

Bylaws

Brandywine Valley Baptist Church, Inc.

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ARTICLE I Membership

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

1.1 Give a testimony of his or her faith in Jesus Christ as Savior and Lord, and give evidence of a desire to live a consistent Christian life.

1.2 Receive a believer’s baptism (the individual being baptized has articulated a profession of faith). The church’s practice of baptism is to be by immersion, unless special circumstances apply. A believer’s baptism through alternate modes (e.g., sprinkling or pouring) occurring elsewhere will also meet this requirement.

1.3 Affirm the Statement of Faith of the Church.

1.4 Be at least eighteen (18) years of age.

1.5 Be a local resident living within forty (40) miles of the Church or who regularly attends the Church.

1.6 Meet with at least two (2) members of the Board of Elders of the Church “Board of Elders”, or delegated, qualified representatives, in order to determine if the requirements for membership of the Church have been met. The Board of Elders approves membership of all candidates.

1.7 Be recommended for membership in the Church by the Board of Elders by having his or her name posted two (2) consecutive weeks in the e-newsletter (or current means of churchwide communication) before the person is granted status of church member. During this period, any current Active Church Member may register an objection with the Board of Elders. If no objections are raised during this period, the person is granted the status of Church Member. Natural persons meeting the conditions for membership shall be added to the membership rolls of the Church by the Church Clerk.

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

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

Section 4. Non-Resident Membership. An honorary non-voting status of “Non-Resident Member” may be held by a former Church Member or Youth Member of the Church residing outside a radius of 40 miles from the Church facilities due to circumstances acceptable to the Church’s Board of Elders.

Section 5. Membership Continuation. Notwithstanding the foregoing, (i) those persons listed on the membership rolls of the Church on the date of the adoption of these Bylaws shall be members of the Church, and (ii) 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, and after completing the new members classes.

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 Elders and the church staff.

6.2 Letter of transfer from another church. The Church Clerk shall remove the member from the membership rolls of the Church and advise the Board of Elders and the church staff of the same.

6.3 Death. The Church Clerk shall remove the member from the membership rolls of the Church and advise the Board of Elders 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 Elders one month prior to the Annual Leadership Meeting and the Annual Budget Meeting. The Board of Elders shall direct the Church Clerk to remove the member from the membership rolls of the Church, and the Church Clerk shall remove the member 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 Elders (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 Elders shall notify the removed member by letter of such removal. The Board of Elders shall direct the Church Clerk to remove the member 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.

ARTICLE II Meetings of Members

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

1.1 The Annual Leadership Meeting for the election of members of the Board of Elders of the Church, which shall serve as the corporate board of directors, the Deacons of the Church, 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 Elders from time to time. Any proper business may be transacted at the Annual Leadership Meeting.

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 Elders from time to time. Any proper business may be transacted at the Annual Budget Meeting.

Section 2. Special Meetings. Special meetings of members for any purpose or purposes may be called at any time by the Board of Elders and shall be called by the Board of Elders upon written petition delivered to any member of the Board of Elders 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.

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 Elders 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 Elders, Deacons, and the members of the permanent committees proposed to be elected at such meeting, and in every case, by posting such notice in a conspicuous place at the entrance doors of the Church building [NK1] .

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 the Church Clerk's 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- Newly Revised.

9.2 The Board of Elders 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 Elders, 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 Elders 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.

ARTICLE III Board of Elders and Executive Officers

Section 1. Board Members: Number; Qualifications. The Board of Elders shall consist of a minimum of 4 congregationally affirmed men, the Lead Pastor, and the Executive Pastor (if applicable). The Officers of the Board of Elders shall be elected by the Board of Elders from among the congregationally affirmed members and shall be the Officers of the Church. In order to qualify as a member of the Board of Elders, a natural person must be the following:

- 1.1** Male member of the Church (1 Timothy 3:1)
- 1.2** Aligns with Church Statement of Faith and Policies, Vision, and Values (Ephesians 4:1-6)
- 1.3** Aspires to Office of Elder according to their spiritual gifts (1 Timothy 3:1)
- 1.4** Demonstrates biblical qualifications for Eldership (1 Timothy 3:1-7, Titus 1:5-9)
- 1.5** Models a godly lifestyle (1 Peter 5:1-4, 2 Timothy 2:14-15)
 - 1.5.1** Practices the spiritual disciplines
 - 1.5.2** Regularly participates in Church corporate worship
 - 1.5.3** Is actively involved in a ministry at the Church
 - 1.5.4** Practices regular, cheerful financial giving, including the support of Church Ministries
 - 1.5.5** Is committed to prayer as foundational to worship and a fruitful ministry
- 1.6** Represents and supports the Church congregation and is accountable to the congregation
- 1.7** Displays a firm grasp of Scripture, able to teach God's Word with clarity, and correct error (Titus 1:9, 2 Timothy 4:1-2)
- 1.8** Completes the prerequisite Elder Training
- 1.9** Completes Elder Questionnaire, Application, and Interview
- 1.10** Recommended by the Elders and Pastors in conjunction with the Nominating Committee
- 1.11** Affirmed by the Elders and Congregation

1.12 No immediate family member is currently a member of the Ministry Leadership Team

Section 2. Board Members: Affirm; Resignation; Removal; Vacancies. The Board of Elders shall be divided into classes, with one class of Elders affirmed every year to a three (3) year term. The Board of Elders shall endeavor to maintain a minimum ratio of 2:1 affirmed Elders to Staff Pastors. Elders shall be put forward by the Nominating Committee and affirmed by no less than 80% of the votes cast by the members present in the quorum at the business meeting. If a nominated person for the role of Elder does not garner 80% of the votes, he is not considered affirmed by the congregation and may not assume the role. In the event that there are vacancies due to non-affirmation the spot will remain void until the next business meeting. Elders shall be elected to hold a three (3) year term until the affirmation and qualification of their respective successors in office, subject to such Elder's earlier resignation, death, or disqualification.

An Elder may be nominated to two (2) consecutive three (3) year terms. After two consecutive terms an Elder must come off the Board of Elders for at least one (1) year and not serve on the Board of Deacons for at least one (1) year. Any Elder may resign at any time upon written notice to the Elder Board. Unless otherwise provided by law or the certificate of incorporation, any newly-created directorship or any vacancy occurring in the Board of Elders for any reason may be filled by the Nominating Committee and approved by the Elder Board. Each Elder affirmed shall hold office until the expiration of the term of office of the Elder whom he has replaced or until his successor is affirmed and qualified.

In the event that an Elder no longer meets the biblical qualifications for Elder as outlined in Scripture (1 Timothy 3:1-7, Titus 1:5-9), the Board of Elders shall have the authority to remove such Elder from office. Removal shall require an affirmative vote of no less than eighty percent (80%) of the Elders then serving on the Board, excluding the Elder in question. The Elder under review shall be given the opportunity to be heard by the Board prior to any vote of removal. Upon removal, the position shall be considered vacant and may be filled in accordance with Section 2, Article 3.

Section 3. Executive Officers: Number; Qualifications. The Board of Elders shall elect a Chairman, Vice-Chairman, and Secretary. Each such officer shall hold office until the end of the calendar year and until his successor is elected and qualified or until his earlier resignation or removal. Election of the other officers of the Board of Elders shall take place no later than December 31st of each year.

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

4.1 Chairman. The Chairman shall preside at all meetings of the Board of Elders and shall have such other duties and powers as usually pertain to this office.

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

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

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

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

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

Section 8. Virtual Meetings Permitted. Members of the Board of Elders, or any committee designated by the Board of Elders, may participate in a meeting by means of any communications technology available.

Section 9. Quorum Vote Required for Action. At all meetings of the Board of Elders, a majority of the members of the Board of Elders shall constitute a quorum for the transaction of business. The vote of a majority of the Elders present at a meeting at which a quorum is present shall be the act of the Board of Elders unless the certificate of incorporation, these Bylaws or applicable law provides otherwise.

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

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

Section 12. Responsibilities of the Board of Elders. In addition to any responsibilities required by law, the Board of Elders shall have the following responsibilities.

12.1 General Responsibilities

- 12.1.1** Oversight of the Board of Deacons,
- 12.1.2** Oversight and shepherding of the Church (Hebrews 13:17, 1 Peter 5:1-4)
 - 12.1.2.1** Works with MLT to affirm the Mission, Values, and Discipleship Strategy
- 12.1.3** Assists in Teaching the Church congregation (Titus 1:9; Acts 6:4)
- 12.1.4** Protects the church from false teaching (1 Timothy 1:3-4, Acts 20:26-31)
- 12.1.5** Cares for and keeps watch over the Church congregation (Acts 20:28, 1 Peter 5:1-4)
 - 12.1.5.1** Oversees the process of church discipline (1 Corinthians 5, Titus 1:13, 3:10)
- 12.1.6** Equips the church for ministry (Ephesians 4:12, 2 Timothy 2:1-2)
- 12.1.7** Prays for and anoints the spiritually and/or physically sick (James 5:14)

12.2 Specific Responsibilities

- 12.2.1** Serves as a member of the Board of Elders
- 12.2.2** Provides oversight of the following duties:
 - 12.2.2.1** Shut-ins and online-only congregants
 - 12.2.2.2** Stephen Ministry
 - 12.2.2.3** Prayer Teams
 - 12.2.2.4** Nominating Committee
- 12.2.3** Appoints moderator to preside at all meetings of Church members
- 12.2.4** Appoints the Church Clerk. The Church Clerk shall prepare and post notice of all meetings of members, maintain a register of all names and addresses of members, and maintain records of all membership procedures as provided in these Bylaws, and perform such other duties as the Board of Elders may direct.

ARTICLE IV Board of Deacons and Executive Officers

Section 1. Board Members: Number; Qualifications. The Board of Deacons shall be comprised of a minimum of nine (9) men and women affirmed by the congregation (ratio of men to women should be approximately 1:1). Deacons may be nominated to two (2) consecutive three (3) year terms but must come off the Board of Deacons for at least one year after serving for 2 consecutive terms. The Officers of the Board of Deacons shall be elected by the Board of Deacons from among the elected members. In order to qualify as a member of the Board of Deacons, a natural person must be the following.

- 1.1** A Member of the Church
- 1.2** Aligns with the Church's Statement of Faith and Policies, Vision, and Values
- 1.3** Demonstrate biblical standards for the Church leadership (1 Timothy 3:8-13)
- 1.4** Models a godly lifestyle (1 Peter 5:1-4, 2 Timothy 2:14-15)
 - 1.4.1** Practices the spiritual disciplines
 - 1.4.2** Regularly participates in the Church public worship
 - 1.4.3** Is actively involved in a ministry at the Church
 - 1.4.4** Practices regular, cheerful financial giving
 - 1.4.5** Is committed to prayer as foundational to worship and a fruitful ministry

1.5 Represents and supports the Church's congregation and accountable to the congregation

1.6 Completes Application and Interview

1.7 Is affirmed by the Elders and Congregation

Section 2. Board Members: Election; Resignation; Removal; Vacancies. The Board of Deacons shall be divided into at least three (3) classes of three (3) or four (4) deacons per class with one class of deacons elected every year for a three (3) year term. Deacons shall be recommended by the Nominating Committee and affirmed by no less than 80% of the votes cast by the members present in the quorum at the business meeting. If a nominated person for the role of Deacon does not garner 80% of the votes, he is not considered affirmed by the congregation and may not assume the role. In the event that there are vacancies due to non-affirmation the position will remain void until the next business meeting. Deacons shall be elected to hold a three (3) year term until the election and qualification of their respective successors in office, subject to such Deacon's earlier death, resignation or disqualification. A Deacon may be nominated to two (2) consecutive three (3) year terms.

Any Deacon may resign at any time upon written notice to the Board of Deacons. Unless otherwise provided by law or the certificate of incorporation, ~~or~~ any vacancy occurring in the Board of Deacons for any reason may be filled by the Nominating Committee and approved by the Deacon Board. Each Deacon elected shall hold office until the expiration of the term of office of the Deacon whom he or she has replaced or until his or her successor is elected and qualified.

In the event that a Deacon no longer meets the biblical qualifications for Deacon as outlined in Scripture (1 Timothy 3:8-13), the Board of Elders shall have the authority to remove such Deacon from office. Removal shall require an affirmative vote of no less than eighty percent (80%) of the Elders then serving on the Board. The Deacon under review shall be given the opportunity to be heard by the Board of Elders prior to any vote of removal. Upon removal, the position shall be considered vacant and may be filled in accordance with Section 2, Article 4.

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

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

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

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

4.3 Secretary. The Secretary shall keep minutes of all meetings of the Board of Deacons and shall perform such other duties as the Board of Deacons may direct.

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

Section 5. Regular Meetings. Regular meetings of the Board of Deacons may be held at such places within or without the State of Delaware as the Board of Deacons may from time to time determine. All meetings will be closed meetings unless otherwise determined by the Board of Deacons.

Section 6. Special Meetings. Special meetings of the Board of Deacons may be held at any time or place within or without the State of Delaware whenever called by the Chairman or by any member of the Board of Deacons. Notice of a special meeting of the Board of Deacons shall be given by the person or persons calling the meeting, and received by all members, at least twenty-four (24) hours before the special meeting.

Section 7. Virtual Meetings Permitted. Members of the Board of Deacons, or any committee designated by the Board of Deacons, may participate in a meeting by any agreed upon means of communication technology.

Section 8. Quorum Vote Required for Action. At all meetings of the Board of Deacons, a majority of the members of the Board of Deacons shall constitute a quorum for the transaction of business. The vote of a majority of the Deacons present at a meeting at which a quorum is present shall be the act of the Board of Deacons unless the certificate of incorporation, these Bylaws or applicable law provides otherwise.

Section 9. Organization. Meetings of the Board of Deacons shall be presided over by the Chairman, if any, or in the absence of the Chairman, the Vice-Chairman, if any, or in the absence of a Chairman or Vice-Chairman, by a Chairman chosen at the meeting. The Secretary of the Board shall act as secretary of the meeting, but in his or her absence, the Chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 10. Action by Written Consent of Deacons. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Deacons, or of any committee thereof, may be taken without a meeting if the members of the Board of Deacons or such committee, as the case may be, unanimously consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Deacons or such committee.

Section 11. Responsibilities of the Board of Deacons. In addition to any responsibilities required by law, the Board of Deacons shall have the following responsibilities.

11.1 General Responsibilities

11.1.1 Use spiritual gifts to serve and support the Church

11.1.2 Responsible for the physical and task-oriented needs of the Church

11.2.3 Responsible for other needs identified by staff, Elders, or Deacons

11.2 Specific Responsibilities

11.2.1 Serves under the leadership of the Board of Elders

11.2.2 Serves as a member of the Board of Deacons

11.2.3 Oversees permanent committees and project-based teams.

11.2.3.1 Finance Committee

11.2.3.2 Nominating Committee

11.2.3.3 All real property and tangible assets of the Church as required to support the ministries of the Church.

11.2.3.4 Church benevolence funds

11.2.3.5 Brandywine Valley Preschool

11.2.3.6 Other committees and ministries as designated by the Board of Elders

11.2.4 Appoints Deacon(s) to temporary committee(s) as needed

11.2.5 Regularly reviews financial and administrative policies

11.2.6 Annually reviews and approves the Church staff compensation and benefits.

Article V Permanent Committees

Section 1. Committees. There shall be the following Permanent Committees of the Church: Nominating Committee and Finance Committee

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

2.1 Composition. The Nominating Committee shall be comprised of seven (7) voting members, consisting of one (1) current member of the Board of Elders, one (1) current member of the Board of Deacons, and five (5) active Church Members nominated by the nominating Committee and elected by the Church Members. The Lead Pastor (or appointed 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 two (2) terms. If needed to balance turnover, the Committee may elect to have one member extend his or her term for one more year. In no case shall a member serve more than two consecutive terms 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 Elders. 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 Nominate candidates for election to Church office, including Elders, Deacons, and members of the permanent committees of the Church. Other nominations for candidates for election to the Board of Elders, 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.

2.6.2 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.

2.6.3 Present nominees in writing as part of the notice of the Annual Leadership Meeting.

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

Section 3. Finance Committee

3.1 Composition. The Finance Committee shall consist of six (6) voting members: four (4) members affirmed by the Church and two (2) current members of the Board of Deacons. One of the Deacons on the Finance Committee shall be appointed by the Board of Deacons as the Church Treasurer. The Lead Pastor (or other designated pastor) shall be a non-voting, *ex-officio* member of the Finance Committee. The Chair of the Finance Committee shall be entitled to appoint individuals from the church with specific expertise and interest to assist the committee as a non-voting advisor.

3.2 Election and Terms. Members of the Finance 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 (3) successive terms. If needed to balance turnover, the Committee may elect to have one member extend his or her term for one more year. In no case shall a member serve more than six (6) consecutive years in an eight year (8) period.

3.3 Resignation. Any member of the Finance Committee may resign at any time upon written notice to the Chairman of the Board of Elders.

3.4 Vacancies. In the event of a mid-term vacancy on the Finance Committee, the Nominating Committee shall appoint an interim member, subject to approval by the Board of Elders. Each member of the Finance 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.

3.5 Quorum. At all meetings of the Finance Committee, a majority of the voting members of the committee shall constitute a quorum for the transaction of business, and their actions shall constitute an act of the committee.

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

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

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

3.6.3 Monitor cash flow on a regular basis.

3.6.4 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.

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

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

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

Section 4. Committee Rules. Unless the Board of Elders otherwise provides, each permanent committee designated by the Board of Elders 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 Elders 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 Elders 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.

ARTICLE VI Temporary Committees

Section 1. Temporary Committees. The Board of Elders and Board of Deacons shall have the authority to create such Temporary Committees of the Church, upon recommendation of the Church staff, or as they deem appropriate and advisable.

1.1 All members of Temporary Committees must be Church Members.

1.2 Charters and Appointments. The Board of Elders and Board of Deacons shall appoint the membership, define the responsibilities, and fill vacancies for each Temporary Committee.

1.3 Lead Pastor Search Committee.

1.3.1 Composition and Election. The Board of Elders shall present a ballot with a minimum of five (5) Church Members consisting of at least one Elder, one Deacon, and three (3) 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 of Elders.

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

Section 2. Committee Rules. Unless the Board of Elders otherwise provides, each Temporary Committee designated by the Board of Elders 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 Elders conducts its business pursuant to Article III of these Bylaws.

ARTICLE VII Church Organization

Section 1. Brandywine Valley Church is an Elder-led, Deacon-served, Congregationally-governed Church. Our Bylaws herein outline the authority and responsibilities of the Elders, Deacons, and Congregation Members.

Section 2. Ministry Leadership Team.

2.1 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.

2.2 The MLT and the Board of Elders 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.

2.3 The MLT shall communicate the Vision and Mission to the congregation in a timely fashion.

2.4 The MLT shall inform the Board of Elders of the progress on priorities and strategies on a monthly basis.

2.5 The Board of Elders 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.

2.6 The MLT shall maintain and keep up to date an Executive summary for the MLT and the Board of Elders.

ARTICLE VIII Church Staff

Section 1. Lead Pastor.

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

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

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

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

1.5 The Lead Pastor may be terminated only by action of the congregation. The Board of Elders may call a Special Meeting as set forth in Article II. Sixty (60) percent of the Active Church Members shall constitute a quorum necessary to remove a Lead Pastor. A two-thirds (66.67%) majority of the members present must approve the motion to remove a Lead Pastor. Compensation in case of removal shall be for not less than 30 days as determined by the Board of Elders. Staff members on the Board of Elders shall be recused from all voting pertaining to termination.

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

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

1.7.1 Provide spiritual and executive leadership.

1.7.2 Be accountable to the Congregation.

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

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

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

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

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

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

Section 2. Pastoral Staff.

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

2.2 The Pastoral Staff is comprised of Pastors and Directors who are each responsible for a major area of ministry in the church. Job descriptions and titles for Staff shall be recommended by the Lead Pastor and Board of Elders.

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 Elders, and are reviewed annually by the same.

2.4 Any Pastoral Staff member may be terminated upon the recommendation of the Lead Pastor and subject to seventy-five (75) percent approval of the full Board of Elders. However, such Pastoral Staff member

may request that the Board of Elders call a Special Meeting as set forth in Article II 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 Elders.

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 of Elder approval.

3.3 Any Support Staff member may be terminated upon the recommendation of the Lead Pastor, subject to the approval of the Board of Elders.

ARTICLE IX Indemnification

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

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

Section 3. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article IX shall 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.

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

ARTICLE X Miscellaneous

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

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

Section 3. Manner of Notice. Except as otherwise provided herein, notices to Elders, Deacons and Members shall be in writing and delivered electronically, personally or mailed to the Elders, Deacons or Members at their addresses appearing on the books of the Church.

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

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

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

6.1 Proposed amendments shall be stated in full and delivered electronically or by mail to all members at least four (4) Sundays before the scheduled meeting.

6.2 Approval of Amendments.

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

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

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

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

Approved

Last revision 10/2025

