



SOUTHGATE
BAPTIST CHURCH
making Christ-followers of all peoples

Constitution and Articles of Faith

October 2016

TABLE OF CONTENTS

Constitution, Code of Regulations, and Bylaws of Southgate Baptist Church, Inc.

ARTICLE 1: Name and Purpose	4
Section 1.01 Name	4
Section 1.02 Purpose	4
ARTICLE 2: Statement of Faith and Commitment	5
Section 2.01 Statement of Faith	5
(A) The Holy Scriptures	5
(B) The True God	5
(C) The Person and Work of Jesus Christ	6
(D) The Person and Work of the Holy Spirit	6
(E) Creation	7
(F) Holy Angels; Fallen Angels	7
(G) Satan	7
(H) Mankind: Created in Innocence; Fallen from Grace	8
(I) Salvation	8
(J) Justification	8
(K) The Church	9
(L) Baptism and the Lord's Supper	9
(M) The Priesthood of the Believers	10
(N) The Resurrection, the Return of Christ, and Related Events	10
(O) Civil Government	10
(P) Biblical Love	11
(Q) Human Sexuality	11
(R) Family Relationships	12
(S) Divorce and Remarriage	12
(T) Abortion	13
(U) Euthanasia	13
(V) Lawsuits between Believers	13
Section 2.02 Authority of Statement of Faith	13
Section 2.03 Church Membership Commitment	13
ARTICLE 3: Membership	14
Section 3.01 Qualifications for Membership	14
Section 3.02 Privileges and Duties of Membership	15
Section 3.03 Removal & Termination of Membership	16

Section 3.04 Discipline of a Member	17
ARTICLE 4: Corporation Board and Church Officers	18
Section 4.01 Designation of Corporate Board and Officers	19
Section 4.02 Church Officers	19
Section 4.03 General Eligibility for All Officers	19
Section 4.04 Calling Salaried Pastoral Staff	20
(A) Senior Pastor	20
(B) Pastoral Staff	21
Section 4.05 Election of Unsalariated Officers	22
(A) Unsalariated Pastors (Pastors-Elders)	22
(B) Deacons	23
(C) Other Officers	24
ARTICLE 5: Duties and Powers of the Corporation Board and Officers	24
Section 5.01 Duties of Pastor-Elders	24
(A) Senior Pastor	24
(B) Pastoral Staff	25
(C) Pastor-Elder Team (including salaried and unsalaried pastor-elders)	25
Section 5.02 Duties of Deacons	26
Section 5.03 Duties of Church Clerk	27
Section 5.04 Duties of Financial Secretary	27
Section 5.05 Duties of Business Manager/Treasurer	28
Section 5.06 Duties of All Officers	28
ARTICLE 6: Meetings and Elections	29
Section 6.01 Meetings of the Church	29
(A) Public Worship	29
(B) Business Meetings	29
Section 6.02 Elections of the Church	31
ARTICLE 7: Indemnification	31
Section 7.01 Actions Subject to Indemnification	31
Section 7.02 Expenses Subject to Indemnification	32
Section 7.03 Limitations of Indemnification	32
Section 7.04 Timing of Indemnification	32
Section 7.05 Extent of Indemnification	32
Section 7.06 Insurance	32
ARTICLE 8: Subsidiary Organizations, Committees, and Teams	33
Section 8.01 Subsidiary Organizations	33
Section 8.02 Committees and Teams	33

(A) Standing Committees and Teams	33
(B) Special Committees and Teams	33
(C) Actions of Committees and Teams	34
Article 9: Binding Arbitration	34
Section 9.01 Submission to Arbitration	34
Section 9.02 Notice of Arbitration	34
Section 9.03 Limitations on Arbitration Decisions	35
Section 9.04 Arbitration Procedures	35
Article 10: Conflict of Interest	35
Section 10.01 Purpose	35
Section 10.02 Definitions	35
Section 10.03 Compensation	36
Section 10.04 Procedures	36
Section 10.05 Records of Proceedings	37
ARTICLE 11: Designated Contributions	37
ARTICLE 12: Amendments	38
ARTICLE 13: Dissolution Clause	38

Constitution, Code of Regulations, & Bylaws of Southgate Baptist Church, Inc.

ARTICLE 1 NAME AND PURPOSE

SECTION 1.01—NAME

This congregation of believers shall be known as Southgate Baptist Church, Southgate Ministries, or Southgate Church. It is incorporated as a non-profit corporation under the laws of the state of Ohio.

SECTION 1.02—PURPOSE

(A) Legally, this congregation is organized as a church exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), for such purposes including, but not limited to, the proclaiming of the Gospel of the Lord Jesus Christ; the establishing and maintaining of religious worship; the educating of believers in a manner consistent with the requirements of Holy Scripture; and the maintaining of missionary activities in the United States and selected foreign countries.

(B) Scripturally, the purpose of this congregation is to glorify God through the mission outlined by Jesus Christ to make disciples of all nations. This mission can and will be stated and restated in various ways by Southgate Baptist Church to effectively connect with the changing culture. As God blesses this church with success, we envision building redemptive communities of all peoples, in all places of the world where God would allow us. (*Matthew 28:19–20*)

(C) Scripturally, the members of Southgate Baptist Church shall worship and labor together according to the teachings of the Holy Bible, as set forth in the statement of faith adopted by this church. This church shall have the authority to conduct a church under Baptist convictions in accordance with the Word of God, the statement of faith, constitution, and church membership commitment. It shall have the right to own, buy, or sell tangible properties, both real and personal, in its own name and through properly elected officers, when authorized by vote of the church.

(D) This church shall be independent and autonomous, not subject to any ecclesiastical control whatsoever from any convention, conference, association, council, group, or individual outside of the church. It shall have the right to voluntarily affiliate with any association or council of Bible-believing churches separated from heresy and the right to disassociate from any group with which it may have become affiliated.

(E) The governance of this church shall be vested in its pastor-elder team and active membership following the scriptural model of pastoral leadership. Voting privileges shall be extended to active members in good and regular standing, eighteen years of age and above.

(F) No profit shall ever accrue to the benefit of any individuals from the assets, holdings, or other transactions in which this corporation may become involved.

ARTICLE 2 STATEMENT OF FAITH AND COMMITMENT

SECTION 2.01—STATEMENT OF FAITH

(A) The Holy Scriptures — We believe the Bible, God’s holy Word, containing the Old and New Testament Scriptures, are the verbally and plenary inspired Word of God. By *inspired* we mean that God so supernaturally directed the writers of Scripture that without excluding their human intelligence, their individuality, their literary style, their personal feelings, or any other human factor, His own complete and coherent message to man was recorded in perfect accuracy, the very words of Scripture bearing the authority of divine authorship. Thus, the Scriptures are inerrant, infallible, and God-breathed and are, therefore, the final authority for faith and life. There are no other writings similarly inspired by God. The sixty-six books of the Old and New Testaments are the complete and divine revelation of God to man. We believe in a literal interpretation of these Scriptures according to their normal grammatical-historical meaning. (*Psalm 19:7-11; Psalm 119:89; Proverbs 30:5-6; Isaiah 8:20; John 5:39; John 12:48; John 17:17; Romans 15:4; 2 Timothy 3:16-17; 1 Peter 1:23; 2 Peter 1:19-21; Revelation 22:19*)

(B) The True God — We believe that there is one, and only one, living and true God, a sovereign, infinite, and intelligent Spirit, the

Maker and supreme Ruler of heaven and earth; inexpressibly glorious in holiness and worthy of all honor, confidence, and love; that in the unity of the Godhead there are three persons — the Father, the Son, and the Holy Spirit. Each member of the Godhead is equal in every divine perfection, and executing distinct but harmonious offices in the outworking of the eternal plan of God. (*Exodus 15:11; Deuteronomy 6:4; Psalm 83:18; Psalm 90:2; Jeremiah 10:10; Matthew 28:19; Mark 12:29-30; John 4:24; John 10:30; John 15:26; John 17:5; Acts 5:3-4; 1 Corinthians 8:6; 2 Corinthians 13:14; Ephesians 4:6; Philippians 2:5-8; 1 Thessalonians 4:13-18; 1 Timothy 2:5; Hebrews 7:25; 1 John 3:3; 1 John 3:5; Revelation 19:11-20*)

(C) The Person and Work of Jesus Christ — We believe in the absolute deity of the Lord Jesus Christ; that He is equal with God the Father and God the Spirit, and of the same nature. We believe that the Lord Jesus Christ, the eternal Son of God, became man without ceasing to be God, having been conceived by the Holy Spirit and born of the Virgin Mary in order that He might reveal God and redeem sinful men. We believe He lived a sinless life and performed miracles; that He accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice, and that our justification is made sure by His literal, physical resurrection from the dead.

We believe the Lord Jesus Christ ascended to Heaven and is now exalted at the right hand of God where, as our High Priest, He fulfills the ministry of Representative, Intercessor, and Advocate. We believe He will return at any moment for us and that we will later rule upon the earth under Him; that He will judge believers' works at His Judgment Seat and sentence unbelievers to final perdition at His Great White Throne. (*Isaiah 7:14; 9:6; Matthew 1:18-25; Luke 1:34-35; John 1:1, 2, 14, 29; John 5:22; John 8:58; John 10:30, 37, 38; John 16:28; Acts 1:9-10; Acts 2:18-36; Romans 3:24-26; Romans 8:34; Romans 14:10; 1 Corinthians 3:11-15; 2 Corinthians 5:19-21; Galatians 4:4-5; Ephesians 1:7; Philippians 2:5-8; 1 Thessalonians 4:13-18; 1 Timothy 2:5; Hebrews 7:25; Hebrews 9:24; 1 Peter 1:3-5; 1 Peter 2:24; 1 John 2:1-2; 1 John 3:3; 1 John 3:5; Revelation 19:11-20*)

(D) The Person and Work of the Holy Spirit — We believe in the absolute deity of the Holy Spirit; that He is equal with God the Father and God the Son, and of the same nature. We believe He was active in creation; that He convicts of sin, of judgment, and of righteousness; that He bears witness to the truth of the Gospel and thereby glorifies

not Himself but Christ; that He is the agent of the new birth; that at salvation He baptizes, indwells, seals, endues, guides, teaches, witnesses, sanctifies, and helps the believer; that as the believer submits to this leadership, the Holy Spirit will fill and be the influencing control in his life; and that He was active in the process of inspiration in that “holy men of God spoke as they were moved by the Holy Spirit.” (*Genesis 1:1–3; Matthew 28:19; John 3:5–6; John 14:16, 17, 26; John 15:26; John 16:8–11, 13, 14; Acts 5:30–32; Romans 8:16, 26–27; 1 Corinthians 12:13; Ephesians 1:13–14; Ephesians 5:18; 2 Thessalonians 2:13; Hebrews 9:14; 1 Peter 1:2; 2 Peter 1:21*)

(E) Creation — We believe in the Biblical account of the creation of the physical universe, angels, and man; that this account is neither allegory nor myth, but a literal, historical account of the direct, instantaneous creative acts of God without any evolutionary process; that God created out of nothing the heavens and the earth, including all life, each “after its own kind”; that mankind was created in the image of God by a direct work of God and not from previously existing life forms; and that all people groups bear the image of God and are descendants from the historical Adam and Eve, the first parents of the human race. (*Genesis 1:1, 11, 24, 26, 27; Genesis 2:7; 21–23; Exodus 20:11; Nehemiah 9:6; Jeremiah 10:12; John 1:3; Acts 4:24; 17:26–27; Romans 1:20; 1 Corinthians 11:7; Colossians 1:16–17; Hebrews 11:3; Rev. 7:9*)

(F) Holy Angels; Fallen Angels — We believe in the existence of holy angels as created, spirit beings possessing intellect, emotion, and will, and that they do not die. Possessing great power, they exist for the express purpose of serving and glorifying God, and they also have a ministry to believers.

We believe in the existence of fallen angels, originally created to serve God but through an active rebellion led by Satan were led astray. Currently they oppose God and His people and stand under condemnation of God. They will be judged in the Last Day. (*Matthew 18:10; Luke 1:26–37; Luke 2:8–14; Luke 20:36; Colossians 1:16; Hebrews 1:14; 1 Peter 1:12; 2 Peter 2:11; Jude 6*)

(G) Satan — We believe in the existence of Satan, who originally was created a holy and perfect angelic being, but through pride and wicked ambition rebelled against God. We believe in the personality of Satan, that he is the unholy god of this age and the ruler of all the powers of darkness, and that he blinds the eyes of unbelievers.

We believe that Satan is the author of sin and the cause of the fall of mankind; that he is the open and declared enemy of God and mankind; and that he is destined to the judgment of an eternal punishment in the lake of fire. (*Job 1:6–7; Isaiah 14:12–17; Ezekiel 28:14–17; Matthew 4:1–11; Matthew 13:25, 37–39; Matthew 25:41; Luke 22:3–4; John 14:30; 2 Corinthians 4:4; 11:13–15; Ephesians 2:2; 1 Thessalonians 3:5; 2 Thessalonians 2:8–11; 1 Peter 5:8; 2 Peter 2:4; 1 John 3:8; Jude 6; Revelation 12:9–10; Revelation 20:10*)

(H) Mankind: Created in Innocence; Fallen from Grace — We believe that mankind was created in innocence (in the image and likeness of God) by a direct and instantaneous act and not by means of evolutionary processes. In the image of God, the first man and woman possessed intellect, emotion, and will. Although created in innocence under the law of their Maker, by a voluntary transgression, Adam fell from his sinless state, thus mankind sinned in him, in consequence of which all mankind are totally depraved. The result of this depravity is that while still bearing the image of God (intellect, emotion, will) that image is now distorted. As partakers of Adam's fallen nature, all mankind are sinners by nature and by conduct; and therefore are under just condemnation without excuse or defense. Consequently, instead of pursuing God, fallen man hides from God. (*Genesis 1:26–27; Genesis 3:1–7; Romans 1:18, 28, 32; Romans 3:10–19, 22, 23; Romans 5:12, 19; Galatians 3:22; Ephesians 2:1*)

(I) Salvation — We believe in salvation by God's grace through faith alone; that salvation is the free, irrevocable gift of God, neither merited nor secured in part or whole by any human virtue or work, but received after the quickening work of the Holy Spirit has brought a person to repentance and faith in the Lord Jesus Christ. In Christ all true believers possess the gift of eternal life, a perfect righteousness, sonship in the family of God, deliverance and security from all condemnation, every spiritual resource needed for life and godliness, and the divine guarantee that they shall never perish spiritually. We believe that salvation affects the whole person. We believe that apart from Christ there is no possible salvation. (*John 1:12; John 3:16; John 10:28–30; Acts 4:12; Romans 3:25–26; Romans 8:1; 2 Corinthians 3:5; Ephesians 2:8–9; Ephesians 4:30; 1 Thessalonians 5:23; 2 Peter 1:3*)

(J) Justification — We believe that justification is the judicial act of God whereby He declares us to be righteous through faith in Christ Jesus; that justification includes the pardon of sin and the imputation

of God's righteousness. We believe that this justification is bestowed, not in consideration of any works of righteousness which we have done, but solely through faith in the Redeemer's blood. (*Isaiah 53:11; Acts 13:39; Romans 5:1–9; Romans 8:1; 2 Corinthians 5:18–21*)

(K) The Church — We believe that the church exists in two aspects; that the invisible church is the Body of Christ for service and the Bride of Christ for glory; that the local church is a company of baptized believers who, together with their officers, meet regularly for worship, fellowship, instruction in the Word of God, prayer, the observing of the ordinances, and evangelism. We believe the ordinances of a local church are baptism and the Lord's Supper; that the local church has the absolute right of self-government free from the interference of any hierarchy of individuals or organizations; that the holy head of the church (visible and invisible) is Christ.

We believe that the local church has been ordained of God to carry out His work in this age; that it is Scriptural for local churches of like faith and practice to cooperate with each other in contending for the faith and for the furtherance of the Gospel, but that every local church is the sole and only judge of the extent and method of its own cooperation within the framework of Biblical revelation. We believe that on all matters of membership, church polity, discipline, and benevolence, the will of the local church is final; that its officers are pastor-elders and deacons, whose qualifications are clearly outlined in the Scriptures; that the true mission of the local church is the fulfillment of the Great Commission without any change in the order thereof. (*Matthew 26:27–29; Matthew 28:18–20; Luke 22:19–20; Acts 2:41–42; Acts 6:5–6; Acts 8:4; Acts 18:8; Acts 14:23; Acts 15:22; Acts 20:28; Romans 6:3–13; Romans 12:5; 1 Corinthians 5:11–13; 1 Corinthians 11; 1 Corinthians 16:1; 2 Corinthians 8:23; Ephesians 5:23–29; Philippians 1:1; Colossians 1:18; Colossians 2:12; 1 Timothy 3:1–13; 1 Timothy 4:16; 2 Timothy 3:16; Hebrews 10:25; 1 Peter 5:1–4*)

(L) Baptism and the Lord's Supper — We believe that there are two church ordinances: Baptism and the Lord's Supper. We believe that Christian baptism is the immersion in water of a believer in the name of the Father, the Son, and the Holy Ghost; that this baptism shows forth in a solemn and beautiful emblem our death to sin and resurrection to newness of life and that it precedes church membership. We believe the Lord's Supper is the other ordinance of a New Testament church and that by it the sacrificial death of Christ is commemorated by the use of the elements symbolic of the Savior's

sinless body and blood; that the Lord's Supper is to be preceded by solemn self-examination; that the ordinances have no saving grace, and that they are for believers only. (*Matthew 28:19; Matthew 26:27–29; Luke 22:19–20; John 3:22; Acts 2:41–42; Acts 8:36–39; Romans 6:3–5; 1 Corinthians 11:23–28; Colossians 2:12; Matthew 28:19*)

(M) The Priesthood of the Believers — We believe in the priesthood of all believers; that Christ is our Great High Priest and through Him every born-again person has direct access into God's presence without the need of a human priest; that the believer has the right and responsibility to personally study and interpret the Scriptures, guided by the Holy Spirit. (*1 Timothy 2:5; Hebrews 4:16; Hebrews 7:24–25; 1 Peter 2:9; 1 John 2:27*)

(N) The Resurrection, the Return of Christ, and Related Events — We believe in the literal record of the Scriptures with regard to the following events: 1) the bodily resurrection of all persons; 2) the pretribulation rapture of the church; 3) the premillennial return of Christ to the earth with His saints and His reign on the earth for 1,000 years; 4) the fulfillment of God's promises to the nation of Israel; 5) the rise of the Antichrist; 6) the final defeat of Satan and his hosts by Christ, and the consignment of Satan, his hosts of spirit beings and all unbelievers to the lake of fire; 7) the eternal fellowship of the saved with their Savior. (*Daniel 7:8, 21–25; Daniel 9:26–27; Daniel 11:36–39; Romans 11:1–2; 1 Thessalonians 4:13–18; 2 Thessalonians 2:3–4; Revelation 3:10; Revelation 12:1–2, 13–17; Revelation 19:11; 20:4; Revelation 20:6, 10, 11–13, 15; Revelation 21; 22*)

(O) Civil Government — We believe that God has ordained and created all authority consisting of three basic institutions: 1) the home, 2) the church, 3) the state. Every person is subject to these authorities, but all, including the authorities themselves, are answerable to God and subject to His inerrant Word. God has given each institution specific Biblical responsibilities and balanced those responsibilities with the understanding that no institution has the right to infringe upon the other. The home, the church, and the state are equal and sovereign in their respective Biblically assigned spheres of responsibility under God. We believe that we must obey the state unless it requires us to act contrary to the revealed Word of God. Despite the potential consequences, we must obey God rather than the state. (*Exodus 18:21–22; 2 Samuel 23:3–4; Psalm 72:11; Daniel 3:17–18; Matthew 10:28; Matthew 22:15–22; Acts 4:19, 20; Acts*

5:29; Acts 23:5; Romans 13:1–7; Ephesians 5:22–24; Titus 3:1–2; Hebrews 13:17; 1 Peter 2:13–14)

(P) Biblical Love — We believe that we should demonstrate love for others, not only toward fellow believers, but also toward those who are not believers, those who oppose us, and those who engage in sinful actions. We are to deal with those who oppose us with grace, gentleness, patience, and humility. God forbids the stirring up of strife, the taking of revenge, or the threat or use of violence as a means of resolving personal conflict or obtaining personal justice. Although God commands us to abhor sinful actions, we are to love and pray for any person who engages in such sinful actions. (*Leviticus 19:18; Matthew 5:44–47; Luke 6:31; John 13:34–35; Romans 12:9–10; Romans 12:17–21; 13:8–10; Philippians 2:2–4; 2 Timothy 2:24–26; Titus 3:2; 1 John 3:17–18*)

(Q) Human Sexuality

(1) We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders/sexes together reflect the image and nature of God. Altering one's God-given, biological sex through behavior or surgery is a violation of God's design for that person and exchanges the truth of God for a lie. (*Genesis 1:26–27; Matthew 19:4; Mark 10:6; Romans 1:22–27*)

(2) We believe that the term *marriage* has only one meaning: the uniting of one naturally born man and one naturally born woman in a single, exclusive union, as delineated in Scripture. We believe that God commands and intends sexual intimacy and activity to be reserved for marriage between one naturally born man and one naturally born woman. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a naturally born man and a naturally born woman. (*Genesis 2:18–25; Matthew 19:4–6; Mark 10:5–8; 1 Corinthians 6:18; 1 Corinthians 7:2–5; Hebrews 13:4*)

(3) We believe that any form of sexual activity that deviates from God's plan for marriage (including, but not limited to, adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, pedophilia, and use of pornography) is sinful and offensive to God. (*Matthew 15:18–20; Romans 1:18–32; 1 Corinthians 6:9–10; 1 Corinthians 6:18–20*)

(4) We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor with the doctrines of Southgate Baptist Church. (*Mark 12:28–31; Luke 6:31; Acts 3:19–21; Romans 10:9–10; 1 Corinthians 6:9–11*)

(R) Family Relationships

(1) We believe that men and women are spiritually equal in position before God and that God has ordained distinct and separate spiritual functions for men and women in the home and the church. The husband is to be the leader of the home, and men are to be the leaders (pastor-elders and deacons) of the church. (*Galatians 3:28; Colossians 3:18-19; 1 Timothy 2:8–15; 1 Timothy 3:4–5, 12*)

(2) We believe that God has ordained the family as the foundational institution of human society. The husband is to love his wife as Christ loves the church. The wife is to submit herself to the Scriptural leadership of her husband as the church submits to the headship of Christ. Children are a heritage from the Lord. Parents are responsible for teaching their children spiritual and moral values. Parents should not exasperate their children, however, they are responsible for appropriate discipline of their children, including Scripturally sanctioned, corporal correction. (*Genesis 1:26–28; 2:18–25; Exodus 20:12; Deuteronomy 6:4–9; Psalm 127:3–5; Proverbs 19:18; 22:15; 23:13–14; Mark 10:6–12; 1 Corinthians 7:1–16; Ephesians 5:21–33; 6:1–4; Colossians 3:18–21; Hebrews 13:4; 1 Peter 3:1–7*)

(S) Divorce and Remarriage — We believe that God hates divorce and intends for marriage to last until one of the spouses dies. We believe that divorced and remarried persons or divorced persons may hold positions of service in the church and be greatly used of God for Christian service. While recognizing that there are differing views on this issue amongst godly theologians, our position is that divorced men or those who are married to a woman who was previously divorced are not eligible to serve as a pastor-elder or deacon. (*Malachi 2:14–17; Matthew 19:3–12; Romans 7:1–3; 1 Timothy 3:2, 12; Titus 1:6*)

(T) Abortion — We believe that human life begins at conception and that the unborn child is a living human being. Abortion constitutes the unjustified, unexcused taking of unborn human life. Abortion is murder. We reject any teaching that abortions due to rape, incest, birth defects, gender selection, birth control, or population control, or the physical or mental well-being of the mother are acceptable. (*Job 3:16; Psalm 51:5; Psalm 139:14-16; Isaiah 44:24; 49:1, 5; Jeremiah 1:5; Luke 1:44*)

(U) Euthanasia — Life is a gift of God and must be respected from conception until natural death. Thus we believe that a medical action or omission which, of itself or by intention, causes death in order to eliminate suffering constitutes a violation of the will of God. Discontinuing medical procedures that are extraordinary or disproportionate to the expected outcome can be legitimate. (*Exodus 20:13; 23:7; Matthew 5:21; Acts 17:28*)

(V) Lawsuits Between Believers — We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe the church possesses all the resources necessary to resolve personal disputes between members. (*Matthew 18:15–17; 1 Corinthians 6:1–8; Ephesians 4:31–32*)

SECTION 2.02—AUTHORITY OF STATEMENT OF FAITH

This statement of faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, that the foregoing statement of faith accurately represents the teachings of the Bible and, therefore, is binding upon all members.

SECTION 2.03—CHURCH MEMBERSHIP COMMITMENT

Having been brought together providentially by our common relationship to Jesus Christ as our Savior, and having a mutual desire to serve Him faithfully as our Lord, we do now both solemnly and joyfully enter into commitment with one another as a body of baptized believers comprising a New Testament local church.

We purpose therefore to live daily by the strength and guidance of God's Holy Spirit; to search the Scriptures regularly and faithfully for direction in personal, family, and church life; to seek the salvation of souls for whom Christ died; to strive heartily for the building up of this church in faith, hope, and love; and to function within the church according to the gift(s) given each one for its benefit.

To these ends we purpose to consider the local church an essential part of our lives; to pray for, encourage, and submit to the rightful authority of its leadership; to attend its meetings when not providentially hindered; to financially support its ministry as God enables and directs; to guard its public testimony; and in any way possible to further its goals of reaching the lost and teaching the believers.

This commitment we make gladly, in humble dependence upon the Spirit of God for the power to carry out its provisions.

ARTICLE 3 MEMBERSHIP

SECTION 3.01—QUALIFICATIONS FOR MEMBERSHIP

Those seeking membership in Southgate Baptist Church must evidence the following: a) a genuine experience of regeneration through profession of faith in Christ as personal Savior; b) water baptism by immersion following their salvation experience; c) a life lived in accordance with the articles of faith outlined in these bylaws; and d) acceptance of the church membership commitment.

(A) All membership candidates wanting to join Southgate Baptist Church shall attend the church’s membership class.

(1) Membership candidates under the age of 18 may become non-voting members upon completion of an age appropriate membership class.

(2) Watch-care membership may be provided for an individual who is a member in good standing of a church of like faith and practice and who, because of temporary residence (college students, military personnel, etc.), desires to be under the ministering care of this church while away from their home church. This watch-care membership status shall be with the knowledge and assent of the individual’s home church. Watch-care members shall have all the privileges of membership at Southgate with the exception of voting and serving in elected offices.

(B) Upon completion of the Southgate membership class, all membership candidates will meet with this church’s membership team and provide testimony to the items listed in Section 3.01 above. The membership team may then recommend the candidate to the pastor-elder team for final approval.

SECTION 3.02— PRIVILEGES & DUTIES OF MEMBERSHIP

(A) Active members at least eighteen years of age who are physically present at a duly called meeting of this church shall be entitled to vote. There shall be no proxy or absentee voting. The active members of the church may only exercise voting privileges in those areas that are defined and limited by these bylaws. Members may not vote to initiate any church action; rather, the vote of a member is to confirm and ratify the direction of the church as recommended by the pastor-elder team (See Article 6.01, Section B).

(B) Members may inspect or copy the prepared financial statements of the church and the minutes of the proceedings of church and committee meetings, provided they shall have made a written request to the church and the church has received the written request at least five business days before the requested inspection date. Minutes from pastor-elder team, and deacon team meetings are exempt from this provision and are not subject to inspection or copy.

(1) Members may not, under any circumstances, inspect or copy any record relating to individual contributions to the church or the accounting books and financial records of the church.

(2) The church may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member before releasing the copies.

(C) No profit shall ever accrue to the benefit of any individuals from the assets, holdings or other transactions in which this corporation may become involved.

(D) Members must strive to keep the obligations of the Southgate Baptist Church membership commitment (see Article 2, Section 2.03). They must strive to honor and esteem their pastor-elders, pray for the staff, and utilize their God-given talents throughout the ministry of the church. Every member is expected to contribute financial support to this ministry, use his or her spiritual gifts in service, and actively share his or her faith. Members will endeavor to preserve the unity of the church and, if at any time they find themselves opposed to the fundamental doctrines of this church as described by the Article 2, Statement of Faith and Commitment, they will not seek to disrupt its fellowship, nor seek to teach and promote their contrarian viewpoints, but will serve humbly under the articles

of faith. If they find that they cannot do this, they will quietly withdraw their membership.

© Every member of the church is expected to attend its meetings, to work for its progress and edification, and to guard its good name in the community.

(F) If any members cannot conscientiously follow a decision of the church, they are not to be divisive. Rather, they are to seek clarification through personal contact with the pastor-elder team or quietly and peacefully withdraw from the membership of this church by letter of request.

(G) In the event of differences, disagreements, or conflicts between members, it is the duty of each member to settle the dispute personally in accordance with Matthew 5:21–25; 18:15–17. Assistance from the pastor-elder team is available when requested and/or needed.

SECTION 3.03—REMOVAL & TERMINATION OF MEMBERSHIP

(A) The membership of any individual member shall automatically terminate without notice if the member in question has not attended a regular worship service of the church in the preceding six months. Upon good cause being shown to the Pastor-Elder Team, this provision for termination may be waived in the case of any individual member at the discretion of the Pastor-Elder Team.

(B) No member of this church may also hold membership in another church, with the exception of missionaries sent out by Southgate. The membership of any individual member shall automatically terminate without notice if the member unites in membership with another church.

(C) Termination will take place when any member of Southgate Baptist Church advocates a doctrine or lifestyle at variance with the articles of faith outlined in this constitution, in accordance with the process outlined in Section 3.04, C.

(D) The membership of any individual member shall automatically terminate without notice if the member in a spirit of dissension actively engages in secretive discussions and/or intentionally organized, secretive meetings in a concerted effort to overthrow the pastor or present church leadership.

(E) The membership of an individual will automatically terminate upon his or her death.

(F) No provision contained in this section shall be subject to or governed by the procedures regarding discipline of members set forth in Section 3.04.

(G) A member may resign at any time, but no letter of transfer or written statement of good standing will be issued upon such resignation, except at the discretion of the pastor-elder team.

(H) To maintain its corporate testimony, the church may take disciplinary action on any members who have conducted themselves in a manner inconsistent with Biblical authority as expressed in our articles of faith. Discipline (Section 3.04) will be enacted even when a member attempts to withdraw his or her church membership to avoid the church's authority.

SECTION 3.04—DISCIPLINE OF A MEMBER

(A) The pastor-elder team shall be responsible for all discipline in the church. The objectives of church discipline are the restoration of the individual to fellowship and the protection of the church's purity and testimony (*Matthew 18:15–20; 1 Corinthians 5:1–13; Galatians 6:1a; 2 Thessalonians 3:13–14*).

(B) It is vital to the testimony of this church and to the glory of the Lord that the purity and peace of this church be preserved. Therefore, the pastor-elder team is directed to move vigorously in dealing with anyone who, through immoral conduct, slander, dishonesty, gossip, any illegal action or unscriptural behavior, threatens the testimony of or obstructs the work of this church.

(C) If any member is behaving as described above or is intentionally promoting or casting Southgate's doctrinal position in an uncharitable light, contrary to that of the church (as stated in Article 2, Statement of Faith and Commitment) and such a member cannot be restored to fellowship through confession and correction of their sins, they shall then be dealt with on the basis of Matthew 18 and 1 Corinthians 5; their case shall be heard by the pastor-elder team. After this meeting, if restoration is still not accomplished, the pastor-elder team shall report this case to the church with a minimum of detail (the accused may request that all the details be made known to the church).

(1) The accused must be summoned to appear before the pastor-elder team by a letter informing him or her of the

nature of the charges and the time of the meeting. If the accused does not appear before the pastor-elder team at the stated time apart from a satisfactory reason, the pastor-elder team shall automatically report to the church the exclusion of such a member. If the accused appears, the person is entitled to a full and fair hearing. The pastor-elder team has the power to acquit the accused if the majority of the team believes the person to be innocent. If acquitted, the matter goes no further. However, if the pastor-elder team finds the person guilty, a report of discipline will be given to the church. (Section 3.04, A).

(2) The purpose of this meeting with the pastor-elder team is to fulfill the duty of the church to care for and to discipline its members. Neither the church nor the member subject to discipline will be represented in the meeting by any attorney at law or any other third party, unless the pastor-elder team and the member otherwise agree in writing.

(D) If an accusation is made by a fellow member in good standing, that member must present to the pastor-elder team a written statement of the charges with their signature affixed to the charges. No charges will be heard without two witnesses or the equivalent of bona fide evidence.

(E) These same principles apply to all officers of the church (Section 3.05, A–D). In the event that a member of the pastor-elder team is in question, the guidelines of 1 Timothy 5:19–20 will also be applied.

(F) A person who has been removed from the membership of Southgate Baptist Church due to discipline may be restored to membership. For restoration, a disciplined member must give the pastor-elder team acceptable evidence of honest repentance and confession. When that evidence is deemed credible, the pastor-elder team will report the member's restoration to the church.

ARTICLE 4 CORPORATION BOARD & CHURCH OFFICERS

This congregation shall function according to the Biblical model under the headship of the Lord

Jesus Christ and leadership delegated to the pastor-elder team as under-shepherds who oversee all aspects of this church. For legal purposes, the

pastor-elder team shall function as the corporation’s board of directors. The deacon team provides assistance to the pastor-elder team in caring for the needs of the congregation. (*1 Corinthians; 11:3; 15:27; Ephesians 1:15-23; 4:15-16; 5:23-24; Colossians 1:18; 1 Peter 5:1-4*).

SECTION 4.01—DESIGNATION OF CORPORATE BOARD & OFFICERS

As an accommodation to legal relationships outside this church, the senior pastor and the pastor-elder team shall constitute the board of directors of the corporation, hereafter referred to as the pastor-elders or pastor-elder team.

The senior pastor shall serve as president of the corporation and the chairman of the pastor-elder team shall serve as vice president of the corporation. The church clerk shall serve as secretary of the corporation; the church treasurer shall serve as treasurer of the corporation.

SECTION 4.02—CHURCH OFFICERS

The officers of Southgate Baptist Church shall be the pastor-elder team (comprised of the senior pastor and the pastor-elders, both salaried and unsalaried), the deacons, church clerk, financial secretary, and business manager/treasurer.

SECTION 4.03—GENERAL ELIGIBILITY FOR ALL OFFICERS

(A) All officers of this church shall be members subscribing wholeheartedly to the Articles of Faith, the Constitution and the Church Membership Commitment of Southgate Baptist Church. The church shall not install or retain an officer who fails to subscribe to or who expresses disagreement with anything stated in Article 2. All church officers must affirm in writing their agreement with the Southgate Statement of Faith and of Membership Commitment on an annual basis.

(B) On the basis of 1 Timothy 3:1–13 and Titus 1:5–9, only men (not precluding single men or widowers) who meet these qualifications will be eligible for the offices of pastor-elder or deacon, or for licensure or ordination.

(C) Upon termination of membership, any officer of the church shall immediately forfeit his position and return any church property to the church office.

(D) All elected and appointed officers shall serve in their respective offices until their successors are duly elected or appointed.

(E) In the case of a vacancy occurring in any unsalaried elected office, the pastor-elder team will appoint a person to fill the vacant position until the next church election.

(F) A member of the pastor-elder team or deacon team may be removed from office for unbiblical conduct. This removal will be determined by a vote from the pastor-elder team.

SECTION 4.04—CALLING SALARIED PASTORAL STAFF

Upon the resignation, death, or dismissal of a staff pastor, the church shall seek a candidate who subscribes to the Statement of Faith, the Church Membership Commitment and bylaw provisions of this church, and whose life aligns with the qualifications of a pastor-elder as described in 1 Timothy 3:1–7 and Titus 1:5–9. The church shall abide by the following guidelines for calling a pastor:

(A) SENIOR PASTOR

(1) CALLING

a. A candidate for the position of senior pastor shall be examined by the pulpit committee/team (see Article 5, Section 5.01, C, 3) as to his qualifications for this office, both spiritual and practical (1 Timothy 3:1–7).

b. A call to the senior pastor shall be extended at a special or regular meeting of the church. Public notice of such action shall be given from the pulpit two Sundays immediately preceding the date of the meeting. A 75 percent majority of the quorum present shall be necessary for a call. Voting shall be by ballot.

c. Membership status is granted to the senior pastor immediately upon his acceptance of the call extended to him by the congregational vote cited above in letter “b”. At the same time, his wife and eligible children will also be granted membership status.

(2) RESIGNATION or REMOVAL

a. The senior pastor shall continue in office until he resigns or is dismissed. Dismissal shall be by a 75 percent majority of the quorum present at a special meeting called for that purpose by the pastor-elder

team. Such a meeting shall be announced from the pulpit for two Sundays immediately preceding the date of such a meeting.

b. The senior pastor shall give this church not less than thirty days or more than sixty days' notice of his intention to discontinue as pastor. The church shall give the senior pastor not less than sixty days' notice of dismissal. If necessary, other terms may be worked out in mutual consent by the pastor and the pastor-elder team. If, in the judgment of the pastor-elder team, the conduct of the pastor justifies immediate termination of his ministry, the pastor-elder team may declare the pulpit vacant, at which time they will determine an appropriate severance package.

c. Disciplinary removal of the pastor from office automatically terminates his membership. The pastor-elder team will determine steps for church discipline and membership restoration.

(B) PASTORAL STAFF

(1) CALLING

a. Other staff pastors will be recruited by the senior pastor and presented to the pastor-elder team.

b. All candidates for such positions shall be examined by the pastor-elder team as to their qualifications for the office both spiritual and practical (1 Timothy 3:1–7).

c. A call to a staff pastor shall be extended at a special or regular meeting of the Church. Public notice of such action shall be given from the pulpit two Sundays immediately preceding the date of the meeting. A 75 percent majority of the quorum present shall be necessary for a call. Voting shall be by ballot.

d. Membership status is granted to the staff pastors immediately upon their acceptance of the call extended to them by the congregational vote cited above in letter “c”. At the same time, the wives of

staff pastors and their eligible children will also be granted membership status.

(2) RESIGNATION OR REMOVAL

a. All pastoral staff are under the supervision of the senior pastor. Staff pastors shall continue in office until they resign or are dismissed.

b. Staff pastors shall give the church not less than thirty days' or more than sixty days' notice of their intention to discontinue as staff pastor.

c. Dismissal of staff pastors shall be handled by the senior pastor in conjunction with the pastor-elder team.

d. The pastor-elder team shall give not less than sixty days' notice of dismissal. If necessary, other terms may be worked out in mutual consent by the staff pastor and the pastor-elder team. If, in the judgment of the pastor-elder team, the conduct of the staff pastor justifies immediate termination of his ministry, the pastor-elder team may declare that position vacant, at which time they will determine an appropriate severance package.

e. Disciplinary removal of staff pastors from their office automatically terminates their membership. The pastor-elder team will determine steps for church discipline and restoration.

SECTION 4.05—ELECTION OF UNSALARIED OFFICERS

The annual election of unsalaried officers by the church membership shall occur during the annual corporation meeting of the congregation. All newly elected officers shall assume their duties on January 1. Retiring officers shall hold office until the terms of the newly elected offices begin.

(A) Unsalariated Pastors (Pastor-Elders)

(1) These men will be elected through membership ballot at the recommendation of the nominating team and the pastor-elder team at the corporation meeting. A 75 percent majority of the quorum present shall be necessary for call/election. Voting shall be by ballot.

(2) The qualifications for unsalaried pastor-elders shall be as described and set forth in the New Testament (*1 Timothy 3:1–7; Titus 1:5–9*) and articulated elsewhere in this document (Article 2, Section 2.01, S and 4.03. A, B).

(3) All unsalaried pastors shall be members of this church and in support of the articles of faith outlined in this constitution.

(4) Unsalared pastor-elders shall serve a term of three years. Unsalared pastor-elders may be elected to serve two consecutive terms before sitting out for one year.

(5) The number of unsalaried pastor-elders shall be adequate to care for the needs of the congregation.

(6) Resignation and removal of unsalaried pastor-elders will follow the same steps outlined for salaried staff pastor-elders.

(B) Deacons

(1) The church shall select deacons through membership ballot at the recommendation of the nominating team and the pastor-elder team at the corporation meeting. A 75 percent majority of the quorum present shall be necessary for election. Voting shall be by ballot.

(2) The qualifications for deacons shall be as described and set forth in the New Testament (Acts 6:3; 1 Timothy 3:8–13) and articulated elsewhere in this constitution.

(3) All deacons shall be members of the church and in support of the articles of faith outlined in this constitution.

(4) Deacons shall serve a term of three years. A deacon may be elected to multiple consecutive terms.

(5) The number of deacons elected shall be adequate to care for the needs of the congregation.

(6) Resignation and removal of deacons will follow the same steps outlined for salaried staff pastor-elders.

(C) Other Officers

(1) The church shall annually select a church clerk and financial secretary through membership ballot at the recommendation of the nominating team and the pastor-elder team at the corporation meeting.

(2) The qualifications for these positions are identified in Article 4, Section 4.03.

(3) The business manager is a non-elected, paid staff position. The business manager serves as the church treasurer.

**ARTICLE 5
DUTIES AND POWERS OF THE CORPORATION
BOARD & OFFICERS**

SECTION 5.01—DUTIES OF PASTOR-ELDERS

(A) Senior Pastor

(1) The senior pastor shall lead the pastor-elder team. This team shall have charge of the spiritual welfare of the church. In the absence of a senior pastor, the pastor-elder team shall define the pastoral authority and oversight and/or any desired interim arrangement that it deems best for the church.

(2) All officers of the church shall work under the senior pastor's direction and guidance.

(3) The senior pastor shall moderate the business meetings of the church. In the absence of the senior pastor, the chairman of the pastor-elder team will serve as moderator.

(4) Subject to appropriate budgetary allowance, the senior pastor may hire other pastoral staff and assistants to work together to carry out the mission of the church. (Article 4.04, paragraph B, Section 1)

(5) All church staff, whether paid or volunteer, shall be accountable to the senior pastor.

(6) The senior pastor shall be an "ex officio" member of all committees/teams.

(7) The use of church facilities by any group within the church or without, shall be governed by the building usage policy and under the direction of the senior pastor and pastor-elder team.

(B) Pastoral Staff

(1) The pastoral staff shall serve alongside the senior pastor in carrying out the ministries of the church.

(2) The pastoral staff may be "ex officio" members of committees/teams as determined by the senior pastor.

(C) Pastor-Elder Team (including salaried and unsalaried pastor-elders)

(1) It shall be the duty of the pastor-elder team to work together to promote the spiritual welfare of the church. They shall a) oversee the careful examination of all candidates for church membership; b) exercise prudent watch care over the church members; c) have charge over all matters of discipline of members; d) review with the Business Manager/Treasurer a monthly accounting of the church's financial records; e) oversee all ministries of the church; f) guide the deacons into identified areas of service; and g) annually appoint ministry team/committees; h) exercise supervision over all volunteers.

(2) The unsalaried pastor-elders shall elect from among themselves a chairman, a vice-chairman, and a secretary.

(3) The pastor-elder team shall serve as members of the pulpit/pastoral search committee when there is a vacancy in the office of a senior pastor.

(4) The pastor-elder team shall have authority to set policies and procedures regarding licensing and ordination.

(5) The pastor-elder team shall serve as the corporate board of this church, representing this corporation as its agent. It shall be the duty of the corporate board to handle legal matters for the church. They shall not have authority to sell, lease, give away, or dispose of church property valued in excess of 2 percent of the current annual budget; nor mortgage or encumber the same with debt, except as the church shall order the same by corporate act. They shall be

authorized to spend, per case situation, up to 2 percent of the annual budget apart from church indebtedness for projects of the church without church action.

(6) The pastor-elder team shall have no authority to authorize indebtedness for the church apart from a motion approved by the congregation for said amount that passes congregational vote by at least 75 percent of a quorum at an announced meeting following the guidelines outlined in Article 6, Section 6.01, Paragraph B.

(7) The pastor-elder team shall exercise all powers necessary for the dissolution of the church corporation. (See Article 13.)

(8) All powers of the corporate board (pastor-elder team) shall be compatible with the laws of the state of Ohio.

(9) If an unexpected vacancy occurs in the unsalaried pastor-elder position, the pastor-elder team has the authority to appoint a person to complete the current year in which such vacancy appears.

SECTION 5.02—DUTIES OF DEACONS

(A) The deacons shall serve under the direction of the pastor-elder team to assist them in carrying out the mission of the church.

(B) They shall elect, from their own number, a chairman, a vice chairman, and a secretary.

(C) They shall oversee the administration of the deacons' fund.

(D) They shall serve the people of the church through the congregational care ministry.

(E) They are invited to annually review the budget with the pastor-elder team and business manager/treasurer before it is presented to the congregation.

(F) If an unexpected vacancy occurs in a deacon team position, the pastor-elder team has the authority to appoint a qualified person to complete the current year in which such vacancy appears.

SECTION 5.03—CHURCH CLERK

(A) The church clerk shall serve as the secretary of the corporation and shall:

(B) Take minutes and keep an accurate record of all church business meetings. A copy of these minutes shall be kept as a permanent record of the church and shall be made available in a timely manner upon request to any church member in good standing on terms provided by law and pursuant to these bylaws.

(C) Keep a permanent record of membership, of baptisms, and of the reception and removal of members.

(D) Provide the business manager/treasurer promptly with a transcript of minutes of each church business meeting in which authority is granted for the disbursement or transfer of funds.

(E) Certify and keep at the office of the church a copy of the current bylaws, including all amendments or alterations to the bylaws; minutes of church business meetings; the membership roll, including reception and removal of members; baptisms; certificates of ordination and license. The clerk shall deliver such documents to a successor upon leaving office.

(F) Sign, certify, or attest documents as may be required by law; see that reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

(G) In conjunction with the moderator, ensure that a quorum is present at each business meeting where a vote will be taken.

(H) If an unexpected vacancy occurs in the church clerk position, the pastor-elder team shall appoint a qualified person to complete the current term in which such vacancy appears.

SECTION 5.04—FINANCIAL SECRETARY

(A) It shall be the duty of the financial secretary, along with those members appointed by the pastor-elders team, to count and record in a permanent record all monies received in the offerings of the church.

(B) The financial secretary shall be responsible for depositing all funds in the bank, including monies received from organizations within the church or from individuals.

(C) The financial secretary shall provide the business manager/treasurer with a record of all monies received and deposited, specifying the distribution into various funds as indicated by the donors or by special offerings.

(D) The financial secretary shall provide annually, to individual contributors, confidential records of giving for I.R.S. purposes.

(E) If an unexpected vacancy occurs in the financial secretary position, the pastor-elder team shall appoint a person to complete the current term in which such vacancy appears.

SECTION 5.05—BUSINESS MANAGER/TREASURER

(A) The business manager/treasurer will serve as treasurer of the corporation.

(B) The business manager/treasurer shall be responsible for the recording of all financial transactions in permanent records and shall provide quarterly and annual reports to the church.

(C) The business manager/treasurer shall pay all bills of the church. No checks shall be written without the proper requisition system. A member designated by the pastor-elder team shall countersign all checks.

(D) The business manager/treasurer will coordinate the preparation of the annual budget. The preliminary budget shall be presented to the pastor-elders and the deacons for review.

(E) The recommended budget shall be available to the members of the church two weeks prior to the corporation meeting.

(F) If deemed necessary by the pastor-elders, the business manager/treasurer may have access to the giving records held by the financial secretary.

SECTION 5.06—DUTIES OF ALL OFFICERS

(A) Designated corporate officers shall prepare an annual written report of their work for the corporation meeting. At the close of their term, they shall surrender all records in their possession to the church clerk, to be filed as a permanent record of the work of the church. All records are the property of the church and must be kept in the church office.

(B) Any officer who neglects his duties as outlined in the bylaws for a period of three months may be removed from office at the discretion of the senior pastor, and another may be appointed by the pastor-elder team to serve the remainder of the year.

ARTICLE 6 MEETINGS & ELECTIONS

SECTION 6.01—MEETINGS OF THE CHURCH

(A) Public Worship

(1) Public worship services shall be held regularly on Sunday, known to Christians as the Lord's Day, and any other day deemed necessary.

(2) It shall be the practice of this church to regularly observe the Lord's Supper and baptism.

(B) Business Meetings

(1) The fiscal year of this church shall begin the first day of January and close the thirty-first day of December.

(2) The corporation meeting for the election of officers, the receiving of corporation reports, and approval of church budget, shall be held in the final quarter of each year. Public notice of the meeting shall be given two successive Sundays immediately preceding the meeting.

(3) Quarterly business meetings will be held when needed. Quarterly financial reports shall be made available to members as needed or requested.

(4) Agendas for quarterly business meetings and the corporation meeting will be published for the membership 2 weeks prior to the meeting. No additions to the published agenda are permitted at the time of the meeting, apart from permission of the senior pastor and/or pastor-elder team.

(5) Special business meetings may be called at any time by the senior pastor or pastor-elder team. In instances where major business is transacted, previous public announcement must be given the Sunday before the date of the meeting.

(6) The annual budget shall be presented to the membership at the year-end corporation meeting. The entire budget will be submitted in one motion before the voting membership for consideration.

(7) All active members eighteen years of age and above shall be qualified to vote at any business meeting.

(8) Twenty percent of the active membership shall constitute a quorum.

(9) Unless otherwise stated, a majority of 75 percent of active members present and eligible to vote, but never less than a quorum, shall be required to decide any question, or resolution coming before the church.

(10) All financial matters presented to the membership will be voted upon by written ballot.

(11) The moderator (Article 5.01.A.3) shall determine the rules of procedure according to his sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure, and his decision is final and binding.

a. For any meeting under this article, the moderator, in his sole discretion, shall have full and unilateral authority to require nonmembers to leave the meeting room and to order the immediate removal of any member or other person present who is deemed to be disruptive to the proceedings by act or presence.

b. The moderator shall have full authority to order the removal of all children (ages to be determined by the moderator) if the moderator determines, in his sole discretion, that circumstances so warrant.

c. If the moderator determines that compliance with his order of removal is unsatisfactory, the moderator may, in his sole discretion, revoke the disruptive person's right to remain on the premises in accordance with Section 3.03(B) and treat the person as a trespasser.

SECTION 6.02—ELECTIONS OF THE CHURCH

(A) The annual election of officers, including unsalaried pastor-elders and deacons, shall take place at the year-end corporation meeting. Their responsibilities will begin on January 1, with the exception of continuing officers, and end on December 31.

(B) The salaried pastor-elders: As often as it is deemed necessary by death, resignation, or removal of a previous salaried pastor-elder, the pastor-elder team, shall in a timely manner, either fill the vacancy or redefine or eliminate the position. A call to a salaried pastor-elder shall be extended at a meeting of the church called for that purpose and announced from the pulpit for two Sundays immediately preceding the date of the meeting. A call of a new salaried pastor-elder must be by at least 75 percent of the qualified voting members present (See Article 4.04, A & B).

ARTICLE 7 INDEMNIFICATION

SECTION 7.01—ACTIONS SUBJECT TO INDEMNIFICATION

(A) The church may indemnify (or compensate for harm or loss) any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the church) by reason of the fact that the person is or was a pastor-elder, deacon, officer, employee, or agent of the church, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(B) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

SECTION 7.02—EXPENSES SUBJECT TO INDEMNIFICATION

To the extent that a pastor-elder, deacon, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she may be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

SECTION 7.03—LIMITATIONS OF INDEMNIFICATION

Any indemnification made under this Article, may be made by the church only as authorized in the specific case on a determination that indemnification of the pastor-elder, deacon, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Article 5. The determination shall be made (a) by the pastor-elders who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if the described vote is not obtainable or is a conflict of interest, the pastor-elders will decide, if so directed by independent legal counsel in a written opinion; or (c) by a majority vote of the members of the church.

SECTION 7.04—TIMING OF INDEMNIFICATION

Expenses of each person seeking indemnification under this Article may be paid by the church as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the board of deacons in the specific case, so long as the pastor-elder, deacon, officer, employee, or agent agrees to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the church.

SECTION 7.05—EXTENT OF INDEMNIFICATION

The indemnification provided by this Article shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the church, both as to action of each person seeking indemnification under this Article in his official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a pastor-elder, deacon, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of that person.

SECTION 7.06—INSURANCE

The church may purchase and maintain insurance on behalf of any person who is or was a pastor-elder, deacon, officer, employee, or agent of the church against any liability asserted against that person and incurred by him or her in that capacity, or arising out of his status in that capacity, whether or not the

church would have the power to indemnify that person against liability under the provisions of this Article.

ARTICLE 8

SUBSIDIARY ORGANIZATIONS, COMMITTEES, AND TEAMS

SECTION 8.01—SUBSIDIARY ORGANIZATIONS

(A) A subsidiary organization is defined as any teaching ministry, training programs, or any other group meeting on-site or off-site that is in some way involved in the overall ministry of the church.

(B) No subsidiary organization of this church shall engage in any practice or policy contrary to the constitution, policies, and articles of faith of the Southgate Baptist Church.

(C) Each subsidiary group operates under the authority of the pastor-elder team and that group's designated leaders, in accord with the official positions of the church.

(D) All teachers and leaders of subsidiary organizations must be members or watch-care members of the church. Any guest speaker hosted by a subsidiary organization must be approved by the pastor-elder overseeing that ministry, in conjunction with the senior pastor.

(E) Subsidiary organizations, committees, and teams will function according to the policies outlined in the church policy document.

SECTION 8.02—COMMITTEES & TEAMS

(A) STANDING COMMITTEES & TEAMS

The pastor-elder team shall appoint standing committees as is appropriate and shall designate a chairperson as needed, except when otherwise specifically provided in these bylaws. A list of standing committees will be kept in the church policy manual.

(B) SPECIAL COMMITTEES & TEAMS

The pastor-elder team, in its discretion, may create special committees or teams to provide them with advice and information regarding matters submitted to the committee or team by the pastor-elder team for consideration. The special committee shall be subject to the control and direction of the pastor-elder team and the bylaws of the corporation at all times.

(C) ACTIONS OF COMMITTEES & TEAMS

(1) No committee or team has the authority to legally obligate the corporation. Their primary function is to research and recommend.

(2) Committees and teams shall make available upon request all materials and all records of their work to the pastor-elder team, who shall have the right to overrule any plans or decisions made by the committee or team.

(3) All budget requests relating to areas of concern covered by these committees or teams shall be channeled to the church business manager/treasurer through the respective committees or teams and approved by the pastor-elder team.

ARTICLE 9 BINDING ARBITRATION

SECTION 9.01—SUBMISSION TO ARBITRATION

Believing that lawsuits between believers are prohibited by Scripture, all members of this church agree to submit to binding arbitration of any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bring any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof (Article 2.01.V).

SECTION 9.02—NOTICE OF ARBITRATION

(A) In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other church matter, the parties shall use their best efforts to settle such disputes, claims, questions, or disagreement as befits Christians and in accord with Matthew 5:15–17.

(B) To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution.

(C) If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in Section 9.01, above, and such procedures for arbitration as are adopted pursuant to Section 9.04, below.

SECTION 9.03—LIMITATIONS ON ARBITRATION DECISIONS

(A) Should any dispute involve matters of church discipline, the arbitrators shall be limited to determining whether the procedures for church discipline, as outlined under Article 3, Section 3.04, were followed.

(B) Should any dispute involve the removal from office of the pastor or any church officer, the arbitrators shall be limited to determining whether the procedures set forth in Article 4, Section 4.04, A.2; B.2) were followed.

SECTION 9.04—ARBITRATION PROCEDURES

The procedures for arbitration shall be as adopted by the pastor-elder team.

ARTICLE 10 CONFLICT OF INTEREST

SECTION 10.01—PURPOSE

The purpose of this article is to protect the interests of Southgate Baptist Church when it is contemplating entering into a transaction or arrangement that might either benefit the private interest of a church officer or a member of the corporate board of directors of the church or might result in a possible excess benefit transaction. This article is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

SECTION 10.02—DEFINITIONS

(A) **Interested person** - Any officer of the church or member of the corporate board of directors who has a direct or indirect financial interest.

(B) **Financial interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the church has a transaction or arrangement,

(2) A compensation arrangement with the church or with any entity or individual with which the church has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the church is negotiating a transaction or arrangement.

(4) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists.

(C) Compensation - Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

SECTION 10.03—COMPENSATION

A voting member of the pastor-elder team who receives compensation, directly or indirectly, from the church for services rendered may not vote on matters pertaining to that member's compensation.

SECTION 10.04—PROCEDURES

(A) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the pastor-elder team who serve as members of the corporate board of directors, considering the proposed transaction or arrangement.

(B) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the pastor-elder meeting while the determination of a conflict of interest is discussed and voted upon. The remaining pastor-elder team members shall decide if a conflict of interest exists.

(C) An interested person may make a presentation at the pastor-elder meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(1) The chairman of the pastor-elder team shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(2) After exercising due diligence, the pastor-elder team shall determine whether the church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the corporate board of directors (pastor-elders) shall determine by a majority vote of the disinterested members of the corporate board (pastor-elders), whether the transaction or arrangement is in the best interests of the church, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(D) If the pastor-elder team has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(E) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 10.05—RECORDS OF PROCEEDINGS

(A) The minutes of the pastor-elder meeting shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.

(B) The minutes of the pastor-elder meeting also shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 11 DESIGNATED CONTRIBUTIONS

From time to time the church, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. All contributions to these funds shall be deemed advisory rather than

mandatory in nature and shall remain subject to the exclusive control and discretion of the pastor-elder team. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of any of its tax-exempt purposes.

**ARTICLE 12
AMENDMENTS**

These by-laws may be revised or amended by a 75 percent vote of at least a quorum of members of Southgate Baptist Church present at a regular or specially called business meeting. The amendment shall be recommended to the church by the pastor-elder team, and the amendment itself shall be given in writing at a previous meeting or in the church bulletin at least two weeks in advance of the vote (*1 Corinthians 14:40*).

**ARTICLE 13
DISSOLUTION CLAUSE**

In the event of the dissolution of this corporation, all of its debts shall be fully satisfied. None of its assets or holdings shall be divided among the members or other individuals but shall be irrevocably designated to corporate vote prior to dissolution to such other nonprofit religious corporations as are in agreement with the letter and spirit of the Articles of Faith adopted by this church, and in conformity with the requirements of the United States Internal Revenue Service Code of 1986, Section 5.01(c)(3).

ADOPTION

These bylaws were adopted by a 75% majority vote of at least a quorum of voting members present at a duly called meeting of the church.

These bylaws supersede any other bylaws of Southgate Baptist Church.

Date

Church Clerk



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