

# **The Church at Martinsburg, Inc.**

A West Virginia Nonprofit Corporation

## **BYLAWS**

### **PREAMBLE**

Since it pleased Almighty God, by his Holy Spirit, to call some of his servants to unite here in Martinsburg, West Virginia, under the name The Church at Martinsburg, Inc. to worship God and to spread the gospel of Jesus Christ, we, the members of The Church at Martinsburg, adopt these bylaws as our articles of governance, to be interpreted at all times to reflect the character of Jesus Christ and bring Him glory, as revealed in the Holy Bible and articulated in the statement of faith and covenant of this Church.

### **ARTICLE 1 – NAME**

The name of this organization shall be The Church at Martinsburg, Inc.

### **ARTICLE 2 – PURPOSE**

The corporation (“The Church at Martinsburg” or “Church”) is organized and operates for the purpose of operating a church and the practice of the Christian religion. The church is a free, autonomous, independent body, with authority to determine for itself in the manner set forth in these bylaws, free of any outside control, authority or power, whether governmental or otherwise, the use of its property and all church policies. The church has the right to teach the Word of God; conduct regular religious worship services through various forms of ministries; conduct local and international outreaches; and license and ordain qualified individuals for ministry according to the Holy Bible.

### **ARTICLE 3 – AUTONOMY**

The Church has full power and authority to associate itself with and participate in organizations in keeping with the purpose and character of the Church as set forth in these Bylaws. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. However, recognizing the benefits of cooperating with other churches in world missions, the Church voluntarily affiliates with the Southern Baptist Convention and the West Virginia Convention of Southern Baptists.

### **ARTICLE 4 – STATEMENT OF FAITH AND BELIEFS**

#### *Section 1 – Statement of Faith*

**4.1.1.** The sole basis for our belief is the Bible, which is uniquely God-inspired, without error, and the final authority on all matters on which it speaks. As the Bible teaches, there is one God, eternally existing in three persons—Father, Son, and Holy Spirit—each possessing all the attributes of deity.

**4.1.2.** God created humans to have fellowship with him, but they defied God by sinfully going their own way. As a result, we need God's saving grace to end our alienation from Him. Salvation comes only through God's grace- not human effort- and must be received personally by repentance and faith.

**4.1.3.** Jesus Christ, second Person of the Trinity, lived a sinless life on earth and voluntarily paid for our sin by dying on the cross as our substitute. This accomplished salvation for all who receive grace by trusting in Him alone. He rose from the dead and is the only mediator between God and us. He baptizes believers in the Holy Spirit. He will return to earth to consummate history.

**4.1.4.** The Holy Spirit draws sinners to Christ and equips believers for personal growth and service to the Church. The Church's role is to glorify God and serve those in need. At the end, everyone will experience bodily resurrection and the judgment. Only believers will enjoy eternal fellowship with God.

**4.1.5.** The Church at Martinsburg subscribes to the doctrinal statement of The Baptist Faith and Message as adopted by the Southern Baptist Convention in 2000.

## *Section 2 – Affiliation*

**4.2.1.** The Church at Martinsburg operates as an autonomous church with its own governance structure. To further its purposes, however, the church may affiliate with any like-minded churches, associations, or denominations.

**4.2.2.** The Church at Martinsburg voluntarily cooperates with the Southern Baptist Convention and the West Virginia Convention of Southern Baptists in its efforts to promote historic Baptist principles, Christian worship, evangelism, and missions.

## *Section 3 – Distinctives*

**4.3.1. Baptist**—We believe that born-again Christians are welcomed into membership through baptism upon a credible profession of faith. Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. Additionally, although The Church at Martinsburg affiliates with other like-minded churches, associations, or denominations, we remain an autonomous entity.

**4.3.2. Polity**—The Church at Martinsburg is deacon served, elder led, and congregational.

**4.3.2.a. Deacon Served**—We believe the Bible teaches that deacons should serve every local church. Deacons are men and women who meet the qualifications according to 1 Timothy 3:8-13 and who devote themselves to the unity of the church. The Bible is clear that deacons are not elders, nor are churches to be governed by a committee or board of deacons. Biblical deacons are those who do

whatever is necessary to allow the elders to accomplish their God-given calling of shepherding and teaching the church according to Acts 6.

**4.3.2.b. Elder Led**—We believe the Bible teaches that every local church is to be led by a plurality of elders (1 Timothy 5:17-18, Titus 1:5, 1 Timothy 3:1-7; Titus 1:6-9, 1 Timothy 5:19-20, Acts 20:16-38, 1 Peter 5:1-4, Hebrews 13:17). An elder is synonymous in the Bible with “pastor,” “bishop,” and “overseer.” The primary work of an elder is “to equip the saints for the work of the ministry, for building up the body of Christ” (Ephesians 4:12). This is achieved primarily through a faithful expository teaching ministry of God’s Word.

**4.3.2.c. Congregational**—We believe that the final authority in a local church ultimately rests with the members of the congregation. Members exercise their authority by: 1) receiving, dismissing, or disciplining members, 2) affirming elders and deacons, and 3) voting on matters that impact the integrity and viability of the church as a Gospel ministry.

#### *Section 4 – Ministry Teams*

**4.4.1. Teams**—Creating and empowering core and tactical teams within The Church at Martinsburg, Inc. is a key responsibility of the Board of Elders (“Elders”). These teams should be representative of the needs of the church and are accountable to the Elders for acting within the guidelines set forth by the Elders from time-to-time and within the church’s vision.

**4.4.2. Formation of Teams**—The creation of core and tactical teams is an operational decision of the Board of Elders, and therefore, such teams are created, modified, or dissolved by a majority vote of the Elders.

**4.4.3. Management of Teams**—Teams shall exist for the length of time deemed necessary by the Board of Elders. Each team will have a team leader who is nominated by the Elders and confirmed by the Congregation. Team leaders will be responsible for managing the team according to the guidelines set forth by the Elders from time-to-time and within the vision of the church.

**4.4.4. Team Leaders**—The Board of Elders will identify Nominees for team leader positions. The Elders may present the name of a nominee (or nominees) to the church at any regular members’ meeting. For at least a month, the church shall consider whether the nominee is (or nominees are) qualified. Any member intending to vote against a nominee should express his or her objection to at least one Elder as early as possible before the vote. Once at least a month has passed, the Elders may move the nomination(s) to a vote at a regular members’ meeting. The members shall vote on nominees one at a time. The moderator or his delegates shall count the votes, and any nominee immediately shall become a team leader who receives the approval of a majority of the members present and voting on his (or her) nomination. As soon as practically possible after the vote, the church shall publicly recognize and set apart all such newly approved team leaders.

**4.4.5. Term Limits**—There are no term limits for serving as a team leader.

**4.4.6. Removal of Team Leaders**—Upon recommendation of the Board of Elders to the membership of the Church, a team leader may be removed if a majority of the members present and voting on the question at any members’ meeting agree with the recommendation to remove a team leader from his or her position.

**4.4.7. Team Members**—Team leaders are empowered to appoint and manage the members of their teams. They are also empowered to make operational decisions for their teams on behalf of The Church at Martinsburg, Inc., and they are responsible for ensuring all activities of their team are performed in accordance with the guidelines set forth by the Board of Elders from time-to-time and within the church’s vision.

**4.4.8. Reports of Teams**—Team leaders will share with the Board of Elders on a periodic basis as deemed necessary by the Elders. These sessions will provide an opportunity for the Elders to review the team activities and cast vision to the leaders as well as ensure that the teams have the full and necessary support from the Elders. The Elders are responsible for creating a dynamic atmosphere that encourages team leaders to feel comfortable, be creative, and share openly. Teams are empowered and encouraged to formulate and present their own unique ideas to the Elders. Proposals submitted to the Board of Elders will be primarily evaluated on their consistency with the vision.

## **ARTICLE 5 – OFFICES**

**Section 5.1. Principal Office**—The principal office of The Church at Martinsburg, Inc. shall be located at 50 Monroe Street, Martinsburg, West Virginia 25404 or at such place as the Board of Elders shall determine from time to time.

**Section 5.2. Registered Office**—The registered office of The Church at Martinsburg, Inc. required by the West Virginia Nonprofit Corporation Act to be maintained in the State of West Virginia shall be 50 Monroe Street, Martinsburg, West Virginia 25404 or at such place as the Board of Elders shall determine from time to time.

## **ARTICLE 6 – MEMBERSHIP**

All persons desiring to unite with The Church at Martinsburg, Inc. shall attend the church’s membership class(es) and sign an affirmation of membership to become a part of the fellowship. By signing, they confirm their agreement with the doctrine, mission, and vision of the Church at Martinsburg, Inc. However, the terms “Membership” or “Member” shall have no legal significance other than as used in these Bylaws and shall not be construed as entitling any person who is designated as “Member” to possession of any property of The Church at Martinsburg, Inc. or any rights beyond those enumerated herein or burdening any such person with any responsibility for indebtedness, obligations, or liabilities of the Church at Martinsburg, Inc.

### *Section 1 – Qualifications*

Members of this church shall be believers in Jesus Christ who:

- 6.1.1. give evidence of regeneration;
- 6.1.2. have been baptized by immersion as believers in obedience to Christ;
- 6.1.3. hold the doctrines of our church as expressed in the statement of faith; and
- 6.1.4. promise in writing to keep the commitments expressed in the church covenant.
- 6.1.5. articulate the Gospel with clarity.

*Section 2 – Admission*

- 6.2.1. An applicant shall be received as a member of the Church upon the recommendation of the Elders and the subsequent agreement of the majority of the members present and voting on the question at any members’ meeting.
- 6.2.2. Except for members who are long-term missionaries actively deployed in the field, no member of this church shall retain membership in any other church.

*Section 3 – Duties and Privileges*

Members shall be expected to participate actively in the life of the church by:

- 6.3.1. regularly attending its Lord’s Day meetings;
- 6.3.2. faithfully observing its ordinances: baptism and the Lord’s Supper;
- 6.3.3. submitting to its discipline and instruction;
- 6.3.4. attending its members’ meetings;
- 6.3.5. voting on the church’s governing documents (statement of faith, covenant, and bylaws) and on all other matters submitted to the congregation at a members’ meeting; and
- 6.3.6. contributing to the ministry of the church consistent with the gifts, time, and resources each has received from God.
- 6.3.7. Membership is required for a person to lead any ministry or hold any office of the church.

*Section 4 – Members’ Meeting Responsibilities*

The church, duly assembled in a members’ meeting, shall be responsible to:

- 6.4.1. elect and remove Elders, Deacons/Deaconesses, and other officers;
- 6.4.2. receive applicants into membership;
- 6.4.3. recognize that membership has been terminated by death, apostasy, abandonment, or voluntary resignation;
- 6.4.4. exercise church discipline;
- 6.4.5. approve an annual budget;
- 6.4.6. hear reports from the Elders and, from time to time, the various deacons/ deaconesses, ministry team leaders, missionaries, and church partners; and

**6.4.7.** take any other action it deems necessary or desirable in accordance with these Bylaws.

### *Section 5 – On Church Discipline*

**6.5.1.** Any member consistently neglectful of his or her duties or guilty of unrepentant conduct contrary to the principles of Scripture, and so opposing the welfare of the church, may be subject to the admonition of the Elders and the discipline of the church, according to the instructions of our Lord in Matthew 18:15–17 and 1 Corinthians 5.

**6.5.2.** Church discipline, then, should progress after individual private admonition has failed (Matthew 18:15-17).

**6.5.3.** Church discipline can include admonition by the Elders or congregation, removal from office, and excommunication (Matthew 18:15–17; 2 Thessalonians 3:14–15; 1 Timothy 5:19–20; 1 Corinthians 5:4–5).

**6.5.4.** The purpose of such discipline should be for:

**6.5.4.a.** The repentance, reconciliation, and spiritual growth of the person disciplined (Proverbs 15:5; 29: 15; 1 Corinthians 4:14; Ephesians 6:4; 1 Timothy 3:4–5; Hebrews 12:1–11; Psalm 119:115; 141:5; Proverbs 17:10; 25:12; 27: 5; Ecclesiastes 7:5; Matthew 7:26–27; 18:15–17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1–5; 2 Thessalonians 3:6, 14–15; 1 Timothy 1:20; Titus 1:13–14; James 1:22);

**6.5.4.b.** the instruction in righteousness and good of other Christians, as an example to them (Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11; 15:33; Colossians 3:16; 1 Thessalonians 5:14 [*note this is written to the whole church, not just to leaders*]; 1 Timothy 5:20; Titus 1:11; Hebrews 10:24–25);

**6.5.4.c.** the purity of the church as a whole (1 Corinthians 5:6–7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21:2);

**6.5.4.d.** the church’s corporate witness to non-Christians (Proverbs 28:7; Matthew 5:13–16; John 13:35; Acts 5:1–14; Ephesians 5:11; 1 Timothy 3:7; 2 Peter 2:2; 1 John 3:10); and

**6.5.4.e.** supremely, for the glory of God by reflecting his holy character (Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2:24; 15:5–6; 2 Corinthians 6:14–7:1; Ephesians 1:4; 5:27; 1 Peter 2:12).

### *Section 6 – Termination*

**6.6.1.** The church shall recognize the termination of a person’s membership following his or her death, abandonment, or apostasy, and may do so following his or her voluntary resignation with intent to join another like-minded church.

**6.6.2.** The church shall have authority to refuse a member’s voluntary resignation or transfer of membership to another church, for the purpose of proceeding with church discipline.

**6.6.3.** A member shall be removed from membership as a matter of church discipline ordinarily upon the recommendation of the Elders and the agreement of at least a majority of the members present and voting on the question at any members’ meeting.

## ARTICLE 7 – MEETINGS

### *Section 1 – Worship*

**7.1.1.** Unless providentially hindered as determined by the Board of Elders, the church shall meet together for public worship each Lord’s Day and at other times throughout the week as the church may determine.

### *Section 2 – Members’ Meetings*

**7.2.1.** The church shall hold a regular members’ meeting at least every quarter, without displacing the regular gathering of the church on the Lord’s Day.

**7.2.2.** The Elders, whenever they deem it necessary, or within thirty days of receiving a written request signed by at least twenty percent of the total membership, shall call a special members’ meeting.

**7.2.3.** No members’ meeting shall be held unless the date, time, and place of the meeting has been announced at the regular gathering of the church on the Lord’s Day for at least one week immediately before the members’ meeting in question.

**7.2.4.** An Elder designated by the board of Elders shall preside as moderator at all members’ meetings, but shall have no vote, unless the members are equally divided on a question.

**7.2.5.** Members’ meetings shall proceed in reasonable order, and the members present shall constitute a quorum to do business. All business presented to the congregation for a vote shall be adopted by a majority vote of the members present and voting on the question, except on matters otherwise provided for in these Bylaws.

**7.2.6. Absentee Ballots**—Except for members who are long-term missionaries actively deployed in the field at the time of a members’ meeting, absentee ballots will not be accepted for voting on any issue presented in members’ meetings.

## ARTICLE 8 – GOVERNMENT

### *Section 1 – Summary*

**8.1.1.** The biblical offices in the church shall be Elders and Deacons/Deaconesses, but final earthly authority is vested in the assembled congregation.

### *Section 2 – Elders*

**8.2.1.** The Elders shall oversee the ministry, resources, business, and facilities of the church.

**8.2.2.** The Board of Elders shall be composed of men who satisfy the qualifications set forth in 1 Timothy 3:1-7 and Titus 1:6-9 and who shall carry out their duties in accordance with 1 Peter 5:1-4.

**8.2.3.** Elder candidates shall be recognized as follows: The Elders may present the name of a candidate (or candidates) whom they unanimously approve to the church at any regular members' meeting. For at least a month, the church shall consider whether the candidate is (or candidates are) qualified. Any member intending to vote against a candidate should express his or her objection to at least one Elder as early as possible before the vote. Once at least a month has passed, the Elders may move the nomination(s) to a vote at a regular members' meeting. The members shall vote on candidates one at a time. The moderator or his delegates shall count the votes, and any candidate immediately shall become an Elder who receives the approval of at least eighty percent of the members present and voting on his nomination. Immediately after the vote, the church shall publicly recognize and set apart all such newly approved elders.

**8.2.4.** In accordance with 1 Timothy 2:12 and 3:2, women shall not serve as elders.

**8.2.5.** The term of office for an Elder shall be for life, unless such person resigns, takes a leave of absence, or is removed (see section 8.2.11.). Non-Vocational Elders may elect to take a break, as determined and unanimously approved by the Elders, after serving a three-year term and then rejoin the Elder Board in the future without another vote from the congregation as long as he still meets the aforementioned qualifications of an Elder.

**8.2.6.** No Elder shall hold the office of Deacon during his tenure.

**8.2.7.** The Board of Elders shall choose its chairman and other officers. In accordance with the nonprofit corporation laws of West Virginia, the Board of Elders shall serve as the board of trustees of the corporation, and the Elders shall designate the Lead Pastor or another Elder to serve as the president of the corporation.

**8.2.8.** The Elders shall, in keeping with Scripture (especially Acts 6:1-6; 1 Timothy 3:1-7; 5:17; Titus 1:5-9; James 5:14; and 1 Peter 5:1-5), take responsibility to shepherd God's flock by devoting themselves to prayer and the ministry of the Word. They shall have particular authority to:

**8.2.8.a.** plan and oversee worship services;

**8.2.8.b.** oversee the ordinances: baptism and the Lord's Supper;

**8.2.8.c.** examine and instruct prospective members;

**8.2.8.d.** oversee the process of church discipline;

**8.2.8.e.** examine and recommend candidates for all offices and positions;

**8.2.8.f.** oversee the work of Deacons/Deaconesses and all other agents of the church;

**8.2.8.g.** give final oversight, when necessary, to the hiring and termination of church staff other than pastors, as ordinarily conducted by the Lead Pastor (*Cf.* 8.4.2.); and

**8.2.8.h.** take any other action necessary and proper for faithfully overseeing and shepherding the church.



**8.2.9.** Annually, upon recommendation of the finance team and subsequent approval of the Board of Elders, the elders shall present to the church an itemized budget. This budget shall be presented for discussion at a members' meeting in the fourth quarter of the year and moved to a vote on the budget as a whole at the following members' meeting. The proposed, itemized budget shall be provided to members in writing no less than two weeks prior to the meeting during which it will be discussed and voted upon. If a majority of the members present at the members' meeting vote to approve the budget, it shall pass and be adopted. No money shall be solicited by or on behalf of the church or any of its ministries without the approval of the elders.

**8.2.10.** Any Elder may be removed for, but not limited to, the following causes: (1) failure to live a holy life as determined by Scripture, (2) not adhering to the theology and vision of The Church at Martinsburg, Inc. in either action or belief, or (3) failing to consistently perform Elder duties.

**8.2.11.** The removal of an Elder requires a unanimous vote of the Board of Elders; however, the Elder whose removal is being considered shall not participate in the vote, which shall be taken without his inclusion. If all of the other Elders recommend removal, then the Elder whose removal has been proposed shall be removed from office upon an affirming vote of eighty percent of the members present and voting on the question at any members' meeting.

### *Section 3 – The Lead Pastor*

**8.3.1.** Primary responsibility for preaching and teaching the Scriptures in public meetings of the church will be vested in the lead pastor. To the extent required by the nonprofit corporation laws of West Virginia, the Board of Elders shall designate the Lead Pastor or another Elder to serve as the president of the corporation. If the Lead Pastor is absent or incapacitated, the Elders shall assume responsibility for his duties, any of which may be delegated to someone biblically qualified to perform such duties.

**8.3.2.** The Lead Pastor shall be selected as follows: The Elders shall unanimously present the name of one nominee for the position of Lead Pastor at a members' meeting. For at least a month, the church shall consider the nominee's biblical qualifications, his gifts in preaching and teaching, his commitment to minister personally to the members of this church, and his wholehearted assent to the statement of faith and church covenant. Any member intending to vote against a nominee should express his or her objection to at least one Elder as early as possible before the vote. Once at least a month has passed, the Elders may move the nomination to a vote at a members' meeting. The moderator or his delegates shall count the votes, and if the nominee receives the approval of at least eighty percent of the members present and voting on his nomination, he shall immediately be the Lead Pastor (and, if he is not yet an Elder and member, also an Elder and member). In a reasonable time after the vote, the church shall publicly recognize and set apart the Lead Pastor. *Cf.* Art. 8, Sec. 4, Cl. 2 (selection process for associate pastor).

**8.3.3.** The Lead Pastor shall meet all the qualifications and hold all the rights and responsibilities of a church member. He shall meet all the qualifications and hold all the

duties and responsibilities of an Elder. In terms of formal authority, there shall be no distinction between an Elder and a Lead Pastor.

**8.3.4.** The Lead Pastor shall not be subject to any term limit.

**8.3.5.** The Lead Pastor shall be removed from office upon unanimous recommendation of the Elders and the affirming vote of eighty percent of the members present and voting on the question at any members' meeting.

#### *Section 4 – Associate Pastors*

**8.4.1.** The church may call/hire additional pastors whose relationship to the Lead Pastor is that of associate. Other pastoral responsibilities may be vested in one or more associate pastors.

**8.4.2.** An associate pastor shall be selected in the same manner as the lead pastor. *See* Art. 8, Sec. 3, Cl. 2.

**8.4.3.** An associate pastor shall meet all the qualifications and hold all the rights and responsibilities of a church member. He shall meet all the qualifications and hold all the duties and responsibilities of an elder. In terms of formal authority, there shall be no distinction between an elder and an associate pastor.

**8.4.4.** An associate pastor shall not be subject to any term limit.

**8.4.5.** An associate pastor shall be removed from office upon the vote of eighty percent of the members present and voting on the question at any members' meeting.

#### *Section 5 – Deacons/Deaconesses*

**8.5.1.** Particular service to the church shall be provided by Deacons/Deaconesses, who will vary in number depending on the needs of the church, and who shall satisfy the qualifications in 1 Timothy 3:8-13.

**8.5.2.** The Deacons/Deaconesses shall not meet together regularly as a deliberating body.

**8.5.3.** Deacon/Deaconess candidates shall be recognized as follows: The Elders may present the name of a nominee (or nominees) to the church at any regular members' meeting. For at least a month, the church shall consider whether the nominee is (or nominees are) qualified. Any member intending to vote against a nominee should express his or her objection to at least one elder as early as possible before the vote. Once at least a month has passed, the Elders may move the nomination(s) to a vote at a regular members' meeting. The members shall vote on nominees one at a time. The moderator or his delegates shall count the votes, and any nominee immediately shall become a Deacon (or Deaconess) who receives the approval of at least two-thirds of the members present and

voting on his (or her) nomination. In a reasonable time after the vote, the church shall publicly recognize and set apart all such newly approved Deacons/Deaconesses.

**8.5.4.** Deacons/Deaconesses shall be elected to one term lasting for a maximum of two years. If after having served one term a replacement or substitute cannot be found, and so long as the current Deacon/Deaconess wishes to continue to serve in such a capacity, and upon the recommendation of the Elders, the existing Deacon/Deaconess can be recommended to the church for approval for another two-year term.

**8.5.5.** In keeping with the principles in Acts 6:1-6, Deacons/Deaconesses shall not exercise spiritual authority, but shall enable the Elders to devote themselves to prayer and to the ministry of the word, and work to maintain the unity of the church. They will do this by caring for the physical needs of the church.

**8.5.6.** The church may recognize Deacons/Deaconesses to take responsibility to:

**8.5.6.a.** care for the temporal needs of members,

**8.5.6.b.** attend to the accommodations for public worship, and

**8.5.6.c.** encourage, support, and mobilize those able to help others and those with gifts of administration.

**8.5.7.** A Deacon/Deaconess may be removed from office upon the recommendation of the Elders and a later vote of a two-thirds of the members present and voting on the question at any members' meeting.

## **ARTICLE 9 – SUCCESSION OF LEAD PASTOR**

**9.1. General Authority to Select a New Lead Pastor:** Should the Church need a new Lead Pastor, a singular method is provided for the selection of a new Lead Pastor.

### **9.2. Selection Process without Departing Pastor's Participation**

**9.2.a. Meeting of the Membership—** The Interim Lead Pastor or another person appointed by the Board of Elders shall direct the Elders to act as or select a Pastoral Selection Team. The team itself is to vote and select a chairperson and co-chairperson.

**9.2.b. Pastoral Selection—** The team is to recommend one candidate for the Lead Pastor position as soon as an acceptable candidate is available to the Board of Elders. That person must be an ordained minister of the gospel. Once the team recommends a Lead Pastoral candidate, he must be presented for approval to the Elders, where he must be approved by a unanimous vote. When a unanimous decision in favor of the candidate does not occur, the Pastoral Selection Team will seek another candidate. Upon selection by the Board of Elders, the candidate will be presented to the Church for corporate approval. That person may speak to the church in every weekend service for a period up to

three consecutive weeks as a part of the selection process without departing pastor's participation.

**9.2.c. Staff Administration During Transition:** During the selection process, members of the church staff are to continue in their positions. The Elders are to appoint an acting Lead Elder. Should staff or financial problems arise, the acting Lead Elder has authority to make any and all necessary decisions in the best interest of the church. They have authority to alter the roles of staff members, including dismissal if necessary in their judgment. When the new Lead Pastor is in place, he has full authority to select his own staff, replacing existing staff members in accordance with 8.2.8.g. of these Bylaws, if he should choose.

## **ARTICLE 10 – FINANCIAL MANAGEMENT**

**10.1. Mission—** The work of The Church at Martinsburg, Inc. is entirely dependent upon the prayer, personal services, and gifts (Malachi 3:10) of the Lord's people.

**10.2. Annual Budget—** Every year the finance team, taking into consideration the church's projected revenues and expenditures as well as the needs of the ministry and input from ministry team leaders, will develop a draft budget proposal for the Board of Elders to review. Upon a majority vote of the board of elders, the budget proposal shall proceed to a vote by the members at the last regular members' meeting of the calendar year. The itemized budget proposal will be provided to the members no less than two weeks prior to the meeting during which the budget will be voted upon. Time will be allotted for the finance team and Elders to address questions or concerns about the budget during the meeting, provided the questions are submitted by members in writing no less than 72 hours prior to members' meeting. Limited discussion regarding the budget may be permitted, as time allows, in the discretion of the moderator. When the members present at the members' meeting vote on the proposed budget, they shall vote either to approve or reject the proposed budget in its entirety. If a majority of the members vote to approve the budget, it shall be approved (*See* 8.2.9.). When the budget is approved and accepted, it shall be considered the basis for all current liabilities.

**Section 10.3. Appointment of Financial Ministry Team Leader; Responsibilities—** The Financial Ministry Team Leader shall be appointed after nomination by the Elders and approval by the members in accordance with Art. 4, Section 4 of these Bylaws. The Financial Ministry Team Leader, who shall be considered an officer of The Church at Martinsburg, Inc., will lead the financial team that will manage the established budget. This team will ensure that all core and tactical teams within The Church at Martinsburg, Inc. are operating within the established budget. The Financial Ministry Team Leader will be responsible for administering and disbursing funding in accordance with the budget, as well as reporting the financial status to the Elders each month.

**Section 10.4. Audit—** The Financial Ministry Team Leader shall prepare summary financial reports of The Church at Martinsburg, Inc. no less than quarterly and a full financial report annually, which, in either case, need not be audited unless otherwise directed by the Board of Elders.

## ARTICLE 11 – AMENDMENTS

**11.1.** The statement of faith or church covenant shall be amended upon the recommendation of the elders and the agreement of three-quarters of the total membership, provided the amendment was presented by the Elders in writing at a previous regular members' meeting, and was announced at the church's gathering on the Lord's Day during the two weeks immediately before the vote.

**11.2.** These Bylaws shall be amended upon the recommendation of the Board of Elders and the agreement of two-thirds of the total membership, provided the amendment(s) was/were presented by the Board of Elders in writing at a previous regular members' meeting, and was announced at the church's gathering on the Lord's day during the two weeks immediately before the vote.

## ARTICLE 12 – INSURANCE AND INDEMNIFICATION

**12.1. Insurance–** The Church at Martinsburg, Inc. may procure and maintain in force policies of insurance for the benefit of the church and its staff members, officers, Deacons and Elders and for the purposes of indemnification of its staff members, officers, Deacons and Elders from liability and related legal costs as authorized by the West Virginia Nonprofit Corporation Act, in each case, to the extent such insurance is deemed necessary or desirable in the sole discretion of the Board of Elders.

### **12.2. Indemnification–**

**12.2.1. Right to Indemnification–** Except (i) when a majority of the Board of Elders in good faith determines that the Indemnified Person has committed fraud or intentional or willful misconduct or (ii) if the Indemnified Person is convicted of, pleads guilty to, or pleads no-contest to, a criminal offense, any person who at any time serves or has served as a staff member, officer, Deacon or Elder of The Church at Martinsburg, Inc. (each an "Indemnified Person") shall have a right to be indemnified by The Church at Martinsburg, Inc. to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitratative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of The Church at Martinsburg, Inc., seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding. However, such right to indemnification shall be only to the extent such expenses or payments are covered and paid by The Church at Martinsburg, Inc.' insurance.

**12.2.2. Payment of Indemnification–** The Board of Elders shall take all such action as may be necessary and appropriate to authorize The Church at Martinsburg, Inc. to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the Indemnified Person acted and of the reasonable

amount of indemnity due him or her. The Board of Elders may appoint a committee or special counsel to make such determination and evaluation.

**12.2.3. Payment in Advance**– The Church at Martinsburg, Inc. may pay all expenses incurred by any Indemnified Person hereunder in defending a civil or criminal action, suit, or proceeding as set forth above in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Indemnified Person to repay such amount if it is later determined that such Indemnified Person is, or was, not entitled to be indemnified by The Church at Martinsburg, Inc. against such expenses.

**12.2.4. Binding and Nonexclusive**– Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of The Church at Martinsburg, Inc. shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such claimant hereunder and shall not be exclusive of any other rights to which such claimant may be entitled apart from the provisions of these Bylaws.