

**CONSTITUTION AND BYLAWS**

**OF**

**LIFEPOINT CHRISTIAN  
FELLOWSHIP**

# CONSTITUTION

## PREAMBLE

We, the members of LifePoint Christian Fellowship (“Church”), in orderly manner, do hereby establish the following principles by which we mutually agree to be governed in the affairs of this Church.

## ARTICLE I NAME

The name of this church is LifePoint Christian Fellowship. It is a Virginia non-profit religious organization and is associated with the Southern Baptist Conservatives of Virginia and the Southern Baptist Convention.

## ARTICLE II PURPOSE AND VISION

LifePoint Christian Fellowship exists for the purpose of leading people to become healthy, growing, multiplying followers of Jesus Christ. LifePoint Christian Fellowship desires to be a church and plant churches that unchurched people love to attend.

## ARTICLE III STATEMENT OF FAITH

LifePoint Christian Fellowship is an organized body of Christians who have been saved by personal faith in Christ and subsequently baptized in His name.

Under the leadership of the Holy Spirit and while recognizing diversity in methods, we are united to proclaim the truth of the Bible; to equip our membership for Christian service, spiritual growth, and Christ-like living; and to carry out the Great Commission of making disciples throughout all the world. We affirm the Holy Bible as the inspired written word of God and as the sole basis for our beliefs and actions. We affirm that personal saving faith in the Lord Jesus Christ is the only way a person can enter into an eternal heavenly relationship with God.

As an affirmation of basic Christian beliefs, and for guidance in the programs and teachings of the Church, LifePoint Christian Fellowship hereby adopts and incorporates as its statement of faith “The Baptist Faith and Message” as adopted in 1963 and as amended and reaffirmed in 2000.

## ARTICLE IV AMENDMENTS

This Constitution may be amended at the annual business meeting or a specially called business meeting of Church members in the following manner (ref communication team policy):

- (1) An amendment must be proposed by a majority (50%+1) vote of the Vision Team;

(2) The members must be provided the proposed amendment(s) at least thirty (30) days before the business meeting at which ratification will be sought;

(3) If ratification of the amendment will be sought at a specially called business meeting, then the members must be provided the date of such meeting at least thirty (30) days in advance; and

(4) The amendment must be ratified by at least a seventy-five percent (75%) majority vote of the Church members' at the quorum (quorum is at least 25% of eligible voting members) votes cast for the amendment(s) at a properly held meeting.

# BYLAWS

## ARTICLE I OFFICES

The principal office of LifePoint Christian Fellowship is located at 732 Eden Way N, Suite E Box 165, Chesapeake VA 23320. The Church currently meets for its services at Greenbrier Christian Academy in Chesapeake, Virginia. The Vision Team, by unanimous vote, may change the location of the Church's principal office and/or meeting place. The Vision Team may establish other Church offices at any time by unanimous vote.

## ARTICLE II MEMBERSHIP

2.1 Classification of Attendees: An Attendee is defined as an individual who attends Church services and associated activities but who has not yet been accepted into the Church as a member. The church's administrative team will be responsible for tracking records.

(A) Guest: A Guest is an Attendee who visits the Church and its associated activities between one (1) to five (5) times in a twelve (12) month period.

(B) Participant: A Participant is an Attendee who is present at Church services and associated activities more than five (5) times in a twelve (12) month period. Participants are encouraged to attend and partake in all Church events. Participants must agree to abide by the same requirements as Church Members (e.g. background checks, behavior, etc.) in order to volunteer in Church sponsored functions.

(C) Member: Active Members are the only attendees who can vote on church business. Members are either active or inactive. Upon being accepted into the Church membership, all members are deemed active members for the first six months. Thereafter, active members are those members who have attended and been actively involved in Church services and functions in at least two of the last twelve calendar months preceding the date of determination of membership status. All other members are deemed inactive members. If a member's inactivity is due to health-related issues, residence in a nursing home or assisted-living center, military service, relocation or travel for educational or career obligations, or other reasons acceptable to the Lead Pastor and the Vision Team, those members may be allowed to remain as active members. This determination is made on a case-by-case basis.

2.2 Candidates for Membership: Any person who affirms their personal salvation relationship with Jesus Christ and who agrees with the Church Statement of Faith as stated and incorporated in the Church Constitution may offer themselves as a candidate for membership. All candidates shall be interviewed by the lead Pastor or his designated representative, shall complete a new member's class, and shall meet the requirements as stated in this Article. If the candidate thereafter agrees to join the Church, upon positive affirmation by the Lead Pastor or his designated representative of the Church that the candidate has met all qualifications, the candidate shall be accepted as a Church member.

2.3 Requirements for Admission of Members: Candidates for membership are eligible for acceptance as a member upon verification by a designated representative that the candidate has acknowledged that their membership is subject to these Bylaws and that the candidate meets one of the below requirements.

(A) Baptism: Upon profession of their faith in Jesus Christ as Savior and Lord, submitting themselves to baptism according to the Statement of Faith as referenced in the Constitution.

(B) Letter: Upon receipt of a letter from another church of like faith and practice as determined at the sole discretion of the Lead Pastor.

(C) Statement: Having already professed Jesus as Savior and having been scripturally baptized by another church of like faith and practice as determined at the sole discretion of the Lead Pastor.

(D) Restoration: Excluded members may be restored to membership upon confessing their error and demonstrating evidence of repentance. Restoration will require the recommendation of the Lead Pastor and a majority vote of the Vision Team. (see 2.4)

2.4 Repentance and Restoration of Members: The purpose of repentance and restoration is to protect the purity of the church. Members and Participants (referred to as member) of this Church who are in unrepentant sin shall be lovingly subject to the steps of repentance and restoration as taught in Matthew 18:15-18. Any member having knowledge of a member's unrepentant sin shall prayerfully proceed as follows:

(1) First, warn and correct the unrepentant member in private, seeking his or her repentance and restoration.

(2) If the warning is not heeded, the warning member shall go again to the unrepentant member accompanied by one or two witnesses from the servant team to warn and correct the unrepentant member.

(3) If the unrepentant member still refuses to heed this warning, it shall be brought to the attention of the Vision Team (if not previously involved). If the facts of the member's unrepentant sin are confirmed, then the Vision Team shall issue a warning and appeal for the member to change.

(4) If the unrepentant member still refuses to heed this warning, the Vision Team shall tell the matter to the Church. If the unrepentant member refuses to heed the warning of the Vision Team and the Church, he or she shall be dismissed from the fellowship of the Church, in a prayerful manner as determined by the Vision Team.

The Vision Team in its sole discretion may decide to abbreviate or eliminate the process of appeal for repentance if the sin is especially notorious, or if the Church member proves to be disruptive and/or is leading others into sin or error. This requires a unanimous vote of the entire Vision Team.

If the unrepentant member, after dismissal from the fellowship of the Church, heeds the warning, demonstrates repentance, and requests reinstatement, he or she may, upon the approval of the Vision Team and consent of the Servant Team leadership, be restored to membership.

All members agree that the decision of the Vision Team shall be final and there shall be no appeal to any court because of the decision of the Vision Team.

2.5 Termination of Church Membership: Church members may have their membership terminated by:

- (A) Transfer of membership upon joining another church;
- (B) Removal upon request of the member;
- (C) Willful failure of the member to attend Church services for a period greater of one year, without plausible reason or excuse, at the discretion of the Vision Team;
- (D) Death; or
- (E) Exclusion by the Vision Team, following the process outlined in Section 2.4.

2.6 Meetings of Members: Other than business meetings as indicated in these Bylaws, the primary meeting of members will be for worship, fellowship and other gatherings that will build up the Church. The members of the Vision Team are to seek the heart of the Church. The Vision Team is responsible to keep the Church members informed regarding vital Church matters. The members are responsible to openly communicate with the Vision Team so that the Vision Team knows and is advised by the heart of the Church membership. Members are encouraged to involve themselves in the leadership and meetings of the Commission Teams to partner with each other in the important business of the body of Christ (see 4.8).

2.7 Voting Rights of Membership:

Every Church member who has reached the age of eighteen and is present may vote at any duly called business meeting. The requirements for various items to be voted on by the Church are summarized in the following table and defined elsewhere in these Bylaws:

#### **Church Congregational Member Voting**

<b>Conditions Requiring Congregational Vote</b>	<b>Calling the Vote</b>	<b>Notice of the Vote</b>	<b>Quorum</b>	<b>Condition Required for Approval</b>
Call the Lead Pastor	Recommendation of the Vision Team	14 days advance notice for a special business meeting; 30 days for annual business meeting	25% of eligible voting membership	Seventy-Five Percent (75%) majority vote of the quorum of voting members

<b>Conditions Requiring Congregational Vote</b>	<b>Calling the Vote</b>	<b>Notice of the Vote</b>	<b>Quorum</b>	<b>Condition Required for Approval</b>
Dismiss the Lead Pastor	Majority vote (50%+1) of the Vision Team; or Petition signed by 25% of the total eligible voting membership	14 days advance notice for a special business meeting; 30 days for annual business meeting	25% of eligible voting membership	Seventy-Five Percent (75%) majority vote of the quorum of voting members
Buy, Sell or Encumber Church Real Property or Major Capital Investments in excess of 33% of the annual budget	Majority vote (50%+1) of the Vision Team	7 days advance notice for special business meeting, 30 days for annual business meeting	25% of eligible voting membership	Seventy-Five Percent (75%) majority vote of the quorum of voting members
Amend the Church Bylaws	Majority vote (50%+1) of the Vision Team	30 days advance notice	25% of eligible voting membership	Seventy-Five Percent (75%) majority vote of the quorum of voting members
Change of Denomination	Majority vote (50%+1) of the Vision Team	30 days advance notice	25% of eligible voting membership	Seventy-Five Percent (75%) majority vote of the quorum of voting members

All results of Church congregational member voting shall be archived and retained by the Church for at least two (2) years. In the event that there is conflict between the table above and the specific provisions otherwise stated in these Bylaws, the specific provisions otherwise stated in these Bylaws are deemed controlling.

### ARTICLE III LEADERSHIP

This is an autonomous, sovereign and democratic church. The spiritual oversight shall rest with the Vision Team. The only actions of the Church that require membership approval are: (1) hiring or dismissing a Lead Pastor; (2) buying, selling or encumbering land and buildings or making major capital investments in excess of 33% of the annual budget; (3) amending the Church Constitution and/or Bylaws; (4) Changing Denomination of the church.

#### 3.1 Lead Pastor

The Lead Pastor shall be the spiritual leader of the Church. In this capacity, he shall provide leadership in all areas of Church life and ministries.

(A) Appointment: The initial Lead Pastor of the Church is Jay Albritton. Upon his resignation, inability to perform his duties or removal of Jay Albritton, a successor Lead Pastor (and all Lead Pastors thereafter) shall be approved by the following process: (1) A Pastoral Search Committee shall be nominated by the Vision Team and approved by the Commission Team elected by the Church; (2) The Committee shall seek out a suitable Lead Pastor and keep the Church informed of the Committee's progress and recent developments; (3) The Committee's recommendation will constitute a nomination. The Committee shall bring to the Church only one nomination at a time; (4) When a Lead Pastor is to be voted on, 14 days previous notice shall be made, and it shall be announced in the regular Sunday services preceding the election or call. No Lead Pastor shall be elected and called without an affirmative vote by seventy-five Percent (75%) majority vote of the quorum of voting members at the business meeting. The election shall be accomplished by written ballot. If approved by the Administrative Team, members may vote no earlier than 7 days prior to the business meeting. (Ref administrative team rules on voting.).

(B) Duties: The Lead Pastor shall be the spiritual overseer of the Church. He is charged with providing the vision and direction for the Church. His primary duties and obligations are:

- (1) To pray, study God's written word, and to prepare and deliver sermons for the Members, Attenders, and Guests as the Lord directs;
- (2) To Discern the Lord's vision for the Church and lead the Church members forward in that visionary mission;
- (3) To lead all pastoral ministries of the Church;
- (4) To work with the Church Vision Team, Church staff, and attendees to lead the Church to achieve its mission;
- (5) To proclaim the Gospel to believers and unbelievers;
- (6) To care for the Church's members and other persons in the community;
- (7) To insure the pulpit is fulfilled in his absence; and
- (8) To perform such tasks necessary to meet the spiritual welfare of the Church as it serves the needs of its congregation and community.

(C) Qualifications: The qualifications for the Lead Pastor are provided in 1 Timothy 3:1-7 and Titus 1:6-9.

(D) Representation in Church Organizations: The Lead Pastor shall have ex-officio representation in all Church organizations and committees and shall act as moderator in all Church meetings. If the Church is without a Lead Pastor, at which time a member of the Vision Team, elected by the Vision Team and affirmed by the Commission Team, or Interim Pastor will assume this duty and responsibility.

(E) Term: The Lead Pastor shall serve for an indefinite term, which shall terminate upon thirty (30) days written notice by either the Lead Pastor or the Church members. In order for the Church members to provide such written notice, there must be a vote called by either (1) a majority (50%+1) of the Vision Team or (2) a petition signed by at least seventy-five percent (75%) of the total eligible voting membership. In order for the Church membership to dismiss the Lead Pastor, 75% of a quorum vote of the members attending a duly called meeting for that purpose must be obtained. There must be at least fourteen (14) days advance notice given for such meeting.



(F) Church Staff Oversight: The Lead Pastor shall have the final authority regarding the hiring and removal of all Church staff members, including other staff members designated in certain Pastoral capacities (e.g. Youth Pastor, Worship Pastor, etc.). He will work together with the Vision Team on these matters and will seek their prayerful counsel in matters of filling a staff vacancy, removing a staff member, and creating or eliminating a staff position. The majority of the Vision Team (50%+1) must approve removal of a full time staff member.

(G) Compensation: The Lead Pastor shall receive compensation for his services as determined by the Vision Team. The Vision Team, by majority vote (50%+1), may approve changes in the Lead Pastor's compensation. The Lead Pastor is precluded from voting on any matter in which he has a significant financial interest in the outcome, and shall comply with Article VII of these Bylaws.

### 3.2 Vision Team Members

The Vision Team members shall share in the spiritual leadership of the Church by working with the Lead Pastor, and Executive Pastor. Throughout this document, unless otherwise specified, the term Vision Team is to be inclusive of all Vision Team Members.

(A) Appointment: The initial Vision Team Members shall be: Jay Albriton (Lead Pastor) Craig Clayton (Executive Pastor), Bernard Shumate, Jeff Brillhart, Steve Ingram, Robert Whitaker, and Doug McKenzie. The number of Vision Team Members shall be no fewer than five (5) and no more than eleven (11). Nominees for subsequent vacancies and additional seats (as deemed necessary by a majority vote of the Vision Team) shall be submitted by the Lead Pastor and approved by a majority vote (50%+1) of the existing Vision Team. The qualifications for Vision Team Members are provided in 1 Timothy 3:1-7 and Titus 1:6-9 as set forth for Elders in the New Testament church. Lead Pastor will conduct an affirmation service for new Vision Team members.

As applicable only to the initial appointment of Vision Team Members under these Bylaws, Steve Ingram and Doug McKenzie will serve initial terms of 1 year; Robert Whitaker and Bernard Shumate will serve initial terms of 2 years; and Jeff Brillhart will serve initial terms of 3 years.

(B) Tenure and Removal: Vision Team Members who are not on staff shall serve a three-year term and may serve up to two consecutive terms (for a total of six (6) years) before taking a mandatory one-year sabbatical. At the conclusion of the sabbatical, a Vision Team Member must be nominated by the Lead Pastor and approved by a majority vote (50%+1) of the Vision Team as would any other Vision Team Member before serving another three-year term. The terms of Vision Team Members may also be terminated if they resign, move away, or are unable to cooperate with the Church leadership. The Vision Team by majority vote (not including the individual in question) shall have the final authority to remove any Vision Team Member as deemed necessary. The Vision Team shall consult with the Commission Team prior to involuntary removal of a Vision Team member.

(C) Duties, Responsibilities and Powers: The Vision Team Members are charged with providing the long term spiritual leadership for the church. The Vision Team Members shall be the primary decision-making body of the Church except for those decisions specifically requiring Church member approval as set forth in these Bylaws. The Vision Team shall focus on the long term health and ministry of the church.

(D) Compensation: Vision Team Members, who are not on staff, shall not receive compensation for their services in such capacity.

(E) Transactions with the Church: Any Vision Team Member may serve the Church in any other capacity and receive compensation although they shall be limited by Article VII in terms of transactions with the Church.

### 3.3 Servant Team Members

The Servant Team shall be comprised of church members, men and women, full of the Holy Spirit and wisdom. They shall represent and service the ministry needs of the Church family, and shall, by knowledge and counsel, assure the membership of caring ministry and Biblical service.

(A) Appointment: The number of Servant Team Members shall be recommended by the Commission Team and approved by majority vote of the Vision Team. Nominees for Servant Team Members shall be submitted by Servant Team Leader, Executive Pastor or the Lead Pastor and approved by a majority vote of the Vision Team. The spiritual qualifications for Servant Team members are found in Acts 6:1-7 and 1 Timothy 3:8-13 as set forth for Deacons in the New Testament church. Servant Team Leaders will be male.

(B) Tenure and Removal: Servant Team Members shall serve indefinite terms. Servant Team Members may be terminated if they resign, move away, or are unable to cooperate fully with the Church leadership. The Vision Team by majority vote shall have the final authority to remove any Servant Team Member as deemed necessary in its sole discretion. The Vision Team shall consult with the Commission Team prior to involuntary removal of a Servant Team member.

(C) Duties, Responsibilities and Powers: The Servant Team Members are servants of the Church and are under the direct supervision and leadership of the Lead Pastor and Vision Team.

(D) Compensation: Servant Team Members shall not receive compensation for their services in such capacity.

(E) Transactions with Church: Any Servant Team Member may serve the Church in any other capacity and receive compensation although they shall be limited by Article VII in terms of transactions with the Church.

### 3.4 Treasurer

(A) The Treasurer, in conjunction with the financial administrative assistant, shall receive and hold all money, stocks, bonds, and other securities, which may belong to the Church, and he or she will ensure the money collected is deposited in the bank. The Treasurer, utilizing the Finance Team, shall keep an accurate record of all receipts and expenditures and shall make a quarterly report to the Vision Team.

(B) The Treasurer is nominated by the Lead Pastor and approved by a majority vote (50%+1) of the Vision Team. The Treasurer will serve until he or she (1) resigns, (2) moves away, (3) is unable to cooperate fully with the Church leadership.

### 3.5 Clerk

(A) The Clerk shall be responsible for keeping the membership roll and for taking minutes at Church business meetings. The clerk shall also be responsible for keeping other records as the need arises.

(B) The Clerk is nominated by the Lead Pastor and approved by a majority vote (50%+1) of the Vision Team. The Clerk will serve an indefinite term or until he or she (1) resigns (2) moves away, (3) is unable to cooperate fully with the Church leadership.

### 3.6 Commission Team Members

(A) Membership, Tenure and Removal: Membership is based upon positions within the church see article IV. Members who are not paid staff will remain a part of the Commission Team for as long as they hold the qualifying position but not to exceed five years. By the end of a member's fifth year of service in said position the Lead Pastor will seek other volunteers or seek Vision Team approval for continued service. If a member of the Commission Team needs to be removed involuntarily the Lead or Executive Pastor will bring the issue to the Vision Team. The Vision Team will prayerfully consider and adjudicate the issue. The Commission Team member may not be involuntarily removed without a majority vote (50%+1) of the Vision Team.

(B) Compensation: Commission Team members shall not receive compensation for their services in such capacity.

(C) Duties, Responsibilities and Powers: The Commission Team members are the workers and leaders of the church and serve under the direction of the Lead Pastor and God's leadings. Members should advise the Vision Team on issues of importance to the life of the church.

## ARTICLE IV THE VISION TEAM and THE COMMISSION TEAM

4.1 Vision Team General: The Vision Team shall consist of the Vision Team Members and shall have only the duties outlined in these Bylaws. The Vision Team Members are charged with providing the long term spiritual leadership for the church. The Vision Team Members shall be the primary decision-making body of the Church

except for those decisions specifically requiring Church member approval as set forth in these Bylaws. The Vision Team shall focus on the long term health and ministry of the church.

- 4.2 Decision making: A consensus will be the primary means of decision making. When a consensus cannot be reached after a reasonable time, then a majority vote 50%+1 of the Vision Team Members present at the meeting will govern. By a majority vote 50%+1, the Vision Team shall have the authority to call a congregational vote for decisions where such vote is required unless otherwise stated in these Bylaws.
- 4.3 Resolutions at Meetings: All decisions shall be reflected in the minutes as having the requisite consensus or vote approval.
- 4.4 Quorum: At any duly called meeting of the Vision Team, the presence of a majority (50%+1) of the Vision Team shall constitute a quorum.
- 4.5 Action by Consent Without Meeting: Any action required or permitted to be taken by the Vision Team may be taken without a meeting, if all active members of the Vision Team consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Vision Team. The action by written consent shall have the same force and effect as a majority vote of the Vision Team. The written consent shall be maintained as evidence of the response of each Vision Team Member. Written consent may be by email or other electronic means recorded by the Vision Team secretary.
- 4.6 Annual Budget: The Vision Team shall approve the annual budget and any revisions to the annual budget of the Church by a majority vote except for the first three annual budgets of the church which will be submitted to the congregation for approval by simple majority vote of members at a called business meeting.
- 4.7 Emergency Provisions: In the event of the death of the Lead Pastor, the incapacity of the Lead Pastor for over thirty (30) days, or if the Lead Pastor is unable to perform his duties for an extended period:
  - (A) Any Vision Team Member may call an emergency meeting of the Vision Team for the purpose of nominating an interim candidate to succeed the Lead Pastor subject to vote by church members.
  - (B) The Vision Team Members shall manage the routine affairs of the Church until the appointment of an interim pastor or a new Lead Pastor by the members as outlined elsewhere in these Bylaws.
- 4.8 Commission Team Purpose: The Commission Team shall focus on the routine church activity of carrying out the Great Commission in LifePoint Christian Fellowship. This team will be flexible in organization and focus in order to be responsive to God's leading.
- 4.9 Membership: Mandatory - Lead Pastor, Executive Pastor, Worship Leader, Children's Ministry leader, Pre-School Ministry leader, Youth Leader, Servant Team Leader.  
Optional – (to be added at the discretion of Lead and Executive Pastor with the consent of

the Vision Team not an inclusive or directive list of teams) Finance Team leader, Communications Team Leader, Visual/Sound Team Leader, Community Outreach Team Leader, Administration Team Leader, Guest Services Team Leader, Set-up Team Leader, Property Team Leader

4.10 Responsibilities:

- (A) Organize and conduct ministries of the church
- (B) Advise the Vision Team on issues as directed in By-Laws or as needed
- (C) Assists church staff in running the ministries of the Church teams
- (D) Review supporting teams governing rules/policies no less than once every 18 months
- (E) Nominate Vision Team candidates, and Servant Team candidates to Lead Pastor

ARTICLE V  
CORPORATE BOARD OF DIRECTORS

5.1 Organizational Positions: For the purposes of the laws of incorporation and corporate governance, the following equates the organizational positions within the Church to the corresponding corporate positions. However, nothing contained in this Article shall change, modify, or enlarge any duties of these positions or create any duties that might be inconsistent with those duties and limitations specifically set forth in these Bylaws.

- (A) The Vision Team and the Lead Pastor fulfill the role of the Board of Directors;
- (B) The Lead Pastor fulfills the role of corporate Chief Executive Officer/President;
- (C) There are no Vice Presidents;
- (D) The Clerk fulfills the role of corporate Secretary; and
- (E) The Treasurer fulfills the role of corporate Chief Financial Officer.

5.2 Quorum and Voting: A majority of the Board of Directors present at any regular or specially called meeting shall constitute a quorum. Unless specifically stated otherwise in the Constitution, Bylaws, or Articles of Incorporation, the Board of Directors shall abide by the majority vote (50%+1) of those present and voting at any properly called meeting. In order for any such Board of Directors meeting to be properly called, every director must be given reasonable (not less than 3 days) notice and an opportunity to attend and participate in the meeting (either in person or via electronic correspondence as covered by voting rules established by Corporate Secretary).

5.3 Duties and Powers: The Board of Directors operates only to ensure that Church corporate obligations are met. It is the duty of the Board of Directors to meet annually in order to (a) elect, by majority vote (50%+1), subsequent and/or additional directors of the church corporation in accordance with these Bylaws and (b) complete an Annual Report Form as required by the Virginia State Corporation Commission. The Board of Directors may only pass resolutions which enable the Church to act in its corporate capacity when specifically and explicitly directed by the Church membership and/or Church Vision Team as provided in these Bylaws. The Board of Directors only has the authority to act as expressly provided in the Articles of Incorporation and these Bylaws and as directed

by Church members and/or the Vision Team as provided in these Bylaws at any regular or other properly called Church business meeting as set out in these Bylaws.

## ARTICLE VI INDEMNIFICATION AND ELIMINATION OF LIABILITY

To the fullest extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Bylaws, the Church shall indemnify against liability and advance reasonable expenses to any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because he is or was a Vision Team Member, or while a Vision Team Member, is or was serving at the Church's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Church may (but shall not be required to) indemnify, and advance reasonable expenses to a Servant Team Member, officer, employee, or agent of the Church who is not a Vision Team Member to the same extent as if he or she were a Vision Team Member. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a church to indemnify agents set forth therein.

## ARTICLE VII TRANSACTIONS WITH THE CHURCH

- 7.1 General: This Article shall apply to all paid and volunteer Church staff, including but not limited to the Lead Pastor, ministry staff, and administrative staff. This Article shall also apply to all Vision Team Members and Commission Team Members.
- 7.2 Transactions with the Church: A Vision Team Member, Commission Team Member or staff person shall not be disqualified, by reason of his or her office, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise. No lawful transaction or contract of the Church shall be void or voidable on the ground that any Vision Team Member, Servant Team Member or staff person, or entity in which such person has any financial interest or membership, is in any way interested in the transaction or contract, provided that: (1) the Vision Team Member's, Commission Team Member's or staff person's interest in the transaction was disclosed or known to the Vision Team or a committee of the Vision team prior to the transaction or contract, and the Vision Team or committee authorized, approved or ratified the transaction or contract without counting in the vote any such interested person; or (2) the transaction or contract was fair to the Church.
- 7.3 Liability: No Vision Team Member, Commission Team Member or staff person shall be liable to account to the Church for any profits realized by him or her from or through any transaction or contract of the Church authorized, ratified or approved by the Vision Team or Lead Pastor on the ground that he or she or any entity in which he or she has any financial interest or membership was interested in the transaction or contract.
- 7.4 Voting: Any Vision Team Member, Commission Team Member or staff person is precluded from voting on any matter in which he or she has a personal financial interest in the outcome.

## ARTICLE VIII MEETINGS

- 8.1 Annual Business Meetings: An annual business meeting will be conducted in the first quarter of each calendar year. Such meeting shall be scheduled and notice provided at least thirty (30) days in advance.
- 8.2 Special Business Meetings: A special business meeting can be called by the Lead Pastor or, when the Church is without a Lead Pastor, by the Vision Team. Notice for special business meetings will be given from the pulpit at least seven (7) days in advance unless otherwise provided in these Bylaws.
- 8.3 Quorum: Twenty-five percent (25%) of the voting membership shall constitute a quorum at any annual business meeting or special business meeting. Unless otherwise stated in these Bylaws, a simple majority vote (50% + 1) of the quorum of voting members at a duly called business meeting shall be necessary to carry actions. In the following cases a 75% majority vote of the quorum of voting members shall be necessary: amending the Church Bylaws; dismissing the calling or dismissing the Lead Pastor; or buying, selling, encumbering Church real property or making major capital investments in excess of 33% of annual budget; amending the Constitution; or changing denomination of the Church.
- 8.4 Ordination: This Church will ordain to the gospel ministry, men whom God has set apart and equipped. The ordination committee shall consist of the Lead Pastor, Vision Team, and any other ordained ministers requested by the candidate or Lead Pastor.
- 8.5 Except where it is contrary to these Bylaws, Roberts Rules of Order shall govern the conduct of business meetings.

## ARTICLE IX DISSOLUTION

- 9.1 Dissolution: A resolution for dissolution shall be initiated by a majority vote (50%+1) of the Vision Team. The Church membership must be given at least thirty (30) days advance notice to vote on a resolution for dissolution. Dissolution of the Church shall only be authorized if the called meeting has a quorum and at least seventy-five percent (75%) of the members at the meeting vote in favor of the dissolution.
- 9.2 Winding Down: In the event of dissolution of this organization, the proceeds shall be used for a non-profit organization with purposes similar to those stated in Article II of the Church's Constitution.

## ARTICLE X MISCELLANEOUS PROVISIONS

- 10.1 Compensation: Any salaries and/or wages, together with fringe benefits or other forms of compensation (including, without limitation, housing, transportation and other allowances) paid or provided to employees, directors, and/or staff members, shall not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with

similar positions or duties. In addition, said person(s) receiving compensation will not vote on or participate in decisions regarding such compensation. All compensation arrangements must be approved in advance of the payment of compensation.

Compensation arrangements will be based on information about compensation paid by similarly situated organizations for similar services, and/or current compensation surveys compiled by independent firms. All decisions regarding compensation arrangements, including the date and terms thereof, must be documented in writing in the Vision Team meeting minutes, resolutions or consents.

10.2 Amendment of Bylaws: These Bylaws may be amended or repealed in the following manner:

(A) A resolution for amendment is initiated by a majority vote (50%+1) of the Vision Team at a duly called meeting;

(B) The congregation is given at a least thirty (30) day notice prior to a business meeting or a specially called meeting to consider the amendments; and

(C) The membership approves the amendments by a 75% majority vote of the quorum of voting members.

10.3 Notice: Notice shall be sufficient where required under these Bylaws if given verbally from the pulpit, posted on electronic media, or made publically known at routine church events.

10.4 Endorsement of Documents and Contracts: The Board of Directors, except as otherwise provided in these Bylaws, may adopt a resolution authorizing any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Church. Such authority and resolution may be general or specific in nature. Unless authorized by a majority vote (50%+1) of the Board of Directors as indicated by resolution, no officer, agent or employee of the Church shall have any power or authority to bind the Church by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Prior to adopting any such resolution, the Board of Directors shall obtain the approval of either the Church members or Vision Team as provided in these Bylaws depending on the type of decision.

I, the undersigned Clerk of LifePoint Christian Fellowship, do hereby certify that the above Constitution and Bylaws was adopted hereof on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by the Church membership. This Constitution and Bylaws is, as of this certification, the duly adopted and existing Constitution and Bylaws of LifePoint Christian Fellowship.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Clerk: \_\_\_\_\_