

WESTWOOD BAPTIST CHURCH BYLAWS

Adopted 27 January 2013

Article I – MEMBERSHIP

Section 1. QUALIFICATION

Westwood Baptist Church is an autonomous and democratic Baptist church, operating under the Lordship of Jesus Christ. The membership retains the right to self-government in all aspects of the Church. The membership determines 1) who will become members of the Church and 2) conditions of membership.

The membership of this Church shall consist of such persons who have met the qualifications for membership and are listed on the membership rolls. All present members of the unincorporated entity known as Westwood Baptist Church shall upon incorporation become members of this Church. No members of this Church, or any officer or member of the Board of Directors, shall, by virtue of such membership, office or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts or omissions of this Corporation.

Section 2. METHODS OF RECEIVING MEMBERS:

- A. By Profession of faith in Jesus Christ and baptism;
- B. By a letter of dismissal and recommendation from any other Baptist church of like faith and practice;
- C. By statement of previous faith in Jesus Christ, baptism, and church membership from a non-Baptist church.

Prospective members may present themselves for membership at any worship service. Full membership will be approved by the members in attendance at the next regularly scheduled church business conference.

Section 3. DUTIES

Members are expected to be faithful in all duties essential to the Christian life which include both internal spiritual formation and outward service to others in the name of Christ; to strive to abide by the church covenant; to attend habitually the services of this church; to give regularly to its support and mission; and to share in its common life of ministry.

Section 4. TERMINATIONS

Membership shall be terminated as follows:

- A. Any member who desires a letter of dismissal and recommendation to another church is entitled to receive it upon a request from the church with which he/she

unites and with the approval of the Westwood membership in a regularly scheduled church conference. When a member moves to another community this request would be promptly made.

- B. If a member requests to be released from membership in this church, the church, after striving to secure his/her continuance in its fellowship may grant the request in a regularly scheduled church conference and terminate the membership.
- C. By death of a member.

ARTICLE II – SENIOR PASTOR AND CHURCH STAFF

Section 1. SENIOR PASTOR

A. The Senior Pastor:

1. Shall be the spiritual leader of the church, having charge of its oversight and spiritual welfare.
2. May serve as ex officio member of all committees.
3. Shall provide general supervision for all staff members unless she/he in consultation with the Personnel Committee, delegates such supervision to another staff member.
4. Shall be governed by the duties and benefits as described in the Personnel manual adopted by Westwood Baptist Church.
5. Shall serve until the relationship is terminated by the Senior Pastor's resignation or by two-thirds (2/3) vote of the members present and voting at a special church conference called for that purpose and of which at least one week public notice will have been given. Twenty-five (25) percent of resident members will constitute a quorum.

B. Consideration for calling an Interim Pastor:

1. When the office of Senior Pastor becomes vacant, the Personnel Committee shall propose to the Church Visioning Council provisions for an intentional interim ministry and a process for church self-evaluation, if deemed necessary. The Church Visioning Council shall receive and process these proposals and present its recommendations to the church for action with all deliberate speed.
2. The Personnel Committee proposal shall specify a basic time interval for this intentional interim ministry as well as a candidate and conditions of the call.
3. The Personnel Committee in conference with the Church Visioning Council shall

establish the process for self-evaluation if requested.

4. The result of the church evaluation will be submitted to the Senior Pastor Search Committee (SPSC) for its consideration in calling a Senior Pastor.

C. Procedure for calling a Senior Pastor.

1. A Senior Pastor Search Committee (SPSC) will be established when a vacancy occurs and will consist of a chair and five members nominated by the Nominating Committee and elected by the church. The Chair of the Personnel Committee will serve as an ex officio member with vote, making a total membership of seven persons. The Nominating Committee for the purpose of this task will have its membership augmented by the Chair of Deacons.
 - a. The Nominating Committee shall poll the church for two consecutive Sundays to solicit recommendations for the SPSC.
 - b. Nominations to the SPSC may be made from the floor of the church providing that anyone so nominated has previously agreed to serve if elected. If anyone is so nominated the members of the church will vote for six positions. If six nominees do not receive a majority of the votes there will be run off elections as determined by the moderator until six nominees receive a majority of the votes.
 - c. If the person nominated by the Nominating Committee for the chair is not elected, the seven members of the SPSC will select a chair from their number.
2. The SPSC will establish a budget for its task in coordination with the Finance Committee. The SPSC, in coordination with the Finance Committee, will also establish guidelines for the compensation of this office prior to selecting any candidate, and the SPSC will negotiate compensation, benefits and relocation details with any candidate prior to recommending that person to the church.
3. Before a person is nominated as senior pastor, the SPSC shall bring to the candidate's attention the provisions of the Constitution and Bylaws. If there is any reservation on the part of the nominee about supporting these documents, the church shall be advised of the nature of such and the reasons.
4. Any recommendation of the SPSC will be unanimous or unanimous save one. Only one candidate will be presented to church members at a time. A call will be issued upon affirmative vote of at least seventy-five (75) percent of church members present and voting at a church business conference called expressly for the purpose of considering a recommended candidate and of which at least one week public notice will have been given. Twenty-five (25) percent of resident members will constitute a quorum.

Section 2. CHURCH STAFF

- A. Staff members shall be under the general supervision of the senior pastor, aided by the Personnel committee and other committees designated to supervise specific areas of church responsibilities. The church staff shall be governed by the Personnel Policy Manual prepared by the Personnel committee.

- B. Ministerial Staff Vacancies:
 - 1. A Pastor Search Committee (PSC) will be established when a vacancy in the ordained pastoral staff occurs. The PSC will consist of a chair and five members nominated by the Nominating committee and elected by the church. A member of the Personnel committee will serve as an ex officio member with vote, making the total membership seven. The senior pastor will serve as advisor to the PSC without vote.
 - a. The Nominating committee shall poll the church for two consecutive Sundays to solicit recommendations for the PSC.
 - b. Nominations to the PSC may be made from the floor of the church conference providing that anyone so nominated has previously agreed to serve if elected. If anyone is so nominated, the members of the church will vote for six positions. If six nominees do not receive a majority of votes, there will be run-off elections as determined by the moderator until six nominees receive a majority of votes cast.
 - c. If the person nominated for the chair by the Nominating committee is not elected, the seven members of the PSC will select a chair from their number.
 - 2. The PSC will establish a budget for its task in coordination with the Finance committee. The PSC, in coordination with the Finance and Personnel committees, will also establish compensation guidelines for the position being filled. The PSC will negotiate compensation, benefits and relocation details with any candidate prior to recommending that person to the church.
 - 3. Any recommendation of the PSC will be unanimous or unanimous save one. Only one candidate will be presented at a time. A call will be issued upon the affirmative vote of at least seventy-five (75) per cent of church members present and voting at a church business conference called for the purpose of considering a recommended candidate. At least one week public notice will be given for this meeting. Twenty (20) per cent of resident members will constitute a quorum for this meeting.

- C. Other staff shall be nominated to the church by the Personnel committee for approval when the employment of such is considered necessary or advisable.

Article III - MINISTRY GROUPS, DEACONS, CHURCH OFFICERS AND COMMITTEES

Section 1. ELECTION AND TERM LIMITS

All Ministry Groups, Deacons, Church Officers, and Committees shall be elected by the church upon recommendation of the Nominating Committee.

Establishment and dissolution of the committees and Ministry Groups shall be approved at any church conference after notice of such proposed establishment or dissolution has been given at any preceding church conference. Ministry Group Chairs, Deacons, Church officers, Committee members, Assistants and Vice Chairs shall serve no more than three (3) consecutive years on any committee, or in such office. There will be a lapse of one (1) year before being eligible for re-election. In implementing this policy, the Nominating committee will adjust the terms of individual committee members to ensure staggered turnover among the members to allow for continuity of the committee.

Section 2. CHURCH VISIONING COUNCIL – MINISTRY GROUP CHAIRS

The Church Visioning Council (CVC) is the strategic vision and planning body chartered to guide and support the Ministry Groups in carrying out their ministries. The CVC serves as shepherd of church ministries and life together, providing organization, oversight, coordination, and care to enable the church to fulfill its mission and purpose for Christ by assisting each organization and entity to accomplish its assigned task. Chairs of church committees or organizations may be invited to its meetings whenever projects or programs in which they are involved are to be considered.

- A. Membership: The CVC will consist of the Senior Pastor as chair, each staff person who directs a ministry, the chair of the Finance Committee and the chair of each Ministry Group.

- B. Duties:
 - 1. Recommend new directions, programs or activities to the church for consideration.
 - 2. Review all organizational structures and recommend changes to the church.
 - 3. Review the initiatives of the church’s various programs and ensure that they are consistent with the vision of the church.
 - 4. Review the work and progress of church organizations to facilitate the mission of the church.
 - 5. Coordinate the activities of all organizations and committees to provide mutual support of the mission of the church.
 - 6. Recommend overall budget goals and priorities to the Finance Committee prior

- to annual budget development.
7. Interpret decisions and establish procedures for implementing Church Conference decisions.
 8. Establish teams to assist the Church Visioning Council in developing reports and recommendations and in performing specific tasks for the church.
 9. Recommend members of the Nominating Committee to the church for approval.
 10. Meet regularly (usually monthly). Special meetings may be called by the chair or upon request of twenty-five percent of the members. A majority of the voting members constitutes a quorum.

Consistent with the Baptist tradition, the Church Visioning Council, Committees, Ministry Groups, Deacons, and Church Officers are all ultimately accountable to the church membership as a whole, which makes decisions at church business conferences. While various Church organizations and leadership groups have different responsibilities for programs and functions of the church, all are accountable to and subject to decisions made by Church membership as a whole.

Section 3. DEACONS

A. Number, Election, Term of Service:

1. There shall be two (2) deacons for the first ten (10) resident families of our church family and an additional deacon for each additional ten (10) resident families of our church family or major fraction thereof. The Westwood resident families shall include members and their dependent children, non-member spouses of members, all members of the Sunday School, and individuals who regularly attend our worship services.
2. Deacons shall be nominated by the Nominating Committee and elected by the church in accordance with deacon selection procedures as described in the Deacon Handbook.
3. A deacon elected to serve out an unexpired term of service shall be eligible for immediate reelection, providing the total number of successive years service does not exceed four (4) years. If a deacon is absent without valid cause for six (6) consecutive meetings of the deacons, his/her office shall automatically be declared vacant.
4. Each person selected to serve will be set apart to this ministry by ordination of the church. If a candidate for deacon ministry has been ordained in a church of similar practice, he/she will not need to be ordained again.

B. Duties

1. In accordance with the meaning of the word and the practice of the New Testament, deacons are to be servants of the church. They shall actively support activities of the church and cooperate with the pastors in ministering to families of the church.
2. By proper organization and method, they are to establish and maintain Christian concern for and inspiring oversight of the membership of the church. Especially they shall seek to know the physical needs and the moral and spiritual struggles of each member, and to serve the whole church in relieving, encouraging, and developing all who are in need.
3. The deacons shall serve as a general pulpit committee. In case of absence or inability of the senior pastor, subject to advice from and conference with him, they will provide for pulpit supplies. In any period when the church is without a senior pastor, unless the church shall otherwise provide, the deacons will arrange the temporary ministry.

Section 4. CHURCH OFFICERS

A. MODERATOR

The church shall elect annually a moderator and an assistant moderator. In the absence of the moderator, the assistant moderator shall preside; or, in the absence of both, the clerk shall call the church to order, and a moderator pro-tem shall be elected. The duty of the moderator is to preside at all business meetings of the church and answer all questions as to parliamentary law proceedings following Robert's Rules of Order, latest edition. Every member's rights will be protected.

B. CLERK

The church shall elect annually a clerk and an assistant clerk. The clerk shall keep a record of all the official actions of the church, except as otherwise provided herein. They shall keep a register of the names of members, with the dates of admission, dismissal, or death, together with a record of baptisms. They shall issue letters of dismissal voted by the church and preserve on file all communications and written official reports. All records of the clerk shall be considered the property of the church.

The assistant clerk shall perform the above duties in the absence of the clerk, and shall also assist the clerk in all those duties.

C. TREASURER

The Church shall elect annually a treasurer and assistant treasurer(s). After serving three (3) consecutive years, neither shall be eligible for reelection until the lapse of at least one (1) year. Each shall be covered by church-provided insurance for funds in their care.

Duties:

1. Monitor and oversee all church financial transactions in accordance with the annual unified church budget or approved initiative, program or special offering.
2. Serve as authorized signatory on all church bank accounts and authorize disbursements upon review of supporting invoices, credit card charges, and reimbursement forms with supporting receipts.
3. Authorize, in consultation with the Financial Administrator, which recurring bills may be paid online.
4. Transfer funds, in consultation with the Chairperson of Finance Committee, between checking and other bank accounts as necessary.
5. Review all monthly financial reports generated by the Financial Administrator.
6. Present the financial statements, in cooperation with the Finance Committee, at church conferences and offer a year-end review at the first regularly scheduled church conference of the new fiscal year.
7. Serve on the Finance Committee as ex-officio member.

All records and accounts kept by the treasurer shall be considered the property of the church, and shall be open to inspection by any member of the church and shall be transferred to the newly elected treasurer when the outgoing treasurer's term is complete.

The Assistant Treasurer(s) shall perform the above mentioned duties in the absence or inability of the treasurer, and also shall assist the treasurer as needed with his/her various duties.

D. TRUSTEES/BOARD OF DIRECTORS

Section 1. RESPONSIBILITIES

The Westwood Baptist Church Trustees shall serve as the Board of Directors (hereinafter also referred to as the "Board") of the Corporation. They shall hold in trust all property of the church, but shall have no power to buy, sell, mortgage, lease, or transfer any property without a specific vote of the church authorizing such action. They shall be the legal custodians of all church property, and in the event of the sale or purchase of any real estate for the church, or in making loans on behalf of the church they shall be authorized to sign all deeds and notes. They shall act on behalf of the church, when the church membership so instructs, for any required legal agreements related to banking and insurance. They shall attend, with advice from and consultation with the Church Visioning Council, to all matters of property and liability insurance.

If, in the course of the decision-making processes, the Board cannot unanimously agree,

then the decisions will be made by majority vote of the Board members present and voting at that meeting.

Section 2. NUMBER, ELECTION, AND TERM

The Board shall consist of lay members of the Church who shall, upon recommendation of the Nominating Committee, be individually elected by a vote of the Westwood membership at a duly called Westwood Church Conference. The authorized number of Board members shall be such number as may from time to time be authorized by the Westwood membership, provided that such number is no less than three (3) members. No member of the Board shall serve for more than three (3) years without taking at least one (1) year off before being eligible for re-election. The members of the Board shall be elected on a rotating basis so approximately one-third (1/3) of the Board will be up for election every three years. This is done to ensure continuity among the Board leadership. The Westwood membership shall elect a President from among the lay members who shall serve for a one (1) year term but may be re-elected for up to three (3) consecutive annual terms.

Section 3. DUTIES AND SPECIFIC POWERS

The Board will maintain legal fiduciary obligations and are entrusted with the care of money and property subject to Westwood membership approval. The Board shall irrevocably delegate all other responsibilities as delineated in these bylaws.

Section 4. VACANCIES

A vacancy on the Board because of death, resignation, removal, disqualification, or any other cause shall be filled by majority vote of the Westwood membership at a duly called Westwood Church Conference.

Section 5. RESIGNATION AND REMOVAL

Any Board member may at any time deliver to the Chairman of the Board a written notice of intent to resign which shall be effective upon acceptance by the Board. Any Officer or Board member may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, it is determined by unanimous vote of the rest of the Board and approved by the Westwood membership that such Board member should no longer serve on the Board. In the event any Board member is so removed, a new Board member shall be elected in accordance with Section 4 above.

Section 6. TRANSACTIONS WITH INTERESTED PARTIES

A contract or other transaction between the Church and one or more of its Board Members, family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which one or more of the Church or its Board members are also Interested Parties, or in which the entity is an Interested Party with a financial interest – will be voidable at the sole election of the Church unless all of the following

provisions are satisfied:

The Church entered into the transaction for its own benefit; the transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction; Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and Prior to authorizing or approving the transaction, the Board, in good faith, determined, after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Board Members or Westwood membership.

Section 7. CONFLICTS OF INTEREST POLICY

The Board will adhere to a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members, Officers, Directors or employees. This Policy will permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Church.

Section 8. NO COMPENSATION FOR DIRECTORS

No salary or compensation will be paid to any member of the Board in his capacity as Member of the Board, but nothing herein will be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board Member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

E. OTHER OFFICERS

The church may create such other officers as are deemed necessary. The principles indicated in these Bylaws with respect to the manner and methods of nomination and election to such newly created offices shall be observed.

ARTICLE IV – FINANCES

The finances of this church shall be administered through a unified church budget, approved annually in church conference. Global Missions Offerings will be received during the Christmas and Easter seasons. Other special offerings shall be received upon joint recommendation of the Finance Committee and the Senior Pastor.

The Finance Committee, with input from the Ministry Group Leaders and Staff, will prepare, present to the church for approval, and administer the annual unified church budget. The Finance Committee will meet regularly to review the financial reports and assess the ongoing financial needs of the church, making recommendations to the church as necessary. The Chairperson of this committee will, in cooperation with the Treasurer, present a report in regularly scheduled church conferences.

Members, and those who attend Westwood Baptist Church on a regular basis, are encouraged to support the ministries of the church financially, recognizing the biblical principal of the tithe as a means of honoring the Lord with our gifts. The church will provide offering envelopes and/or other means that allow for individual gifts to the church.

The Financial Administrator, or other designee approved by the church, will perform the following duties:

1. Enter weekly contributions to general fund, building fund, special funds, and donor designated funds.
2. Prepare individual quarterly giving statements for mailing.
3. Prepare annual contribution letters to church members.
4. Keep confidential all financial contribution information.

Each quarter and annually, individual statements of giving shall be sent to contributors by the Financial Administrator.

The Audit Committee will conduct an audit of church finances annually.

ARTICLE V - MEETINGS

Section 1. WORSHIP AND CHRISTIAN DEVELOPMENT

- A. Regular worship services shall be held on Sunday and at other times as scheduled.
- B. Intentional programs for Bible study, discipleship development, and spiritual growth shall be an integral part of the church's weekly life.
- C. The Lord's Supper shall be commemorated at a regular worship service at least bimonthly and at any other time deemed appropriate by the senior pastor and deacons.
- D. Services for special occasions may be called at the discretion of the senior pastor, or by vote of the church.

Section 2. BUSINESS

- A. The regular church conference shall be held as recommended by the Church Visioning Council and as approved by the church.
- B. A special church conference may be held on call of the senior pastor, moderator, chair of deacons, or by a signed petition by a quorum of the Westwood membership, provided that the special meeting is announced at any regular meeting of the church and at least six hours before the special meeting.
- C. A quorum to conduct the business of this church shall consist of seven (7) percent of the resident membership, except that for the call or dismissal of the senior pastor, twenty-five (25) percent shall be necessary, and that for the call or dismissal of other ordained pastoral staff, twenty (20) percent shall be necessary.
- D. An annual meeting shall be held to elect Ministry Groups, Deacons, Church Officers, and Committees.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended by a majority vote of the resident members present and voting at a regular church conference or at a meeting called for that purpose. The proposed change shall be made available to the congregation at least one (1) month prior to the time of proposed action.