract or transaction between the Church and one or more of its
744 Deacons or officers, or between the Church and any other corporation, partnership, association, or other organization
745 in which one or more of its deacons or officers are deacons or officers, or have a financial interest, shall be void or
746 voidable solely for this reason, or solely because the deacon or officer is present at or participates in the meeting of the
747 Board of Deacons or committee thereof which authorizes the contract or transaction, or solely because his or their votes
748 are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract
749 or transaction are disclosed or are known to the Board of Deacons or the committee, and the Board of
750 Deacons or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the
751 disinterested deacons, even though the disinterested deacons be less than a quorum; or (2) the material facts as to his
752 relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote
753 thereon, and the contract or transaction is specifically approved in good faith by vote of the members; or (3) the contract
754 or transaction is fair as to the Church as of the time it is authorized, approved or ratified, by the Board of Deacons, a
755 committee thereof, or the members. Common or interested deacons may be counted in determining the presence of a
756 quorum at a meeting of the Board of Deacons or of a committee which authorizes the contract or transaction.
757

758 **Section 6. Amendments to the Bylaws or Statement of Faith (Addendum A).**

759 **6.1** Proposed amendments shall be stated in full and posted in a conspicuous places at the entrances to the
760 church building at least four (4) Sundays before the scheduled meeting.

761 **6.2 Approval of Amendments.**
762

763 **6.2.1** The proposed amendments shall be voted on at any congregational meeting called under the
764 provisions of Article II, Section 1.
765

766 **6.2.2** At least eighty (80) percent of the Church Members present at this meeting must approve all
767 amendments.
768

Section 7. Statement of Faith and Operating Policies and Practices. Brandywine Valley Baptist Church, Inc., shall have organizational documents affirmed by the Board of Deacons and the Ministry Leadership Team. These documents are on file in the church office.

7.1 Statement of Faith, affirmed by the Board of Deacons and the Ministry Leadership Team. To be reviewed every three (3) years.

7.2 Operating Policies and Practices. All operating policies and practices are to be on file together in a policy handbook, affirmed by the Board of Deacons and the Ministry Leadership Team. To be reviewed every three (3) years.

Approved

05/2016
Date

Last revision

01/2025
Date