

GREATER NEW GUIDE BAPTIST CHURCH

Amendments to Articles of Incorporation

Article IV: Church conference date changed from “Wednesday before the second Sunday in January” to the last Wednesday in January. Also, change the date that a notice is required to be given to the congregation of a special meeting to elect officers from “Two Sundays preceding the date of the election” to no less fourteen days before the election.

Delete the language that follows the first sentence in the text and insert the below language.

The Pastor, Trustees, and Deacons shall be elected by the members of the corporation. The election of the Pastor and other Elected Officers of the corporation shall take place at an annual meeting which is to be held on the last Wednesday night in January each year. In the event circumstances exist, such as the fulfillment of conditions required for the office, that prevent or affect the election of the Pastor, Trustees, Deacons, or other Elected Officers, on the above-mentioned date, a special meeting shall be held to vote on the affected position. Notice of the time, place, and date of said meeting shall be made at the Sunday service or services and posted on other established means of communication no less than fourteen days immediately preceding the date of the vote.

Rationale: *This amendment provides additional time for the Church's office to prepare for the annual Church conference and close out the previous year by moving the date of the Church annual conference to the last Wednesday in January. It also provides a method for a separate election of an officer if certain circumstances prevent the election at the annual Church conference. For example, the submitted person has not met a requirement for office such as educational requirement or training requirement and the requirement can be satisfied within a reasonable time decided by the members.*

Article V: Change “Legal service” from “all deacons” to members of the Board of Trustees.

Rationale: *There are approximately 20 deacons. This is too large a number for service of legal process. The better choice for agents for service of legal process is the Trust Board members who duties include, “meet and adjust all claims coming against the Church.” See Bylaws Article 3a.*

Article VII: Article VII states, “Trustee Board which shall consist of ten members.” Change it to read, “Trustee Board which shall consist of nine members.”

Rationale: *Currently and for the last several years the Trustee Board has consisted of nine members. This avoids the possibility of a tie vote on an issue. The change records what has become a custom.*

Article IX: Change loss of membership for absence from one year to two years to coordinate with the Bylaws.

Rationale: *The change adopts the language in the Bylaws. See Bylaws Article 1c(d).*

Article XI: Article XI addresses powers of the corporation and resolutions. Remove the language regarding amendment of the articles of incorporation into a separate article – Article XII – and shift the other articles accordingly.

Rationale: *To provide clarity and organization regarding what is required to amend the Articles of Incorporation.*

Article XII: This Act of Incorporation may be amended at any time by members hereof, provided two-third of the membership present at a special meeting called for that purpose shall vote in favor of such amendment or amendments. Notice of the time, place, and date of said meeting shall be made at the Sunday service or services and posted on other established means of communication no less than fourteen days immediately preceding the date of the vote. Such notice shall set forth the amendment or amendments to be voted on.

Rationale: *This amendment adds nothing new to the process of amending the Articles of Incorporation. It only separates the process of amending the Articles of Incorporation from other matters addressed in Article XI. The amendment also incorporates the language that no less than a fourteen-day notice shall be given to the congregation preceding the date of the vote.*

Greater New Guide Baptist Church

CONSTITUTION

And

BYLAWS

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ARTICLE 1c. Releasing of Membership

1. Membership may be released in the following ways:
 - a. death of a member
 - b. transfer to another church
 - c. written request for release of membership
 - d. inactivity of responsible membership for a period of two years after good faith efforts on the part of the clergy, Deacons, or the church office to contact member
2. Release of an individual's membership will result in a forfeiture of all offices, rights and privileges.

ARTICLE 2. PERMANENT OFFICERS

The permanent officers of the Church shall be the Pastor and Deacons as set forth in the New Testament.

ARTICLE 2a. The Pastor

The Pastor, the symbolic shepherd of the flock and spiritual leader of the Church, shall have continuous oversight of the Church in all its entirety, in both the spiritual and secular realms. The Pastor shall be knowledgeable of business and church procedures, preach the gospel, teach bible study, administer the ordinances, counsel members and have charge of all stated services of public worship, marriages, funerals, and baby dedications.

The ex-officio of every committee but chairperson of none, the Pastor shall moderate official business meetings of the Church, except when the meeting relates to him/her.

The Pastor shall oversee the activities of Clergy, Ministerial students, Minister of Music, Minister of Christian Education, Church Administrator, Church Secretary and all other paid church staff.

In order to dismiss the Pastor, the Joint Committee (Article 6b) and Church must publish a notice three weeks prior to the called business meeting, to remove the Pastor for specific causes detrimental to the spiritual welfare of the church fellowship by simple majority vote of those present.

In the event the Church is without a Pastor or the Pastor is unavailable:

1. The Chair of Deacons becomes the Church leader in charge of Church operations.

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2. For official Church meetings, the Chair of Deacons calls, constitutes and presides at the meetings.
3. The Chair of Deacons, along with the support and advice of the Joint Committee can appoint an interim Pastor if one is needed to support the biblical functions of the church and care of the congregation.

ARTICLE 2b. The Deacons

The Deacons shall act as counselors and assistants to the Pastor in advancing the general interest of the Church body both spiritual and temporal, especially through the Deacon Family Ministry. They are to visit and assist the sick and distressed members. The Deacons shall also give to the membership examples as well as precepts in Christian conduct and work for the purity, harmony and righteousness of the Church members. They shall also seek to lead the Church in maintaining adequate support for the Pastor and other staff members of the Church. Candidates for the office of Deacons shall be selected by the Pastor and Chair of Deacons. Upon affirmation by the church body, every Deacon candidate will receive training as determined by the Pastor in consultation with the Chair of Deacons. After successful completion of training and ordination, a Deacon must continue to show forth the qualifications as set forth in the scriptures 1 Timothy 3:8-13 (NIV) in order to serve in stated capacity. (See Article 1a.)

ARTICLE 3. CHURCH OFFICERS

The other church officers will be Trustees, Church Treasurer, and Deaconess.

ARTICLE 3a. Trustees

The Trustees shall hold in trust the property of the Church both chattel and realty and shall, by direction of the Church, keep property in good order; meet and adjust all claims coming against the Church; collect all claims due the Church; make all changes in and transactions of property; review all contracts; be legal representatives of the Church in all business procedures and be prepared to make a detailed and accurate report regarding any and all business related to the Church upon request.

ARTICLE 3b. Church Treasurer

The Treasurer shall hold in trust all monies of the Church which is delivered to him/her; the Treasurer or designee shall issue receipt for the same and shall deposit it immediately in such depositories as the Church may designate; shall pay out money by order only from a church voucher and not then until said voucher has been endorsed by a ministry chairperson and their authorized agents; the Treasurer, in consultation with the Church Administrator shall be prepared to make an accurate report of all Church finances at regular trustee meetings and official church meetings.

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senior Pastor to another and shall be presented to the congregation for approval by vote (see Article 1b, 2e).

ARTICLE 5c. Pulpit Search Team

When the Church needs to call a Pastor, a representative group of nine members of the Church will be selected by the Chair of Deacons and affirmed by the membership. This group shall be called The Pulpit Search Team. No less than five members shall come from the Deacons/Trustee ministries of the Church.

Persons who are chosen to be members of the Pulpit Search Team must be members of the Church who are mature and have given evidence of their love for this Church through their prayers, presence, financial support, and service; and who are willing and able to serve on the Pulpit Search Team for the duration of the process.

It shall be the duty of the Pulpit Search Team to secure the names of prospective pastors and ministers. It shall request from prospective candidates full information about their personal, educational, pastoral/ministerial experience and qualifications. When such suitable candidates, whose Christian character and abilities fit the needs of the Church, they shall be presented to the Church for consideration.

The election of a Pastor shall be considered by the Church at a special called business meeting. There shall be a 30-day notice of the meeting using all official communication channels employed by the Church. The Pulpit Search Team shall prepare a biographical sketch of the prospective candidate(s) and attach it to the notice of the meeting to call a Pastor.

The election shall be by closed ballot and counted by a team of three (3) members selected by the Joint Committee. Election can also be by absentee ballot for those who are unable to attend. Absentee ballots must be received on or before the date of the meeting and will be counted by the aforementioned team. A simple majority vote of the members present shall be necessary to extend a call.

ARTICLE 5d. Church Ministry Leaders

Following performance review by the Pastor and members of the ministry and upon recommendation by the same, the Church Ministry Leaders shall be selected annually and shall hold office until their successors are selected. Church Ministry Leaders shall be eligible to succeed themselves annually. These recommendations shall be presented to the congregation at the annual Church Conference.

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ARTICLE 6. COMMITTEES

Standing Committees shall be: Church Council, Joint Committee, Finance Committee, and Budget Committee (if deemed necessary). Special Committees are temporary and shall be: Bylaws Committee, Building Committee, Personnel Committee (if deemed necessary) and any other committee established by the Pastor and Deacons for a specific purpose.

ARTICLE 6a. Church Council

The Church Council shall be composed of a representative from every ministry of the Church. Their primary purpose is to partner with the Pastor in bringing to fruition the vision brought forth by the Pastor. This will enable the Church to maximize its commitment in word and deed for our Lord and Savior Jesus Christ. The Council will meet once every quarter.

ARTICLE 6b. Joint Committee

The Joint Committee of the Church shall consist of all Deacons and Trustees. Their purpose is to review the mid-year and year-end financial report, make decisions on major financial transactions and other major concerns recommended to the Church body for majority approval.

ARTICLE 6c. Finance Committee

The Finance Committee shall consist of Trustees and laypersons who have been designated by the Pastor and Treasurer to perform accounting functions as it relates to church revenue (see Article 7). All monies received at any worship service shall be accounted for and deposited on the day of receipt unless other arrangements have been determined by the Church Treasurer. The Church Treasurer shall be responsible for the committee.

1. Church Checks

All Church checks shall carry at least two signatures authorized by the Pastor and Trustees. Three Trustees of the Church and a Church staff member shall be appointed by the Church for this purpose. Any two of which may be signatories to a Church check

2. Vouchers

Any persons seeking funds for church expenses should:

- a. confirm that funds are available in their ministry's budget from the Church Administrator
- b. obtain a voucher from the Church Administrator
- c. obtain the ministry chairperson's signature on the voucher before any item or merchandise is purchased.

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The Pastor, Church Treasurer, and Chair of Deacons shall be authorized to approve and sign vouchers for payment of Church expenses.

ARTICLE 6d. Budget Committee (if deemed necessary)

The Budget Committee shall be responsible for preparing the annual Church budget detailing the total expenditures and capital improvement projects of the Church. The Deacons and Trustees shall each have a representative along with four other persons selected from within the Church body to work on this committee. The annual budget shall be pre-approved by the Joint Committee and the Pastor prior to the regular year-end Church business meetings. The final budget shall be presented to and voted upon by the Church body at the regular year-end Church business meeting. If the budget is not approved, a revision will be prepared and presented to the Church at a special called meeting.

ARTICLE 6e. Personnel Committee (if deemed necessary)

The Personnel Committee will support the Church in the capacity of Human Resources Consultant. The Committee will act as the subject matter expert to provide guidance regarding legislative compliance, employee relations management, and general HR matters. In addition, the Personnel Committee will evaluate current policies, procedures and practices, maintain and update all job descriptions, vacant job positions and the Church's Employee Handbook. The Committee will include a designated Deaconess, Deacon and Trustee along with up to three (3) qualified lay persons experienced in personnel management. The chair will be selected by the Pastor and the Committee members.

ARTICLE 6f. Bylaws Committee

The Bylaws Committee shall have the responsibility to update the Constitution and Bylaws for the Church. Their primary task is centered around documenting the essential ministries and functions of the Church and the relationship to those who are responsible. This committee always works in conjunction with the Pastor. The chair will be selected by the Pastor and Deacon Chairman.

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ARTICLE 7. CHURCH REVENUE AND BUSINESS AFFAIRS

All contributions made by members and friends of the Church or by any source given in the name of the Church shall be termed Church revenue. The membership shall be called upon to give tithes and offerings as directed by Malachi 3:10 (NIV).

ARTICLE 7a. Accounting for Church Revenue

All monies contributed at any Church service shall be placed in a receptacle provided for that purpose and turned over to the Finance Committee along with an accounting of funds received via all forms of electronic banking. The Church Treasurer/Trustee shall be prepared to make an accurate report of all monies collected. This report shall be presented at standing and called business meetings.

ARTICLE 7b. Required Signatures for Church Business Affairs

The Pastor, Chair of Trustees, Vice Chair of Trustees, and Church Treasurer shall be the executive signatures of the Church for official business affairs. If additional signatures are required, then the Chair of Trustees shall designate additional Trustees to represent the Church in related business matters.

ARTICLE 8. DISSOLUTION CLAUSE

As required for all state 501(c)3 non-profit organizations, upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 9. INDEMNIFICATION

Each member of the Joint Committee and Officers of the Church and any member of any committee, subcommittee or task force of the Church, such member's heirs and such member's estate shall be and hereby are indemnified by the Church against any and all personal liability and reasonable expense (including without limitation, counsel fees and disbursements and amounts of judgments, fines, taxes or penalties and amounts paid in settlement thereof, but excluding all amounts recoverable through proceeds of insurance) that may be incurred by such member of the Joint Committee, Officer or member of any committee, subcommittee or task force of the Church, in connection with or resulting from any claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (regardless of whether made or instituted by or in the right of the Church) or in connection with any appeal relating thereto, in which such member may become involved, as a party or otherwise or with which such member may be threatened, by reason of such member being or have been a member of the Church or by reason

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of any action taken or committed by such member in such member's capacity as such member of the Joint Committee, Officer or member of any committee, subcommittee or task force of the Church.

No such indemnification expense or reimbursement shall be made if a judgment or other final adjudication adverse to the member establishes that such member's acts of omissions (1) were in breach of such member's duty of loyalty to the Church or its members, (2) were not in good faith or involved a knowing violation of the law, or (3) resulted in receipt by the member of an improper benefit. Nor shall any such indemnification expense or reimbursement be made in connection with the settlement by any member of any such claim, action, suit, proceeding or appeal, unless the Church is advised by opinion of an independent counsel that the acts or omissions of the member do not fall within any of the categories described in clauses (1) through (3) of the immediately preceding sentence.

ARTICLE 10. MEETINGS

ARTICLE 10a. Worship

1. Public worship services shall be held on Sunday and other days as determined by the Pastor and Ministry Staff.
2. Sunday School and Bible Study shall be conducted for all persons. The Minister of Christian Education shall provide leadership for this ministry, under the guidance of the Pastor.
3. The ordinances of the Church, the Lord's Supper and Baptism shall be celebrated at such times as the Church may determine.

ARTICLE 10b. Business

1. The fiscal year of the Church shall be from January 1 to December 31.
2. The Church will hold its annual meeting in January, unless otherwise noted.
3. A called meeting for a specified business purpose may be held at any time as determined by the Pastor and Deacons and Trustees Ministry.
4. All questions shall be settled by a simple majority of those present and voting, unless as otherwise stipulated in these bylaws. (See Article 1b, 2e.)

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ARTICLE 11. LICENSING AND ORDAINING OF MINISTERS

- i. A member who has observed the responsibilities of members (as outlined in Article 1b, 2a-e) and has accepted the ministerial call to preach the gospel must:
 - Communicate the call to the Pastor.
 - The Pastor and the member will go into a time of prayer, study and counsel to affirm the call.
 - At the Pastor's discretion, the member will give their testimony to the Church body.
2. After the aforementioned process, if the member desires to become a licensed minister he or she must:
 - Recognize that a call to preach is a call to prepare.
 - Engage with the Pastor for continued prayer, study and counsel.
 - Preach his/her initial sermon, after which he/she are presented with a license to preach the gospel.
3. Licensed ministers will be ordained according to the process determined by the Pastor.

ARTICLE 12. ESSENTIAL CHURCH STAFF EMPLOYEES and SECURITY

Essential Church Staff Employees and Security work in harmony with the Pastor to fulfill the mission of the church.

Church Administrator: Responsible for supervising the office and clerical staff of the Church; plans and coordinates Church outings, facility usage and ministry events; maintains Church membership records; accounts for all non-financial business on behalf of the Church; works on special projects as assigned by the Pastor; supports the Church Council in giving leadership to the Church.

Church Business Assistant: Responsible for all church revenue and disbursements; maintains the general ledger records for all journal entries, trial balances, statements of operations, and balance sheets; provides mid-year and year-end statements for Church operations, as well as sending contribution statements to membership at year-end; maintains personnel records; does all IRS, Federal and State Reporting for the Church; works directly with the Church Treasurer and Joint Committee.

Church Ministry Assistant: Supports the Church staff in operations and duties; provides all clerical and office support for the Church ministries; prepares bulletins, letters, business meetings minutes and various designated ministry minutes; works together with the Office Assistant in maintaining membership records, official reports and documents.

Minister of Music: Directs the entire music staff; rehearses and prepares choirs for all worship services; coordinates the worship service liturgical format; provides music for funerals and weddings upon request.

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Security: Responsible for providing a safe and secure environment for the congregation and visitors during all regularly scheduled worship services, special events, and at any time individuals and ministries are functioning in the Church. Supports the Trustee Ministry in securing the property.

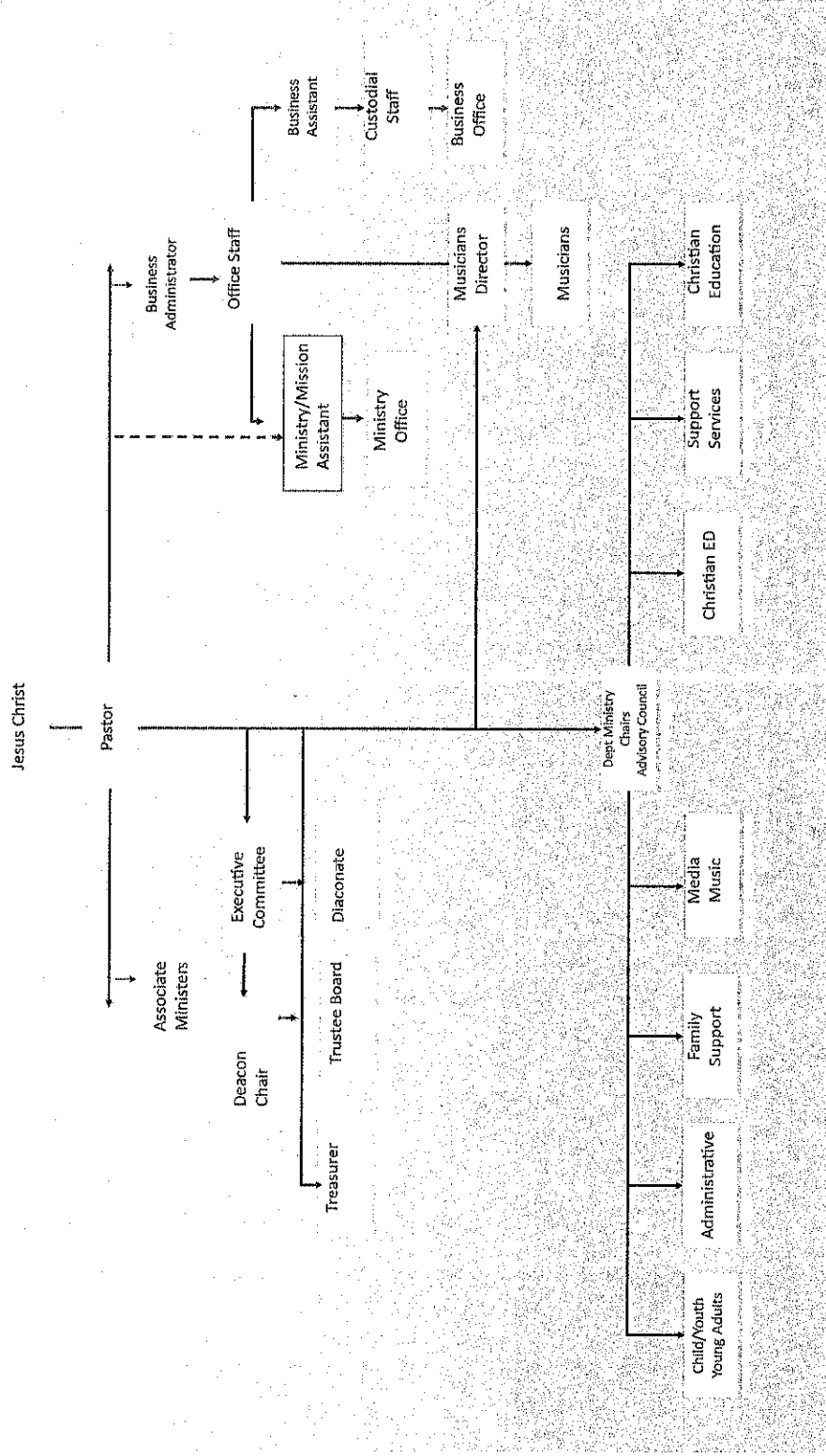
ARTICLE 13. AMENDMENTS

The Constitution and Bylaws may be amended by a simple majority of the members present at any regular business meeting. An explanation of the amendment must have been given at a previous business meeting and given three weeks prior to the meeting in which the vote is to take place.

Proposed Greater New Guide Baptist Church Constitution and Bylaws

ORGANIZATION CHART ILLUSTRATION

Greater New Guide Baptist Church (June 2024)



Proposed Greater New Guide Baptist Church
Constitution and Bylaws

Approved month day, year

Approved by: _____
Pastor

Chair – Deacon Ministry

Chair
- Trustees Ministry