

# HIGHLAND BAPTIST CHURCH

## RESTATED AND AMENDED BYLAWS

### Article I: Membership

A. General. A member of Highland Baptist Church is a person who has met the qualifications for membership and is listed on the membership roll.

B. Qualifications for Membership. The qualifications for membership are:

1. A profession of faith in Jesus Christ for salvation;
2. Baptism by immersion as a symbol of their personal salvation;
3. Acceptance for membership in the church by majority vote of those members present at any regular service;
4. A commitment to abide by the membership responsibilities; and
5. Completion of the Church's membership class.

C. Responsibilities of Church Members. The primary role of the Members is to serve as the ministers of the Church; reaching out to unchurched people, and also to care for the needs of one another within the Church. The responsibilities of Members includes:

1. To participate regularly in worship and training of the Church in order to grow in their faith;
2. To serve faithfully in the ministries and outreach activities of the Church;
3. To support the mission of the Church and the leadership needed to accomplish that mission;
4. To seek resolution of differences in the Church privately and graciously, as Scripture requires; and
5. To give generously to the financial costs of achieving the mission of the Church.

D. Decisions by Church Members. Every resident member, age thirteen (13) and older, who is present at the scheduled business meeting, shall have the right to vote on the following matters:

1. The election of Church Council and Deacons;

2. The calling or removing of the Senior Pastor;
3. Approving the annual budget in broad categories, and the approval of budget increases greater than ten percent;
4. The acquisition or sale of real property;
5. The assumption of any indebtedness over \$25,000;
6. Amendments to the Articles of Incorporation or Bylaws of the Church, including its doctrinal statement;
7. The disposition of any significant Church assets;
8. The merger or dissolution of the Church;
9. Such other matters as may be brought to the Membership by the Church Council.

E. Termination of Membership Members can be removed from the church roll for a following reason:

1. Death;
2. Membership in another church;
3. By personal request of the member;
4. Failure to fulfill the responsibilities of a member for a substantial period of time; or
5. Dismissal by the Deacons according to the following conditions:
  - a. The member's life or conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry activity or influence of the Church in the community.
  - b. Procedures for the dismissal of a member shall be according to Matthew 18:15-19.

F. Restoration of Members. Members dismissed by the Deacons shall be restored by the Deacons according to the spirit of 2 Corinthians 2:7-8, when their lifestyle or conduct is judged to be in accordance with the responsibilities of a member.

G. Membership Roll. To properly reflect the membership of this Church, two membership rolls are maintained and updated annually.

1. Resident Members: All members who reside within the church's ministry area, which consists of Deschutes, Jefferson and Crook counties.
2. Nonresident Members: Members who reside outside of the church's ministry area and have requested to maintain their membership with the church.

## **Article II Membership Meetings**

A. Place. Meeting of the members shall be held at the principal office of the Church or at such other place as may be designated by the Church Council.

B. Annual Meetings. An annual meeting of the members shall be held each year on the fourth Sunday in January at such time as determined by the Church Council. The purpose of this meeting shall be to adopt an annual budget, to elect Church Council members, and to address any other proper business.

C. Special Meetings. Special meetings may be called at any time by the Senior Pastor, a majority of the Church Council, or by written request signed by twenty (20%) percent of the resident members eligible to vote.

D. Emergency Meetings. Emergency meetings may be called by the senior pastor or by a majority of the Church Council. Notice of emergency meeting shall be such notice as appropriate to the circumstances, but the minutes for the meeting shall describe the emergency justifying the meeting.

E. Written Ballot. Any decision that may be decided by the eligible membership may be made without a meeting if the Church delivers a written ballot to every resident member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot shall specify a reasonable time the ballot must be received by the Church and indicate the number of responses needed for a quorum and the number of approvals necessary to approve each matter, as otherwise required by the By-Laws.

F. Notice Requirement for Meetings. Notice for Annual Meetings shall be given to resident members by posting the notice on the Church website, Church calendar, and in the Church bulletin at least 30 days prior to the Annual Meeting date, and verbal notice shall be given at all Sunday morning worship services the week prior to and the day of the meeting. Notice for Special Meetings shall be given at all Sunday morning worship services the week prior to and the day of the meeting. Notice for Emergency Meetings may be held after giving notice at all Sunday morning worship services prior to the meeting. The notice shall specify the matters to be voted on by the members.

### **G. Quorums and Rules of Order**

1. Quorums:

- a. A quorum for conducting church business shall consist of those members present at any scheduled or noticed business meeting.
  - b. For the call and dismissal of the senior pastor, a quorum shall consist of twenty-five percent of the resident roll of membership. An affirmative vote of three fourths of the qualified voters present is required to hire or terminate the senior pastor.
2. Rules of Order: All members have equal rights to voice their opinions in all meetings and cast their own vote on all church transactions. Members are encouraged to participate in every business meeting. Each member must cast their own vote; no absentee ballots or proxies are permitted. The business of the Church shall be conducted under the leadership of the Holy Spirit and in accordance with Roberts Rules of Order. The moderator of the meeting will be the Chairperson of the Church Council or his designee.

### **Article III: Services**

A. Worship Services: The Church shall meet regularly on Sunday and on such other days as determined by the Senior Pastor for congregational worship services. The time for those services shall be set by the Senior Pastor. The Lord's Supper shall be observed at least once each quarter at times determined by the Senior Pastor.

B. Mid-week and Other Services: The Church shall meet regularly for prayer and Bible study on such days and times as determined by the Senior Pastor.

### **Article IV: Church Council**

A. Responsibilities. The Church Council represent Christ, the Owner of the Church, and His mission to the people of Central Oregon and beyond. They are not selected to represent a personal agenda, people groups, or ministry departments of the Church. The Church Council is responsible for the following:

1. The primary duty of the Church Council shall be to provide accountability and support for the Senior Pastor, including writing concise Guiding Principles that are consistent with the Church doctrinal statement and that address three categories:
  - a. Mission Principles shall define for the Senior Pastor, the Church Council, and the Membership what objectives the Church exists to achieve.
  - b. Boundary Principles shall define for the Senior Pastor, the Church Council, and the Membership the boundaries within which they must carry out the mission, and what means may not be used in pursuit of

achieving those ends. Boundary Principles shall include ethical and moral standards, legal, budgetary, and scheduling constraints.

- c. Accountability Principles shall define for the Church Council how they are to establish the Guiding Principles and to monitor the Pastor's compliance with them.
2. The Church Council shall assist the Senior Pastor in setting goals and objectives for himself and the Church based on mission principles and respecting the boundary principles, evaluating the Senior Pastor annually based on the established goals and objectives, and determine the compensation of the Senior Pastor based on achieving those goals and objectives.
3. The Church Council shall leave the leadership of the Church to the Pastor and shall leave the management of the Church to the Staff under the direction of the Pastor. The Church Council shall advise the Pastor and influence operating and financial decisions through the Guiding Principles and the Pastor's goals and objectives.
4. The Church Council shall approve any increase in the budget up to ten percent of the membership approved budget.
5. In the absence of a Senior Pastor or Interim Pastor, the Church Council shall assume the responsibilities of the Senior Pastor as listed in section VII.A.

B. Qualifications of Church Council Members:

1. They shall be a faithful and fruitful disciple of Jesus Christ,
2. They are to be men of exemplary Christian lifestyle with a history of ministry involvement and service, and who are committed to serving the Church in a leadership role,
3. They must be trustworthy and teachable men who are under the leadership of the Holy Spirit,
4. They have been members in the Church for at least five years and have proven themselves to be fully-developing followers of Christ,
5. They must support the Church through faithful and generous giving,
6. They need to be fully committed to the mission, vision, strategy, doctrine and direction of the Church in making disciples for Christ, and must be supportive of the Pastor's leadership of the Church.
7. They must be members that are involved in the ministry of the Church and their spouses must be supportive of their service as Church Council members.

8. The immediate family members of the Senior Pastor, Staff, or other Church Council members shall not serve on the Church Council. A Church Council member may not also serve as a Staff person.

C. Selection and Removal of Church Council Members:

1. **Number and Term.** The Church Council shall consist of the Senior Pastor and not less than three (3) or more than six (6) men as determined by the membership. The following provisions apply to Church Council members other than the Senior Pastor. Each Council member, other than the Senior Pastor, may serve a three-year term and shall hold office until a successor has been designated and qualified or until earlier resignation or removal. A rotation system shall be adopted so approximately one-third of the Church Council rotate off each year. After completing a full term of service, Church Council are ineligible to serve for one year.
2. **Nomination and Selection.** Each year Council member nominations shall be solicited from the congregation, staff, and the Church Council. After reviewing the nominations, the Senior Pastor shall present the congregation with the names of those nominated who, in the determination of the Senior Pastor, meet the qualifications to serve as a Council. The election of Church Council members shall be by secret ballot and an affirmative vote of at least seventy-five (75%) percent of those voting shall be necessary for election. If not all Church Council positions are filled after the first vote, the nominee with the lowest number of votes will be removed as a candidate and another ballot taken. This process will continue until all Church Council positions are filled. Council members who resign or are removed may be replaced at the annual meeting or a special meeting as necessary.
3. **Removal.** Church Council may remove a member of the Church Council body by unanimous vote by the other members of the Church Council. A Church Council member may also be removed at any properly called annual or special meeting by seventy-five (75%) of those members voting.

D. Meetings of the Church Council

1. **Place of Meetings.** Meetings of the Church Council shall be held at the principal office of the Church or any place designated by the Church Council. Any meeting may be held by conference telephone or similar communication equipment. All such Church Council members shall be deemed to be present in person at such meeting.
2. **Meetings.** The Church Council shall meet at least quarterly and at such other times as the Church Council determine necessary. The Church Council shall elect a Chairperson and such other officers as they deem necessary.
3. **Notice.** Notice of the time and place of meetings shall be given to each

Council member by: (a) personal delivery of written notice, (b) first class mail, (c) telephone communication, or (d) electronic means. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic means shall be delivered at least twenty-four (24) hours before the time set for the meeting. The notice shall state the time and place for the meeting but does not need to specify the purpose of the meeting.

4. Quorum. A majority of the Church Council shall constitute a quorum. Every action taken or decision made by a majority of the Church Council present at a meeting duly held at which a quorum is present shall be the act of the Church Council.
5. Action Without Meeting. Any action required or permitted to be taken by the Church Council may be taken without a meeting, if all of the Church Council, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Church Council. Such written consent or consents shall be filed with the minutes of the proceedings of the Church Council.

#### **Article V: Trustees**

A. Trustees: There shall be a board of trustees consisting of three resident members. This board shall hold in trust the property of the Church, but shall have no power to buy, sell, mortgage, lease or transfer any property of the Church without specific vote of the Church authorizing such actions.

#### **Article VI: Deacons:**

##### A. Responsibilities:

1. The office of Deacon is to be one of service rather than one primarily of honor. As a result the Deacon must be faithful in his effort to maintain the fellowship and unity of the spirit within the congregation.
2. The Deacon will counsel and pray with the pastor in matters pertaining to the spiritual welfare and work of the Church.
3. The Deacon serves as an instrument of encouragement and assistance to the membership and families of the Church in physical, moral and spiritual struggles.
4. The Deacons as a body may serve as a pulpit supply committee. The Deacons, with advice and counsel of the Senior Pastor, may provide pulpit supply during such times as the Senior Pastor is absent, disabled or otherwise unable to serve

temporarily, inclusive of times when the Church is between the resignation of a pastor and the selection of an Interim Senior Pastor.

5. The Deacons shall serve as a facilitating body in terms of Church discipline.

B. Qualifications:

1. The Deacon is to be a man selected and recognized or ordained by this Church according to the qualifications found in Acts 6:1-6 and 1 Timothy 3:8-13.
2. A Deacon must have been a Church member for a minimum of one year and be regular in Church attendance, giving and ministry as an example to those he serves.

C. Organization and Meetings:

1. New Deacons should be selected and ordained annually as the increase in membership warrants it.
2. The Deacon body shall be responsible for its internal organization and may elect such officers and sub-committees as are deemed wise for serving efficiently and effectively.
3. The Deacon body may meet as often as required in their service to the Church body but should meet at least once a month to formulate plans, evaluate progress, hear sub-committee reports, prepare reports and recommendations and the like relative to their service.
4. The Deacon body shall report to the Church at the annual business meetings.
5. The Deacon body is encouraged to promote a spirit of fellowship and growth internally.

D. Ordination and Selection:

1. The Church will ordain by customary examining and reporting procedures those candidates whom it finds qualified for service as deacons. Persons previously ordained by another Southern Baptist Church and elected to serve the Deacon body of this Church shall not be ordained again. Their election to service shall be recognition of the validity of their ordination and ability to serve.
2. Selection process of candidates for ordination or recognition
  - a. The Deacon body or other committee shall search out qualified men as potential candidates to serve as deacons. The candidates will be presented to the Church for consideration. Names for potential



candidates for Deacon may be submitted by any resident member to the Deacon body.

- b. Each candidate will be screened by the Deacon body to ensure that the Biblical qualification criteria and membership standing are in order. Through prayer the Deacon body will recommend the candidates for Deacons to the Church for approval at the next Church business meeting.
- c. Upon approval of the Church the Deacon candidate will serve in training with the Deacon body for six months at which time the Deacon candidate will be ordained and/or recognized for active service as a Deacon.

## **Article VII: Senior Pastor:**

### **A. Responsibilities:**

1. The Senior Pastor is to lead the Church, the Church Council, and the Staff.
  - a. He will lead the Church to accomplish its mission by teaching biblical truth, casting vision, and advancing the mission.
  - b. He will lead the Church Council by guiding its discussion of mission and boundary principles.
  - c. He will lead the Staff by directing them in their management of all Church operations.
2. The Senior Pastor or his designee shall hire, direct, compensate, and terminate any and all Church Staff in compliance with the Guiding Principles established by the Church Council.
3. The Senior Pastor shall promote evangelistic and mission efforts, locally, nationally and internationally, as far as possible through the channels of the Southern Baptist Convention through national, state and local expressions.
4. The Senior Pastor shall administrate preaching the Gospel, the ordinances, and lead to organize and develop the Church for the most effective service in the Kingdom.
5. The Senior Pastor shall ensure the Church is fulfilling the Great Commission and making new disciples by setting and achieving goals and objectives approved by the Church Council.

### **B. Qualifications:**

1. He shall be a minister called by God, ordained by this Church or another Southern Baptist Church.
2. He shall be a believer in, and preacher of the Gospel, and the basic doctrines of faith in conformity with The Baptist Faith and Message.
3. He shall have demonstrated ability to lead this Church to the next level of effectiveness to achieve its mission.
4. He shall have a demonstrated ability to train and develop new leaders.
5. He shall have the qualities set forth in 1 Timothy 3:1-7.

C. Senior Pastor Call:

1. In the event of a vacancy in the position of Senior Pastor, the Church Council Chairperson shall lead the membership in selecting a Senior Pastor search team. The Church Council shall call an Interim Pastor to fulfill the role and responsibilities of the Senior Pastor until a permanent Senior Pastor is in place.
2. The membership shall select or determine the method of selection of a Senior Pastor search team. The Senior Pastor search committee shall consist of not less than five members. The search committee shall recommend one man to the membership for consideration. While it is desirable that the presentation of a candidate to the Church be unanimous, the committee would not be prohibited from presenting a candidate if there is only one dissenting vote on the committee. If the candidate is not elected by the Church, then the search committee shall recommend another. The election of the Senior Pastor shall be by secret ballot and an affirmative vote of at least 75% of those voting shall be necessary to extend the call. The Church body shall be given at least a two-week notice of the pastoral election.

**Article VIII: Church Staff:**

A. Church Staff. Staff consists of all ministry leaders whether they are paid or unpaid, part-time or full-time.

B. Selection of Church Staff: Senior Pastor shall appoint and manage staff for each area of Church operation, including all ministries, building and grounds, and finance. These appointments shall include a Treasurer for disbursements, Financial Secretary for receipts, and a Clerk for keeping suitable records. Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Senior Pastor, who is accountable to the Church Council for the effectiveness of the Staff.

## **Article IX: General:**

A. Will of the Church. The will of the Church on any given matter, as duly expressed by its vote and as members seek to know the leadership of the Holy Spirit, shall be carried out by all committees, officers, organizations and ministries of the Church.

B. Church Organizations and Ministries. The Church, through its Senior Pastor, shall have such organizations and ministries as are deemed helpful in carrying out the purpose of this Church. All organizations and ministries must be authorized by the Senior Pastor and are accountable to the Senior Pastor. All organizations and ministries shall make an written annual report of the preceding year's work, which shall be submitted to the membership.

C. Records and Reports. The Church shall maintain the following records and reports at its principal office:

1. Adequate and correct books and records of accounts (financial records); and
2. Written minutes of the proceedings of its members and Church Council; and
3. A record of the members of the Church, setting forth the members' names and addresses; and
4. Contribution statements for contributors.

D. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Oregon Revised Statutes, Chapter 65 – Nonprofit Corporations shall govern the construction of these Bylaws.

E. Year Definition

1. Fiscal year. The fiscal year of the Church shall begin on January 1 and end December 31.
2. Church Year. The records of the Church (such as membership, Sunday School, Discipleship Ministries, and other organizations and ministries) other than financial shall begin on September 1 and cover the period through August 31.

F. Licensing and Ordaining

1. Licensing. Any member, who in the judgment of the Church gives evidence that he is called of God to do the work of the ministry, may be licensed to the ministry of the Gospel of Jesus Christ, provided an affirmative vote of three-fourths of the members present, at any regular business meeting.
2. Ordaining. If the Church at any one of its regular business meetings decides that

one of its members who is a licensed minister of the Gospel possesses the scriptural qualification for full ordination, it shall call a council of ministers and laymen from this congregation to examine the qualifications of the candidate. Their recommendations shall then be referred back to the Church for final action. Three-fourths majority vote of the members present shall be required for final action of approval for ordination.

G. Amendments to the Bylaws. Subject to the provisions of the Oregon Revised Statutes, Chapter 65 – Nonprofit Corporations, these Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted by vote of two-thirds of the members present at any special or regular membership meeting.

Approved by vote of the Members on January 22, 2012.

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Joan Heilman  
Highland Baptist Church Clerk