

**AMENDED AND RESTATED BYLAWS OF ARDMORE BAPTIST  
CHURCH, INC.  
OF WINSTON-SALEM, NORTH CAROLINA**

**PREAMBLE**

**These Amended and Restated Bylaws (the “Bylaws”) of Ardmore Baptist Church, a North Carolina non-profit corporation, are made by the members to provide for the governance and operation of Ardmore Baptist Church and shall apply to each member of said church. These Bylaws are effective as of \_\_\_\_\_, 2024, and will apply to all present and future members of Ardmore Baptist Church.**

We, the members of Ardmore Baptist Church, declare and establish these Bylaws:

- to ensure that “all things are done decently and in order” (1 Corinthians 14:40).
- to preserve the unity and secure the principles of our faith;
- to govern the body in an orderly manner;
- to preserve the liberties of each individual Church member;
- to ensure the freedom of action and independence of this Church body from any religious body or organization; and
- to protect the Church from liability.

**ARTICLE I - NAME AND OFFICES**

**Section 1. Name.**

The name of the corporation shall be Ardmore Baptist Church, Inc. of Winston-Salem, North Carolina, (hereinafter "Church" or "Corporation").

**Section 2. Registered Office.**

The registered office of the Church shall be located at 501 Miller Street, Winston-Salem, North Carolina 27103.

**ARTICLE II – MISSION AND PURPOSE**

**Section 1. Statement of Mission**

In keeping with the Great Commission and the Great Commandment, the mission of Ardmore Baptist Church is “to connect people of all ages with Jesus Christ and each other in life-changing relationships.”

## **Section 2. Statement of Purpose**

Ardmore Baptist Church is a fellowship of believers committed to the Lordship of Jesus Christ and service in the Kingdom of God. The purpose of this Church shall be to encourage and guide the members:

- (a) To be a DYNAMIC SPIRITUAL BODY empowered by the Holy Spirit to share Jesus Christ consistently, in a meaningful way, with as many people as possible in the Church, community, and throughout the world.
- (b) To MINISTER UNSELFISHLY to persons in the community and the world in the name of Jesus Christ.
- (c) To FULFILL OUR COMMON MISSION to the world by joining efforts and resources with other churches.
- (d) To be a WORSHIPING COMMUNITY OF FAITH, experiencing an awareness of God, and responding in obedience to God's leadership.
- (e) To CREATE A CHURCH FAMILY that challenges members to grow in their Christian faith and in their love for one another in a stable nurturing environment.
- (f) To EQUIP CHRISTIANS for ministry and service through the discovery, development, and use of gifts.
- (g) To INSPIRE DAILY LIVING that gives evidence of total commitment of life, personality, and possessions to the Lordship of Jesus Christ.

## **Section 3. Character**

### **A. Statement of Basic Beliefs**

We affirm the Holy Bible as the inspired word of God and the basis for our beliefs (*The Baptist Faith and Message*, 1963). We voluntarily band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the Gospel. The ordinances of the Church are believer's baptism and the Lord's Supper.

### **B. Governance and Relationships**

The governance of this Church is vested in the body of believers who compose it. Ardmore Baptist Church is subject to the control of no other ecclesiastical body, but it recognizes and sustains the relationships of mutual counsel and cooperation which are common among Baptist churches. This Church shall cooperate with and support organizations which help us fulfill our mission as a church.

### **C. Exempt Status**

The Church has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and, as such, will be exempt from taxation under Section 501 (c) of the Code.

## **ARTICLE III. MEMBERSHIP**

The membership of this Church shall be composed of persons who are eligible for membership in accordance with Section 1 of this Article III and who have been received by a majority vote of members present and voting:

### **Section 1. Candidacy**

Any person may come as a candidate for membership in this Church. All such candidates shall be presented to the Church at any regular Church service or Church Conference for membership in either of the following ways:

- (a) By profession of faith and for baptism, which shall be by immersion; or
- (b) By transfer of letter or statement of faith from another Christian church.

Members of churches whose baptism has not been by immersion are encouraged, but are not required, to be baptized by immersion. However, if such a person has been baptized as an infant/child and has not gone through a “confirmation process” related to their baptism, they are required to be baptized by immersion.

### **Section 2. Responsibilities**

Members are expected, first of all, to be faithful in adhering to the principles of the Christian life; and are encouraged to regularly attend the services of the Church; to participate in membership orientation; to give regularly and systematically to its support and Kingdom causes; and to participate in its organized work.

### **Section 3. Rights**

- (a) Every member of the Church is entitled to vote on all questions submitted to the Church in conference, provided the member is present or has made provision for absentee balloting.
- (b) Every member of the Church is eligible for consideration by the Church as a candidate for paid staff positions in the Church, pastoral, administrative, or otherwise.

#### **Section 4. Withdrawal/Dismissal**

Active membership shall be terminated in the following ways:

- transfer of letter to another Baptist church,
- notification of membership in a church of another denomination,
- written request by the member,
- exclusion by action of the Church, or
- death

#### **Section 5. Discipline**

It shall be the practice of this Church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Senior Pastor, other members of the Church staff, and deacons are available for counsel and guidance. The attitude of members toward one another shall be guided by a concern for redemption rather than punishment. The leaders and members of the Church strive to follow a minimum standard of expected behaviors that reflect the teachings of Christ found in the New Testament.

Should some serious condition exist, which would cause a member to become a liability to the general welfare of the Church, the Senior Pastor and the deacons shall take every reasonable measure to resolve the problem in accordance with Matthew 18. If it becomes necessary for the Church to take action to exclude a member, a three-fourths vote of members present and voting is required; and the Church may proceed to declare the person to be no longer in the membership of the Church. All such proceedings shall be undertaken in a spirit of Christian kindness and forbearance.

The Church may restore to membership any person previously excluded, upon request of the excluded person, and by a majority vote of members present and voting upon evidence of the excluded person's repentance and reformation.

### **ARTICLE IV. MEETINGS**

#### **Section 1. Annual Corporate Meetings**

The annual meeting of the Church shall be called by the president of the Corporation (as defined herein) or the Senior Pastor and held during the fall of each year. The annual meeting may be held in conjunction with any other regular or special meeting.

#### **Section 2. Church Conferences**

The Church shall hold regular Church conferences at least three (3) times per calendar year to conduct the business of the Church. Special Church conferences may be called by the Senior Pastor, the moderator or vice-moderator, or the chairman of the Deacon Council at such time as they may be needed. In the absence of the moderator of the Church, the vice-moderator, chairman of the Deacon Council or the Senior Pastor may serve as moderator. Fifty members shall constitute a quorum for

the transaction of business at a meeting of the members. Except as otherwise provided in the Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members. Voting shall be, as determined by the moderator, by voice vote, by a show of hands, by ballot, or by electronic means, provided the member is present or has made provision for absentee balloting.

### **Section 3. Regular Meetings**

The Church shall hold regular meetings for worship, teaching, training, and fellowship. Regular worship services shall be on Sundays and such other times as determined by the Senior Pastor, unless otherwise agreed upon by the Church. The Lord's Supper shall be observed at least once a quarter. Other meetings of the Church shall be set according to the needs of the congregation.

### **Section 4. Notice**

Notice of the annual meeting, special meeting, regular meeting or a church conference shall be published in a fair and reasonable form of communication widely available to the Congregation of the Church prior to the date of the meeting. A minimum of ten (10) days' notice of the time and place of the meeting shall be given to the membership. Notice of the annual meeting, special meeting or a church conference shall include a description of any matter or matters for which approval is sought by the Church.

## **ARTICLE V. CHURCH LEADERS**

The leaders of the Church shall be the Senior pastor (the "Senior Pastor") and ministerial staff together with the deacons. All of these shall be called by the congregation.

### **Section 1. Senior Pastor**

The Senior Pastor is responsible for leading the Church to function as a New Testament Church. The Senior Pastor shall guide the congregation, the organizations, and creation and supervision of the Church staff in defining and performing their tasks.

The Senior Pastor is director of pastoral ministries in the Church. As such, the Senior Pastor shall work with the deacons and Church staff to:

- lead the Church in the achievement of its mission;
- proclaim the gospel; and
- care for the Church members and other persons in the community.

#### **(a) Call of a Senior Pastor**

The call of the Senior Pastor shall take place at a meeting especially set for that purpose of which at least a minimum ten (10) day notice has been given to the membership.

A special committee (such as the “Senior Pastor search committee” or “Senior Pastor search team”) shall be nominated by the Deacon Council and affirmed by the Church to seek out and to recommend a minister chosen of God whose Christian character and qualifications fit the person for the office of Senior Pastor of the Church.

The Senior Pastor search committee or team shall bring only one name at a time for consideration and vote by the Church, and no nomination shall be made except that of the committee.

A three-fourths vote of members present and voting shall be necessary to extend a call. Should the one recommended by the committee fail to receive a three-fourths vote, the committee shall be instructed to seek out another candidate.

(b) Termination of Service

A Senior Pastor's service may be terminated at the request of either the Senior Pastor or the Deacon Council. In either case, at least ten days' notice shall be given of termination of the relationship, unless otherwise mutually agreed. Any action concerning a Senior Pastor's termination shall be by a majority vote of members present and voting.

At least thirty (30) days' notice shall be given of resignation by the Senior Pastor, unless otherwise mutually agreed.

**Section 2. Other Ministerial Staff**

(a) Call of Associate Ministers and Staff

The Church may employ additional associate ministers described in this Section 2 as may be determined by the Church in regular or special Church conference of which at least a two-week notice has been given the membership.

A three-fourths vote of members present and voting shall be necessary to extend a call.

i. Full Time and Part-Time Ministers

A special committee shall be selected by the Personnel Council and affirmed by the Church to seek out and to recommend a candidate qualified for each position. The committee shall bring only one name at a time for consideration by the Church, and no nomination shall be made except that of the committee.

ii. Interim Staff Ministers and Staff

The Personnel Council shall serve as the search team for interim ministers and staff members. In consultation with the Senior Pastor and appropriate ministry

team, they may seek out and recommend a qualified candidate for each interim or staff position. The team shall bring only one name at a time for consideration by the Church. No nomination shall be made except that of the team.

iii. Process for Transitioning Ministerial Status

The Personnel Council, in consultation with the Senior Pastor, Finance Committee and appropriate Ministry Team, shall recommend transitioning a minister from part-time to full-time. This procedure does not require a full search process unless otherwise directed by the congregation in conference, but such transition shall require the notice period and vote by the Church as set forth in this Section 2.

(b) Supervision

All associate ministers shall be considered as assistants to the Senior Pastor in carrying out the program of the Church. The ministerial staff shall be under the general supervision of the Senior Pastor and responsible to the Church through the Personnel Council. Matters concerning their work shall be referred to the Senior Pastor and the Personnel Council for investigation and recommendations, as appropriate, to the Deacon Council and to the Church.

(c) Termination

Recommendation for termination of an associate minister will be brought to the Deacon Council by the Personnel Council. The Deacon Council shall bring the recommendation before the Church. Any action concerning an associate minister's termination shall be by a majority vote of members present and voting.

At least thirty days' notice shall be given of resignation unless otherwise mutually agreed. Any actions concerning ministerial staff resignations or terminations shall be reported to and received by the congregation.

### **Section 3. Deacon Council**

(a) Mission Statement

The mission of the Deacon Council is to strengthen the spirit and unity of Ardmore Baptist Church by assuming responsibility for the care of, communication with, and connections among our members in accordance with the church's mission.

(b) General Powers

The deacons shall constitute the board of directors of the Corporation and shall have the powers and responsibilities normally associated with the directors of a nonprofit corporation, as set forth in North Carolina law, subject to the limitations of the Articles of Incorporation and Bylaws.

(c) Number and Qualifications

There shall be at least seven deacons for the first 300 members of the Church and two additional deacons for each 100 additional resident members or major fraction thereof up to 1000 resident members and as many other deacons as the Church may require.

Candidates must be 21 years of age or older and a member of this Church for at least one year.

Deacons shall be elected from among those members in whom evidence of the Lordship of Jesus Christ is explicit and implicit in attitudes, motivation, and conduct.

Deacons shall be elected for a term of three years, with one-third of the number being elected each year. Following the completion of a three-year term, a Deacon shall be ineligible to serve again as a Deacon for a period of two years. All paid permanent employees of Ardmore Baptist Church, including all ministerial staff, and their respective spouse, shall be ineligible to serve as a Deacon, but any such person serving at the time of the adoption of these Bylaws shall be allowed to complete their current term of service. Any question of eligibility to serve as a Deacon based upon a person's status as a paid permanent employee shall be referred to and determined by the Deacon Council, taking in consideration the recommendation of the Administrative Team of the Deacon Council.

(d) Election Procedure

The Deacon Election process shall be conducted during the months of September and October. At the beginning of September a list of qualities and expectations of Deacons shall be published in a fair and reasonable form of communication widely available to the congregation. The following week a list of active Deacons and those who are ineligible for election shall be published in a fair and reasonable form of communication widely available to the congregation.

Nomination Ballot: Deacon Nomination ballots shall be made available to the church membership the Sunday following publication of those ineligible in a fair and reasonable form of communication widely available to the congregation through the next Sunday on which services are held. Nomination ballots will include a listing of By-law requirements, qualities and expectations, the names of active Deacons and those ineligible, and blanks for the proper number of Deacons to be elected. Each member has the privilege of nominating up to the total number of Deacons to be elected. The deadline for turning in nominations is the close of the morning services of the second Sunday ballots are available.

Contact: All nominees shall be contacted by the Deacon Administrative Team during the two-week period immediately following the close of the nominations. Before



names are placed on the election ballot, a contact shall be made to determine the nominee's willingness to serve as Deacon if elected. In the event the total of nominees is less than the number of Deacons to be elected, the Deacon Administrative Team shall submit the required number of additional nominees necessary to complete the total number of Deacons to be elected for approval by the Deacon Council, and upon such approval the nominees shall be contacted as set forth above to determine each nominee's willingness to serve as Deacon if elected. Once such willingness is confirmed, such nominee(s) shall be included on election ballot. If the Deacon Administrative Team is unable to enlist the number of nominees necessary to complete the number of Deacons to be elected, the Deacon Council shall be so informed and the agreed upon nominees shall be elected by acclamation. Once elected, the Deacons shall serve their three-year term with no further increase in the number elected.

Election Ballot: The list of confirmed nominees shall be published in a fair and reasonable form of communication widely available to the congregation the week following the completion of the contacting of those nominated. Deacon election ballots shall be made available to the church membership the Sunday following publication of confirmed nominees in a fair and reasonable form of communication widely available to the congregation through the next Sunday on which services are held. Election ballots will include the name of each person who has been nominated and has agreed to serve if elected. Each member has the privilege of voting for the total number of Deacons to be elected. The deadline for turning in election ballots is the close of the morning services of the second Sunday ballots are available. Persons receiving the highest vote totals shall be elected as Deacons. In case of a tie for the last position, the name to be elected for that position shall be determined by lot.

Term: The three-year term of service shall begin January 1 of the next year. As the need arises, vacancies of unexpired terms shall be filled according to the ranked order of balloting from the most recent election.

#### (e) Responsibilities

With the Senior Pastor and as the Holy Spirit may direct, the Deacon Council will at all times consider themselves servants of the Church;

- Assist the Senior Pastor in the observance of ordinances as needed;
- Collaborate with ministry leaders toward fulfillment of the mission of the Church and
- Make and consider recommendations to the congregation pertaining to its mission and ministry
- Partner with the Senior Pastor in discerning the spiritual health and direction of the Church, and
- Promote and nurture spiritual harmony and fellowship within the Church.
- Provide general oversight of finance, personnel and property matters, and
- Consider major Church decisions, including but not limited to, annual and capital budgets, amendments to bylaws, call of ministerial staff and property

acquisitions.

Deacons shall elect their own officers annually, arrange for regular meetings, and appoint teams necessary to the discharge of their duties, including a Deacon Administrative Team, who shall be charged with the responsibilities of the deacon election process and other administrative functions pertaining to the role of deacon. The Senior Pastor, the chairman of the Deacon Council, or a simple majority of active deacons may call the Deacon Council into special session, as needed. The Senior Pastor and the Deacon Council shall schedule deacon ordination services.

## **ARTICLE VI. CORPORATE/CHURCH OFFICERS:**

### **Section 1. President and Vice-President**

The chairman of the Deacon Council shall also serve as president of the Corporation and the Vice Chairman of the Deacon Council shall also serve as vice president of the Corporation. The president, and the vice-president in the absence of the president, shall be the principal executive officer of the Corporation, subject to the provisions of the Bylaws, the supervision of the Deacon Council, and North Carolina law.

### **Section 2. Clerk**

The clerk shall serve as secretary of the corporation. The clerk shall be nominated by the Leadership Committee and affirmed by the Church for a one-year renewable term commencing January 1. It shall be the clerk's duty to attend, or be represented at, all Church conferences, to keep an accurate record of all business transactions, and with the help of the Church staff, to prepare the annual church profile, if requested by the Senior Pastor.

The Church clerk shall be responsible for updating the Bylaws to reflect actions taken by the Church. The Church clerk shall be assisted in these duties by the administrative staff of the Church.

The clerk, acting as secretary, shall sign such instruments as may require the secretary's signature; shall affix the corporate seal to any lawfully executed instrument requiring it, and in general shall perform all duties incident to the office of secretary of the corporation as required by North Carolina law.

### **Section 3. Treasurer**

The treasurer shall serve as treasurer of the Corporation. The treasurer shall be nominated by the Leadership Committee and elected by the Church for a one-year renewable term commencing January 1. It shall be the duty of the treasurer to oversee and approve the receipt, deposit, and disbursement, upon proper authority, of all monies or things of value that are given to the Church, and to keep at all times an itemized account of all receipts and disbursements, giving regular account to the Church to be preserved by the Church clerk. The

treasurer shall oversee the financial administration of the Church, review procedures and financial reporting, and advise the Finance and Budget Committee and the Deacon Council of financial strategy, the accuracy or reporting and adherence to the financial policies of the Church. The treasurer shall be assisted with duties by the financial assistant or other staff members of the Church, as determined by the Personnel Committee, and who shall be supervised by the treasurer. The treasurer shall have all authority necessary to fulfill their duties as set forth herein. The treasurer shall work closely with the Senior Pastor and Church staff concerning all financial matters of the Church.

The treasurer's books shall be audited as provided in Article IX section 5 of these Bylaws, and all such books, records, and accounts shall be considered the property of the Church. The treasurer shall upon invitation meet with the Deacon Council and shall be an ex-officio member of the Budget-Finance Committee.

#### **Section 4. Moderator and Vice-Moderator**

The Church moderator and vice-moderator shall be nominated by the Leadership Committee and affirmed by the Church for a one-year renewable term commencing January 1. The Church moderator shall schedule and preside over regular Church conferences and special Church conferences, as needed.

The moderator shall establish the agenda for each conference and, with the help of the vice-moderator, see that appropriate parliamentary procedures are followed. The moderator shall see that minutes are duly recorded and follow up on Church conferences by seeing that any action taken in the meeting is conveyed to the appropriate person or persons in the Church and published in the Church newsletter.

The vice-moderator shall preside over the Church conferences in the absence, or upon request, of the moderator and shall assist the moderator by serving as parliamentarian and in other capacities as designated by the moderator.

#### **Section 5. Authority of Corporate Officers**

The Corporate officers shall be authorized to represent the Church in all matters of legal responsibility, including regarding the purchase, improvement, and disposal of Church property and the legal affairs of the Church. Corporate officers shall have no power to buy, sell, mortgage, lease, or transfer any property of the Church, except in accordance with the terms of these Bylaws and North Carolina Law.

### **ARTICLE VII. CHURCH PROGRAM ORGANIZATIONS**

The Church shall create and maintain programs which may include but not be limited to Bible teaching; member and leader training, discipleship, mission education, action, and support, music education, training, and performance, and other programs as determined by the Church. The organization of such programs may include a ministry team for such program area (individually a

‘ministry team’ and collectively the “ministry teams”). All program directors and teachers/leaders, working in cooperation with the ministerial staff, shall be reported regularly to the Church. All program organizations, activities, and sources for curriculum materials shall be subject to Church coordination and approval.

## **ARTICLE VIII. COMMITTEES, TEAMS, MINISTRY TEAMS AND COUNCILS**

### **Section 1. General**

All who serve on committees, teams, ministry teams and councils shall be members of this Church, unless otherwise specified, and shall be presented to the Church by the Leadership Committee unless otherwise specifically provided for in these Bylaws. The Leadership Committee shall name chairpersons unless otherwise specified herein. No person shall serve during the same term on more than one committee if that committee is charged to directly address issues of personnel, finance, or property matters.

#### **(a) Standing Committees and Teams**

The Church shall establish such standing committees, teams, and councils as necessary to carry on the various phases of the program efficiently and effectively. The Church shall at all times have the following standing committees and councils: Budget-Finance Committee, Leadership Committee, Personnel Council, and Properties Committee.

#### **(b) Special Committees**

The Church shall appoint special committees or teams for specific assignments as desired by the Church and upon the recommendation of the Senior Pastor or Leadership Committee unless the Church directs their appointment in a different manner. Special committees and teams may be elected or appointed for temporary or special purposes.

#### **(c) Term of Office and Rotational System**

Except as otherwise specifically provided for herein, all standing committees shall operate under a general principle of rotation with members nominated and elected for a term of three years. The rotation system shall require one-third of the committee to rotate off the committee each year, unless otherwise specified.

#### **(d) Ministry Teams**

The Church shall create and appoint ministry teams in its discretion under a general principle of voluntary rotation with members of each ministry team free to join and

serve as long as they feel gifted and passionate about their service. The chairperson of a ministry Team will serve -for no more than three (3) consecutive years, followed by at least one year of non-service as chairperson. Upon recommendation of the chairperson of a ministry team, and upon the affirmative vote by two-thirds of the members of the ministry team at the time of the vote, a member of a ministry team may be removed as a member of such team for such period as directed in the recommendation, but not to exceed one year from the date of the vote.

(e) Authority of Committees, Teams and Ministry Teams

No committee, team or ministry team shall have final authority within itself. All committees, teams and ministry teams shall be directly responsible to the Church. When a recommendation is to be made to the Church on matters having to do with finances, change of policy, or important changes in the Church program, the endorsement of the Deacon Council should be sought.

**Section 2. Responsibilities of Standing Committees and Councils**

(a) Budget-Finance Committee

The committee shall administer the financial program as adopted by the Church, keep the Church informed about its financial needs, and encourage the members in giving. This committee shall be composed of nine members selected from the membership-at-large. There shall be active deacon representation on the Budget-Finance Committee or there shall be at least one active deacon on the Budget-Finance Committee appointed from the current Deacon Council in a regular meeting of the Deacon Council. This committee shall meet at regular intervals to consider the financial condition of the Church and shall present regular reports to the Church in conference.

Each year the committee shall receive requests from all Church leaders and prepare a proposed budget which shall be submitted to the Church in regular Church conference at least thirty (30) days prior to the beginning of the budget year.

The committee shall arrange for the annual audit to be made by a certified public accountant as specified in Article IX, Section 5 of these Bylaws. The Budget-Finance Committee, shall approve and recommend any changes necessary or advisable in the method and procedure of keeping the financial records of the Church, including receipts, disbursements, and purchases.

(b) Leadership Committee

The Leadership Committee shall consist of a total of nine Church members, including one active deacon appointed each year from the current Deacon Council. The eight members serving from the membership-at-large shall each serve a two-year term. The

member appointed from the Deacon Council shall serve a one-year renewable term. Except as otherwise stated in the Bylaws, the Leadership Committee shall be responsible for the (a) recruitment of the members of the administration and support ministry committees and teams as follows, including, but not limited to: Church officers; Finance Committee; Personnel Council; Property Committee; and Mission Resource Team; (b) recommending the formation of special committees, teams, and ministry teams; and (c) connecting members and engaged attenders of the Church with ministry and service areas. The Leadership Committee shall create and maintain a system to gather information on members' gifts, skills, interest and passions in order to connect members and engaged attendees with such ministry and service areas within the Church. The committee shall be responsible for presenting to the Church a report for all leadership positions filled by volunteer workers, unless otherwise specified. Members of the Leadership Committee shall be chosen by the Church at the final Church conference each year and ample opportunity shall be given for nominations from the floor. The Leadership Committee shall designate a chairperson for each committee or ministry team unless otherwise specified.

(c) Personnel Council

This Personnel Council shall consist of ten members; nine selected from the membership-at-large and one active deacon, appointed from the current Deacon Council. Those selected from the membership-at-large shall serve a three-year term with three rotating off each year. The one appointed from the Deacon Council shall serve a one-year renewable term. The Personnel Council shall elect its own officers. All paid permanent employees of Ardmore Baptist Church, including all ministerial staff, and their respective spouse, parents, and children, shall be ineligible to serve as a member of the Personnel Council, but any such person serving at the time of the adoption of these Bylaws shall be allowed to complete their current term of service. Any question of eligibility to serve as a member of the Personnel Council based upon a person's status as a paid permanent employee shall be referred to and determined by the Deacon Council, taking into consideration the recommendation of the Administrative Team of the Deacon Council.

The Personnel Council shall:

- (i) counsel with the Senior Pastor on matters to enhance and ensure adequate administration of personnel and personnel policies;
- (ii) formulate and recommend for adoption by the Church both new and revised personnel policies which are kept in manual form.
- (iii) recommend to the Budget-Finance Committee remuneration, including fringe benefits, for all staff members;
- (iv) monitor annual performance review process of all staff members;
- (v) hear complaints and grievances properly registered by staff members; and

- (vi) provide an updated *Manual of Personnel Policies* to all staff members.
  - (vii) counsel with the Senior Pastor in order to create and define such positions within the staff of the Church to provide for the proper management of all operational activities within the Church, including finances, properties, management, and all other areas.
- (d) Properties Committee

This committee shall consist of ten members; nine selected from the membership-at-large and one active deacon, appointed from the current Deacon Council. Those selected from the membership-at-large shall serve a three-year term with three rotating off each year. The one appointed from the Deacon Council shall serve a one-year renewable term. It shall be the duty of this committee to give attention to and study the condition and state of repair and appearance of the buildings and grounds, making repairs and improvements authorized by the Church and included in the Church budget. All matters of major repair or improvement and items of equipment shall be referred to the Budget-Finance Committee for recommendation to the Church.

## **ARTICLE IX. FINANCIAL PROGRAM**

The financial program shall be carried out in accordance with the procedures established by the Budget-Finance Committee.

### **Section 1. Unified Budget**

The unified budget shall be the basic financial guide with the following exceptions:

- (a) Special emphasis shall be given to missions through offerings for global, foreign, home, state and local missions. Other offerings may be received to support causes approved by the congregation.
- (b) Any designated gift which is compatible with the purpose and program of the Church shall be accepted and honored, but the emphasis on giving shall be through the unified budget.
- (c) The fiscal year shall be January-December, ending on the last day of Dec. or on such other date as may be fixed from time to time.

### **Section 2. Planning/Promotion**

Planning and promotion of the budget for each year shall be under the direction of the Budget-Finance Committee.

### **Section 3. Contribution Records**

Contribution statements shall be provided to members quarterly. Individual contribution records shall be considered confidential. The financial assistant shall furnish information to the U. S. Internal Revenue Service and the North Carolina Department of Revenue as required by law.

### **Section 4. Disbursements**

Funds shall be disbursed according to the adopted budget as authorized by the Budget-Finance Committee and in the proportion that the Church receipts bear to the said budget, giving priority to the fixed expenses. A set of books shall be kept showing all disbursements properly keyed to the Church budget. Any Church member shall have access to the disbursement records.

### **Section 5. Audit**

An annual audit of the Church financial records, including receipts and disbursements, shall be made by an independent certified public accountant under the direction of the Budget Finance Committee as soon as practical after the close of the financial year, unless so waived by the Church. No such waiver shall be permitted in consecutive years.

### **Section 6. Financial Reports**

Financial reports shall be presented at regular Church conferences for information.

## **ARTICLE X. INDEMNIFICATION**

### **Section 1. General Policy**

It shall be the policy of the Church to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina the deacons and Church officers and former deacons and former Church officers against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable expenses (including attorneys' fees) in connection with any proceeding, where the liabilities and litigation expenses were incurred incident to the good faith performance of their duties and not as a result of the intentional criminal acts of such person.

### **Section 2. Approval of Indemnification**

The Church may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Church for indemnification shall be deemed a proper expense of the Church.



## **ARTICLE XI. GENERAL**

### **Section 1. Seal**

The seal of the Church shall bear the name of the Church and the letters “INC.”

### **Section 2. Church Year**

The Church year shall be from September 1 to August 30, and all annual reports shall be for this term except the financial statements, budgets, and certain other reports as deemed advisable. The financial year shall be from January 1 to December 31.

### **Section 3. Use of Facilities**

The facilities of Ardmore Baptist Church are dedicated to the glory of God and the service of all his people. Use of facilities shall be in keeping with the Bylaws of this Church and other applicable procedures and guidelines.

### **Section 4. Media Center**

The Church media center shall be the resource center for the Church. Its personnel shall seek to provide and promote the use of printed and audiovisual resources. They shall also assist Church leaders and members in the use of media resources.

### **Section 5. Ministerial License and Ordination**

#### **(a) License**

This Church may license a member to the ministry upon recommendation of the Deacons and a majority vote of members present and voting as an acknowledgment of the candidate's call to the ministry and encouragement to make preparation for it. The Church shall furnish the candidate a copy of the minutes or a certificate of license. The performance of civil duties by the licensed minister shall be governed by North Carolina state law.

#### **(b) Ordination**

This Church may ordain any person who has given evidence of being called to the ministry. Upon recommendation of the Deacon Council and approval of the Church by a majority vote of members present and voting, an Ordination Council shall be invited to examine the candidate to determine his or her fitness for the ministry. This Church may invite representatives of other Baptist churches to join the ordination

council. Having received the report of the Council, the Church may proceed with the approval of the ordination by a majority vote of members present and voting.

**ARTICLE XII. ADOPTION AND AMENDMENTS**

**Section 1. Adoption**

These Amended and Restated Bylaws take the place of any previously adopted Bylaws of Ardmore Baptist Church, Inc., Winston-Salem, Forsyth County, North Carolina.

**Section 2. Amendments**

These Bylaws may be amended, altered, or repealed by a three-fourths vote of the members present and voting at any regular or called Church conference; provided that such amendment, alteration, or repeal be given to the clerk in writing; and this proposed change shall be presented to the Church in writing at least thirty (30) days prior to the time the vote is taken.

THIS IS TO CERTIFY that the foregoing Bylaws of Ardmore Baptist Church, Inc., Winston-Salem, Forsyth County, North Carolina were duly adopted by the members at a duly scheduled Church Conference on the \_\_\_\_\_ day of \_\_\_\_\_, 2024.

This the \_\_\_\_\_ day of \_\_\_\_\_, 2024

- Amendments:
- July 14, 2019
- April 27, 2014
- August 17, 2008
- August 29, 1999
- February 22, 1998
- May 18, 1997
- \_\_\_\_\_, 2024