

BYLAWS OF WHITE ROCK BAPTIST CHURCH

80 State Road 4

Los Alamos, New Mexico 87544

Incorporated in the State of New Mexico under Chapter 53 Article 8 Non-Profit Corporations

Registered under IRS regulations as a 501(c)(3) Tax-Exempt Organization

ARTICLE I

PURPOSE AND STATEMENT OF FAITH

1. Purpose

The White Rock Baptist Church is a community of believers bound together by faith in Jesus Christ that exists to worship God through Jesus Christ, to teach biblical truths, to nurture Christian relationships, and to reach the world with the Gospel of Christ.

2. Statement of Faith

The most full revelation of God to humanity is Jesus Christ who is the only way to salvation, as testified to in the inspired Holy Bible. The Church subscribes to the doctrinal statement of "The Baptist Faith and Message" as adopted by the Southern Baptist Convention in 1963. The ordinances of the Church are baptism by immersion and the Lord's Supper.

3. Denominational Affiliation

This Church voluntarily affiliates with the Santa Fe Baptist Association, the Baptist Convention of New Mexico, the Southern Baptist Convention, and the Cooperative Baptist Fellowship, including the sending of messengers and financial support.

ARTICLE II

MEMBERSHIP

1. Membership

- 1.1. The membership of this Church shall consist of persons who confess Jesus Christ as their Savior and Lord, have received baptism by immersion as a public confession of their faith, have presented themselves for membership, and have been accepted as members at a Congregational meeting.
- 1.2. An individual may become a member of the Church by three different means: (1) by a letter of transfer from a Church of like faith and practice, (2) by believer's baptism (immersion), or (3) by statement of faith. A person who has professed Christ and has been baptized by immersion, yet does not have membership in another Church comes by statement of faith.
- 1.3. Changes in membership status are made at a Congregational meeting by acceptance of either new members or transfers of membership elsewhere. Membership of an individual is terminated upon death or by request.

2. Rights and Responsibilities

- 2.1. Only members 15 years of age or older shall have the right to vote at Congregational meetings. Election, appointment, or volunteering to serve as an officer of the Church or in a called position does not affect a member's voting rights.

- 2.2. By majority vote at a Congregational or special meeting, voting members shall designate (1) powers and responsibilities of the Church Council (Article IV paragraph 1.3) and (2) provide direction to the Deacons (Article IV paragraph 2.4).
- 2.3. By majority vote at a Congregational or special meeting, voting members shall approve or disapprove (1) the annual budget, (2) changes to an approved budget, (3) physical changes to buildings or grounds, (4) changes in membership, (5) changes in operating policies, and (6) changes in staff positions including salary and benefits.

ARTICLE III

CONGREGATIONAL MEETINGS

1. Regular Meetings

- 1.1. Meetings for the purpose of worship and ministry are held as scheduled by the Pastor and Associate Pastor(s) in consultation with the Church Council, the Deacons, and various ministry leaders.
- 1.2. Monthly Congregational meetings to discuss ministry and business are held on a schedule set by the Church Council. The schedule and/or any changes to it shall be published with seven (7) days notice in the weekly bulletin.
- 1.3. Each year the Church Council shall designate one meeting as the “annual business meeting” thus fulfilling the requirements of a nonprofit corporation.
- 1.4. A quorum at any Church meeting in which business will be conducted shall comprise a minimum of 30 voting members (Article II paragraph 2.1).

2. Special Meetings

- 2.1. The Church Council may call a special Congregational meeting to consider matters it deems to be of a significant nature. A written notice mailed 10 days in advance shall be provided to the entire membership of the Church. Such notice shall include the subject, date, time, and location for the meeting.
- 2.2. If, in the judgment of the Council, extreme urgency renders such notice impractical, announcement of the meeting must be made at any regular meeting of the Church in which a majority of members are typically anticipated to be present. The special meeting must be held at the next regular meeting of the Church.

3. Conduct of Meetings

Meetings held for the discussion of business shall be conducted in accordance with appropriate rules of order as determined by the members at the annual business meeting.

ARTICLE IV

CHURCH OFFICERS

1. Church Council

The Church Council consists of the Chairperson, the Chairperson-Elect, two at-large members, a deacon, the Church Clerk, and the Treasurer. The Pastor and Associate Pastor(s) serve as ex-officio, nonvoting members of the Church Council. Council Chairperson and Chairperson-elect

respectively are President and Vice-President and the Church Clerk is the Secretary with regard to requirements of the nonprofit corporation.

1.1. Qualifications

Any voting member (Article II paragraph 2.1) who is a regular participant in the worship and ministry life of the Church may be nominated to serve on the Council.

1.2. Nomination, Election, Terms of Service

1.2.1. Two months before the annual business meeting, the current Council shall identify a list of nominees to serve on the following year's Council. The Chairperson-elect automatically fills the position of Chairperson.

1.2.2. The slate of nominees shall be published to the members one month before the annual business meeting. The members at large may submit additional nominations to the Council during the month following publication. A final call for nominations shall be the first agenda item for the annual business meeting after which nominations are closed. Council shall affirm that all nominees are willing to serve.

1.2.3. At the annual business meeting a paper ballot shall be used for voting purposes. The names of all nominees and the positions in which they have agreed to serve shall be printed on the ballot. Voting shall be completed and results announced during the annual business meeting.

1.2.4. The term of service for Council members, except the Chairperson-Elect, shall be one year beginning each January 1. The Chairperson-Elect automatically becomes the Chairperson the following year, resulting in a two-year term.

1.3. Powers and Responsibilities

1.3.1. The Council, acting in accordance with directions of the membership, is responsible for

Stewardship of the Church finances, real estate, property, and personnel, other than the pastoral called staff,

Ensuring an annual audit of the Treasurer's books and reporting findings to the members,

Periodic review of the Church's Bylaws and Articles of Incorporation

Annual review of insurance coverage, and

Designation of persons to countersign all checks.

1.3.2. The Treasurer is responsible for

Accounting for all monies of the Church and dispersing Church funds as directed by the membership,

Keeping accurate books of account in accordance with Generally Accepted Accounting Practices for nonprofit corporations, and

Providing at the January Congregational meeting a statement of the money received and disbursed for the previous year.

1.3.3. The Council Chairperson (or designee) shall be the presiding officer at Council and Congregational meetings held for the transaction of Church business.

1.3.4. The Church Clerk is responsible for

Timely notice (by phone, email, or mail) to attendees of Congregational and/or Council meetings, and

Maintaining an orderly record of all Council and Congregational meetings.

1.4. Meetings

1.4.1. The Council shall conduct regular meetings per the annual schedule established by the Chairperson in consultation with the Pastor and Associate Pastor(s). The annual schedule shall be published to the members of the congregation and shall be included at the appropriate time in the weekly bulletin.

1.4.2. The Chairperson or designee may call special meetings, if a matter of business is time contingent or requires special consideration. Council members shall be given at least 24-hour notice of a special meeting by telephone conversation/message to their principle place of residence.

1.4.3. In the event of extreme urgency to act, the Chairperson may poll the Council members (in person or by telephone). Verbal consent or direction shall be subsequently documented, signed by the Council members, and retained by the Clerk as an official record.

1.5. Vacancies/Resignations

Elected positions that become vacant during the year shall be filled by majority vote in a regular or special Congregational meeting as soon as possible after the vacancy occurs.

2. Deacons

Deacons serve in the role of providing pastoral and spiritual care to the congregation and serve at the discretion of and in accordance with the direction of the membership.

2.1. Qualifications

Deacons are members that are regular participants in the worship and ministry life of the Church and are 21 years of age or older. Being called to the deacon's role, an individual must demonstrate good character, a servant's spirit, and spiritual maturity. A Deacon should (1) be neither a new believer nor new to the Church, (2) exhibit familiarity with the life and work of the Church, and (3) clearly demonstrate that the best interest of the Church and its work is at heart.

2.2. Nomination and Affirmation

2.2.1. The Deacon Advisory Council (DAC) [Article IV, paragraph 2.5] is responsible for determining whether a need for selection of new or replacement deacons exists. The DAC shall ask the congregation for nominations. The request shall identify to whom nominations are submitted and the date that nominations will close.

2.2.2. The DAC, in consultation with the pastor(s), shall review qualifications and availability of those nominated to serve. The DAC shall determine nominees to be invited to interview. The DAC shall interview candidates that accept the invitation, evaluate, and select new deacons.

2.2.3. The congregation affirms the selection of new deacons.

2.3. Ordination

Any deacon who has not been ordained by a Baptist Church of like faith and practice will be ordained by this Church prior to beginning his or her service or as soon as possible thereafter.

2.4. Responsibilities

2.4.1. Deacons' work to maintain balance in the Church's life, helping to create an environment which makes room for different kinds of people, at various levels of spiritual maturity, and promotes creativity and innovation, while seeking to assure that the Church holds to the center of its beliefs and uniqueness.

2.4.2. Deacons, in consultation with ministry participants, the pastor and associate pastor(s), determine the appropriateness of proposed ministries, help develop goals and objectives, provide guidance on leadership needs of new ministries, and carry out periodic, as-needed, program evaluation.

2.4.3. Deacons respond to ministry needs within the congregation, support pastoral staff, assist with conflict resolution, and, with others in the Church, explore future directions for the Church's life and work.

2.4.4. Deacons shall assist as needed in the observance of ordinances and in services of ordination.

2.5. Deacon Advisory Council

A Deacon Advisory Council (DAC) shall be elected by the deacon body each year to work closely with the pastors providing personal, spiritual, and administrative support.

2.5.1. Nomination and Term of Service

On an annual basis, the current DAC shall determine the number of positions to be filled on the DAC. Invitations to serve are made to members of the deacon body. The current DAC shall interview and select new or replacement members from among those deacons that express a desire to serve in such capacity.

The term of service for the DAC will be three years beginning January 1. Approximately one-third of the terms shall expire each year.

The DAC shall from its membership select a chairperson, who will also serve as the chairperson of the deacon body.

2.5.2. Responsibilities

The DAC will be in regular contact with the pastors for prayer and to assist them in pastoral functions.

The DAC with the deacons will annually appraise the performance of the pastor(s). The results of the appraisals will be communicated to the pastor and associate pastor(s) in writing with a summary report to the Church membership.

The DAC will ensure that a job description, compensation and benefits policy, and other appropriate personnel matters related to the Pastor and/or Associate Pastor(s) are presented to the Church Council and membership.

The DAC shall meet on a schedule that is deemed appropriate for the purpose of carrying out its duties.

ARTICLE V

CHURCH STAFF

1. Pastoral Staff

The Church will be served by a Pastor and, as determined by the membership, Associate Pastor(s).

1.1. Roles and Responsibilities

The pastor shall serve as spiritual shepherd of the Church and shall be a teacher who expounds the scripture, making it relevant for today; a worship leader, searching for effective means of leading the Church into a meaningful encounter with God; an equipper of the Church, training persons to do the works of ministry and evangelism; and a minister, ministering to the needs of the members of the Church and other persons in the community.

The membership shall determine specific duties and responsibilities of the Associate Pastor(s).

1.2. Call and Termination of the Pastor and Associate Pastor(s)

1.2.1. The membership, as needed, shall call the pastor and/or associate pastor(s).

1.2.2. A selection committee shall be appointed by the membership to seek a pastor. The committee shall establish a hiring process, ensure appropriate advertisement to identify candidates, and evaluate and interview candidates. The committee shall bring to the consideration of the membership only one name at a time.

1.2.3. Election shall be by ballot. An affirmative vote of three-fourths of those present is necessary for approval of a choice. The pastor shall serve until the relationship is terminated by request or by majority vote of voting members.

1.2.4. Election (or termination) shall take place at a special business meeting called for that purpose.

2. Non-Pastoral Staff

Persons in non-pastoral paid positions are hired and perform assigned duties as at will employees.

2.1. Establishing Positions

2.1.1. The pastor, associate pastor(s), and Church Council shall identify the need for office and other staff positions, such as the Church Secretary.

- 2.1.2. The Church Council shall define the position (job responsibilities, supervision, progress reporting), establish a performance review protocol, and prepare recommendations for salary and work schedule (full or part time).
- 2.1.3. Recommendations for new positions shall be discussed and voted on at a Congregational meeting.

2.2. Hiring

The Church Council, with the appropriate supervising individual(s), shall establish criteria and procedures for hiring hourly/non-pastoral staff. All such positions, procedures, and salary recommendations shall be subject to approval by the membership.

2.3. Salary and Performance Reviews

- 2.3.1. The Council shall determine the salary for non-pastoral staff based upon recommendation of the supervisor(s) and/or the results of a survey of salaries for like positions.
- 2.3.2. Staff positions may be filled on a voluntary basis, without salary.
- 2.3.3. The Church Council shall carry out an annual performance review for all hourly/non-pastoral staff. The Council shall consider in this review input from the congregation and the pastoral staff.
- 2.3.4. A summary report of the performance review and recommended salary adjustment for staff shall be communicated to the membership.

ARTICLE VI **MINISTRY**

1. Ministry Programs

Ministry programs led by individuals or teams carried out in the name of the Church shall be subject to review and approval by the Deacons on an as-needed basis. Coordinators of team-led ministries shall be presented to the membership and affirmed.

2. Expectations

- 2.1. The individual leader or coordinator of each ministry shall prepare and submit a summary of the prior year's activities to the DAC and/or the Church Council, as deemed appropriate.
- 2.2. Ministry leaders, with the pastor, associate pastor(s), and deacons, assist individuals who desire to find their place in ministry.
- 2.3. Ministry leaders shall plan, budget, organize, oversee, and participate in programs that encourage seekers and followers of Christ.

ARTICLE VII **INDEMNIFICATION**

1. Persons Indemnified

Except to the extent expressly prohibited by the State of New Mexico, individuals serving in a specified capacity through election, call, appointment, or as a volunteer shall be indemnified by the Church in the event of a civil or criminal proceeding if such individual acted in good faith for

the purpose that was specified and had no reasonable cause to believe his/her conduct was unlawful.

2. Indemnification Withheld

- 2.1. No indemnification shall be made in respect to (1) a threatened action, or a pending action that is settled or otherwise disposed of, or (2) any claim, issue, or matter in which the individual is judged to be liable to the Church, unless and only to the extent that the court of competent jurisdiction determines, in view of all the circumstances, that the individual is fairly and reasonable entitled to indemnity for such portion of the settlement and expenses deemed appropriate by the court.
- 2.2. The termination of any civil or criminal action or proceeding shall not in itself create a presumption that an individual did not act in good faith for the purpose that was specified and had no reasonable cause to believe their conduct was unlawful.

3. Coverage

- 3.1. Indemnification shall be provided through maintenance of organizational liability insurance.
- 3.2. The membership, called together for the specific purpose of authorizing indemnification, may authorize advance payment or timely reimbursement, upon request of the individual, all expenses, including attorneys' fees actually and reasonably incurred in defending an action or proceeding.
- 3.3. A written agreement shall be drawn between the individual and the Church requiring repayment of any advance if the person is ultimately found not entitled to indemnification, or, where indemnification is granted and expenses advanced or reimbursed exceed the amount to which the person is entitled.

ARTICLE VIII **CHURCH PROPERTY**

1. Use of Property

The Church building, its furnishings and contents, land, and vehicles are the property of White Rock Baptist Church. The Church Council shall ensure a use policy is adopted and enforced.

2. Disposition

- 2.1. The building and land belonging to the White Rock Baptist Church may not be diverted to any commercial use.
- 2.2. In the event the White Rock Baptist Church Corporation is dissolved, all property must be liquidated and the net proceeds will be divided equally between the Baptist Convention of New Mexico and the Santa Fe Baptist Association, as long as these organizations are then designated as 501(c)(3) nonprofit.

ARTICLE IX
CONFLICT OF INTEREST

1. Declaration

Any member of the Church Council or Deacons, or any official, employee, or Church member shall disclose to the Council any relationship which exists with any person, corporation, or other entity with whom the Council proposes to enter into any contract or other transaction, which will or may result in financial gain or advantage to such individual.

2. Expectations

In the event of a real or perceived conflict of interest, the individual serving in an official capacity for the Church shall be precluded from participation in decision-making with regard to the specific contract or transaction.

This article in no way precludes the Council from entering into a contract or other transaction with the membership.

ARTICLE X
AMENDMENTS

1. Bylaws

These bylaws may be amended by a two-thirds majority of voting members at any Congregational meeting, provided an announcement of the intention to amend the bylaws and the proposed amendments is made at a regular Church meeting at least twenty-one (21) days in advance. Only the proposed amendments may be considered at this meeting, and they may be accepted, rejected, or amended.

2. Articles of Incorporation

The Articles of Incorporation may be amended or restated by a two-thirds majority vote at any Congregational meeting, provided an announcement of the intention to amend the articles and the proposed amendments is made at a regular Church meeting at least twenty-one (21) days in advance. Only the proposed amendments may be considered at this meeting, and they may be accepted, rejected, or amended.

BYLAWS CERTIFICATE

The undersigned now serves as the Secretary of White Rock Baptist Church, a New Mexico nonprofit Corporation and is authorized to execute this certificate on behalf of the Corporation.

This certifies that the foregoing Bylaws, consisting of ten (10) pages were duly adopted by a two-thirds majority of voting members at the Congregational meeting held August 8, 2004.

These Bylaws shall be in effect until amended in accordance with Article X of this document.

Dated _____



Church Clerk, Secretary of the Corporation

WHITE
ROCK
BAPTIST CHURCH