

CONSTITUTION AND BYLAWS OF PROVIDENCE BIBLE CHURCH

(Adopted July 14, 2013)

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CONSTITUTION

Preamble

Because it has pleased God in His gracious providence to bring forth this church in the Northern Piedmont of Virginia to uphold the praise of His sovereign grace, the people of Providence Bible Church do ordain and establish this Constitution that all things may be done in a just and orderly manner to God's glory.

Article I. Name

The name of this church tax-exempt corporation is Providence Bible Church (hereinafter referred to as "the Church"); its headquarters is in Culpeper, Virginia.

Article II. Purpose and Functions

Providence Bible Church exists to glorify God through the proclamation, exposition, and application of His Word.

To achieve this purpose, we seek to:

Equip believers to appreciate, obey, serve, and worship God more perfectly by instructing them in the truths and applications of sound doctrine, as we teach and preach the whole counsel of biblical truth.

Exalt the one true God in truth-centered, Spirit-filled, and joyous corporate worship that offers praise to God as we enjoy His presence.

Evangelize lost sinners who need to believe on the Lord Jesus Christ and submit to His Lordship, as we proclaim the Gospel of God's grace, and support missionaries who proclaim that gospel throughout the world.

Effect within God's people, a glad-hearted submission to the authority of God's Word and to the power of God's Spirit.

Express our deep dependence on God by nurturing the ongoing practices of individual and corporate prayer, including thanksgiving to Him, supplication for His aid, intercession for other Christians and for the unsaved, and repentance of sin.

Establish distinctively Christian homes by helping people to joyfully live out their biblical responsibilities as spouses, parents, children, and/or singles.

Encourage warm and caring fellowship and mutual concern among God's people that they may exhort and emulate one another, with compassion and brotherly love, to grow in the knowledge and grace of God.

Exhibit a devotion to purity within our local body of believers by the loving application of biblical means for confronting sin.

Exhort believers to actively love God through obedience to Him and to love man by serving our brethren and by ministering to physical needs in the community in accordance with biblical principles.

Exemplify Godly order through the leadership of a plurality of biblically-qualified elders.

Article III. Statement of Faith

The Bible

We believe the Bible alone is the inspired Word of God, in whole and in part (2 Peter 1:20-21; 2 Timothy 3:16). We believe that the sixty-six canonical books of the Old and New Testaments are without error as originally written, infallible, authoritative, wholly sufficient for faith, life and practice (2 Timothy 3:15-17; Psalm 19:7-11, 119:9, 11, 104, 105), and do not change or fade away (Psalm 119:152, 160; Matthew 5:18; Luke 16:17).

God

We believe in the one triune God, eternally subsisting as Father, Son and Holy Spirit, equal in power, glory and dignity (John 14:26; 16:13-15; Acts 2:33). God is self-existent, infinite, perfect, all-knowing, all-powerful, and He is the sovereign ruler of all. While He is incomprehensible to the human mind, He is knowable to the extent that He has revealed Himself in the written Word (Holy Scripture), the living Word (the Lord Jesus Christ), and in His creation. Other attributes of the triune God include His holiness, His love, His justice, His goodness, and His immutability (Psalm 135:6; Revelation 4:8; Psalm 90:1-2; James 1:17; Malachi 3:6; Romans 9:15-16; 11:33; 2 Peter 3:9; Psalm 147:5, 9; 1 John 3:18; Psalm 145:1-7; Isaiah 55:8-9; 1 Peter 1:15-16; Ephesians 3:20; Job 36:4, etc.).

We believe in the Father, who ordains and works all things after the counsel of His will (Ephesians 1:11). He is the Father of the Lord Jesus Christ (Matthew 3:17) and of all true believers (Galatians 3:26). The Father and the Son are one (John 10:30) and the Father is the head of Christ the Son (1 Corinthians 11:3).

We believe in Jesus Christ, God's only begotten Son (John 3:16; 1 John 4:9), **who was virgin-born** (Isaiah 7:14; Luke 1:26-35) **and sinless** (Hebrews 4:15; 1 Peter 2:21-22); **that He is fully God and fully human** (John 1:1, 14; 10:30; Philippians 2:5-8), **who in Himself fulfilled all righteousness before God His Father** (Matthew 3:15), **and bore our sins upon the cross** (1 Peter 2:24), **fully satisfying God's justice for sinners before God** (Romans 3:24-25). **We believe Christ rose bodily from the dead** (John 20:26-27; 1 Corinthians 15:3-9), **ascended to heaven** (Acts 1:9), **presently intercedes for His own** (Romans 8:34; Hebrews 7:25), **sustains all of His creation** (Colossians 1:17), **and one day will return with power and glory to judge the living and the dead** (Acts 17:30-31; 1 Thessalonians 4:16; Revelation 19:19-21).

We believe in the Holy Spirit, His personhood (John 16:13-14; 15:26; Acts 13:2) **and deity** (Acts 5:3-4; 1 Corinthians 12:6, 11; Matthew 28:19), **who, sent by the Father and the Son** (John 14:26, 15:26), **came to convict the world of sin** (John 16:8-11), **and to call** (Revelation 22:17), **regenerate** (John 3:3-5), **seal** (Ephesians 1:13, 4:30), **sanctify** (Romans 15:16; 1 Corinthians 6:11), **assure** (Romans 8:16), **guide** (Romans 8:14; John 16:13), **and empower God's children to holy life and to exercise their spiritual gifts for fruitful service** (Acts 1:8; Micah 3:8, Ephesians 5:18-19; Galatians 5:16, 22-23; 1 Corinthians 12:4-13, 13:1-3).

Angels

We believe that angels are created beings and are therefore not to be worshipped. They bring glory to God by serving Him and ministering, under His direction, to His people (Luke 2:9-14; Hebrews 1:6-7, 14; 2:6-7; Revelation 5:11-14; 19:10; 22:9).

Satan is a created angel who incurred the judgment of God by rebelling against his Creator (Isaiah 14:12-17; Ezekiel 28:11-19). He took numerous angels with him in his fall (Matthew 25:41; Revelation 12:1-14), and introduced sin into the human race by his temptation of Eve (Genesis 3:1-15).

Satan is the declared enemy of God and man (Isaiah 14:13-14; Matthew 4:1-11; Revelation 12:9-10). He is the prince of this world and has been defeated through the death and resurrection of Jesus Christ (Romans 16:20). He shall be eternally punished in the lake of fire (Isaiah 14:12-17; Ezekiel 28:11-19; Matthew 25:41; Revelation 20:10).

Creation

We believe God created the heavens and earth out of nothing (Genesis 1:1), all things seen and unseen (Colossians 1:15-16), in a literal six-day period (Exodus 20:11), for His glory (Revelation 4:11; Psalm 147:4; Isaiah 43:7).

Man

We believe that God created man in His own image to have dominion over the earth (Genesis 1:26-30), to glorify God (Isaiah 43:7), and to live in fellowship with Him (1 Corinthians 1:9; 1 John 1:3). Man was created free of sin, but Adam and Eve rebelled against God's command. Adam's disobedience brought sin and death upon the entire human race (Romans 5:12, 19). As a result, man is sinful by nature (Psalm 14:3; 51:5; Jeremiah 17:9) and by choice (Romans 3:23; 1 John 1:8-10). Man is able to make choices that are his own and for which he is responsible (Genesis 4:7; Acts 16:31); however, such choices are governed by his nature (John 8:42-44; Ephesians 2:3). Apart from Christ, man is in spiritual darkness (John

12:46), **enslaved to sin** (Romans 6:16-19), and **spiritually dead in his sins** (Ephesians 2:1, 5). **Man's sinful nature makes him unable to comprehend the things of the Spirit of God** (1 Corinthians 2:14), **unable to do anything that is pleasing to God** (Isaiah 64:6; Romans 8:8, 14:23; Hebrews 11:6), and **unable to commend himself to God** (John 6:44).

We also believe that God is gracious to all of mankind (Psalm 145:8-9). **By His grace, God gives physical blessings** (Matthew 5:44-45), **provides a restraining influence on sin** (Genesis 31:7; Romans 2:15; 13:1-4), and **gives man an intellectual understanding of His existence** (Romans 1:21). **Through these means and others, God demonstrates His love, patience, and kindness toward sinners.**

Salvation

We believe that salvation is wholly by God's grace (Ephesians 1:7; 2:9-10), **through the finished work of Jesus Christ and His substitutionary death** (1 Peter 3:18) **and resurrection** (1 Corinthians 15:3-4). **God chose those whom He graciously regenerates, saves, and sanctifies to the praise of His glory** (Ephesians 1:4, 6; Colossians 1:12-13). **Salvation from sin and spiritual death is found in Christ and Christ alone** (Acts 4:12; John 14:6). **The blessings of salvation are offered freely to all by the Gospel** (John 3:16), and it is the responsibility of man to respond to that gospel by repenting of his sin and trusting in Jesus with obedient faith (Romans 10:9-10; John 5:24). **We acknowledge that from man's perspective there appears to be a great tension between sovereign election and human responsibility** (Romans 9:19-23; John 6:35-37, 44); **however, we know that God's ways are higher than ours** (Isaiah 55:8-9) and **confidently rest in the fact that these matters are settled in His infinite wisdom.**

We believe that those who are truly born again are kept secure forever in Christ (John 6:39-40; 10:27-29) and are enabled by God to persevere to the end (Philippians 1:6; 1 Thessalonians 5:23-24; 1 Peter 1:3-5; Jude 24). Those whom God calls, He sanctifies, and these will He also glorify (Romans 8:28-30). This security is a cause for believers to rejoice, but it is not to be regarded as a license for sinful living (Romans 6:1-2; Galatians 5:13). Those who profess faith in Christ, but who later harden their hearts toward Him, show that their faith was not genuine and they were not born of God (Hebrews 3:14; 1 John 2:19).

The Church

We believe in the church, the body of Christ (Ephesians 1:22-23; Colossians 1:18-24). The church is comprised of all regenerate believers from its beginning at Pentecost until it is taken out of the world by the imminent return of the Lord Jesus Christ (Acts 2:47; 1 Corinthians 12:13; Galatians 3:26-27; Philippians 3:20; 1 Thessalonians 1:10, 4:16; Titus 2:13; James 5:8-9). We believe that professing Christians are called to commit themselves to active participation in a local church. Among the primary functions of the local church are worship (John 4:23; Colossians 3:16), teaching (Ephesians 4:11-12, 15-16; 2 Timothy 2:2, 4), fellowship (1 Thessalonians 4:18; Hebrews 3:13, 10:25), and discipline (Romans 15:1; Galatians 6:1; 1 Thessalonians 5:14; Hebrews 13:7). These ministries of the local church equip believers to go out into the world to be witnesses unto Christ and to make disciples (Matthew 28:19-20; Mark 16:15; James 5:20; 1 Peter 3:15).

Marriage and Family

We believe that marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the church (Genesis 1:28; Proverbs 5:15-19; 1 Corinthians 7:1-5). A husband is commanded to love his wife as Christ loved the church. A wife is commanded to respect her husband and submit to him as the church submits to Christ (Ephesians 5:22-33).

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, or pornography is a sinful perversion of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance (Genesis 2:24; Genesis 19:5,13; Genesis 26:8-9; Leviticus 18:1-30; Romans 1:26-29; 1 Corinthians 5:1; 6:9; 1 Thessalonians 4:1-8; Hebrews 13:4). Such sinful behavior, if not repented, is a barrier to membership and leadership in this body of believers.

All parents who are members of the Church may, if they do desire, have their children dedicated at a time to be designated. This service will give the parents the opportunity to publicly acknowledge their child as a gift from God and will likewise serve as a pledge on the part of the parents and the congregation to bring the child up in the nurture and admonition of the Lord and biblical standards. The service

may only consist of a few words from the pastor and a prayer of dedication.

Future Things

We believe that Jesus Christ will return in a visible, bodily, and glorious fashion to establish His Messianic Kingdom for a thousand years on the earth (Acts 1:11; Revelation 20:1-7). We believe in the resurrection of the dead (John 5:28-29; 1 Corinthians 15:42-44; 1 Thessalonians 4:13-16; Revelation 20:12-13), and that believers in Christ will enjoy eternal blessedness in His presence in the new heaven and new earth (John 14:2-3; 2 Corinthians 5:8; Revelation 21:1-7). Those who are not in Christ, because they remain in sin (John 8:21-24) and do not believe and obey the Gospel (2 Thessalonians 1:8), will justly suffer eternal and conscious torment for their sins (Matthew 13:41-42; 2 Thessalonians 1:7-9), apart from the presence of God (Matthew 7:21-23; Revelation 20:15, 21:8).

Article IV. Membership Covenant

I believe that there is one and only one living and true God eternally existing in Three Persons – Father, Son, and Holy Spirit – as revealed in Holy Scripture.

I believe that the books of the Old and New Testaments uniquely constitute Holy Scripture, which are without error as originally written in the Word of God, and reveal what we should believe and how we should live.

I acknowledge that I am a sinner by birth and practice, for which I justly deserve God's condemnation and wrath. I believe that the Lord Jesus Christ died as a substitutionary sacrifice satisfying God's just wrath on behalf of all those who call upon Him as Lord and Savior and that He rose bodily from the dead for their justification and assurance of eternal life.

I have personally trusted the Lord Jesus Christ as my Lord and my Savior.

As a result of Christ's sacrifice and love for me, and the knowledge that I am not my own because I was bought with a price, it is my desire to glorify God through the exercise of God given spiritual gifts (Romans 12; 1 Corinthians 12-14; Ephesians 4; and 1 Peter 4), talents and abilities in the work of building up the local church and the universal body of Christ.

I have read the Constitution of this church, and I pledge, as a member of this church, to share in its public worship of God, to submit to its teachings and government, to serve the Lord through its ministries according to the gifts God has given me, to attend congregational business meetings, to support this church with financial offerings as the Lord enables, and to work for the well being and unity of the people of this church.

I desire to be in a relationship of mutual accountability with my brothers and sisters in Christ. I understand that if I persist in a pattern of unrepentant sin, this church may exercise church discipline for the purpose of restoring me to full fellowship with the body of Christ.

I pledge to diligently and personally pursue spiritual growth in the grace and knowledge of God and in that pursuit to use the opportunities that this church provides through the instruction of God's Word, through fellowship, and through the celebration of the ordinances of the Church (baptism and the Lord's Table). I likewise pledge to raise the children that God places in my care in the faith of Christ and to diligently instruct God's Word to them.

I have read and agree to be bound by the Articles of Incorporation and the Constitution and Bylaws of Providence Bible Church, including all provisions on church member discipline and dispute resolution.

Article V. Amendments

Members may propose changes to the Constitution that shall be submitted to the Board of Directors for consideration and comment. Upon its approval, the Board of Directors shall present the proposed changes and its comments to the Church at a duly called regular or special congregational business meeting. This Constitution may be amended by a three-quarters' (3/4) majority vote of all eligible voting members, provided that the following procedure has been followed:

1. The proposed written amendment has been presented at a previous congregational business meeting;
2. The proposed amendment has been mailed or made available to the membership at least four (4) weeks before the meeting to act on the proposed amendment; and
3. The proposed amendment has been announced at a previous Sunday's worship service at least two (2) weeks before the vote is taken.

BYLAWS

Article I. Membership

Section A. Membership Generally

In order for Christians to develop fully in their faith, they must be in a fellowship of believers characterized by mutual accountability and submission. To minister effectively, this church must know those persons who have committed themselves to Christ and who desire to live under its ministry. Church members are those persons who meet the qualifications outlined below and are received into the Church by and continue in such a relationship with this church in accordance with this Article.

Section B. Qualifications

To become a member of this church, one must:

1. Profess faith in the Lord Jesus Christ, give evidence of a new birth (regeneration), and have been baptized after becoming a Christian;
2. Attend this church regularly for at least six (6) consecutive months immediately prior to acceptance into membership;
3. Attend and complete the Church membership class, which covers the Church's membership covenant, its Statement of Faith, and this Constitution and Bylaws;
4. Meet with the elders to discuss his or her relationship with God, as well as his or her relationship to Providence Bible Church;
5. Affirm agreement with the membership covenant by affixing of your signature and intent to keep the promises contained in it; and
6. Have his or her name posted for congregational review for three (3) weeks.

Section C. Acceptance into Membership

An individual who has satisfied the qualifications of Section B of this Article and whose application for membership has been approved by the elders will be received into membership and will be publicly presented to the congregation at a worship service.

Section D. Classes of Membership

1. Active Member: All persons received into membership of the Church and who remain active by regularly attending the worship services and have not been declared inactive as provided below are considered active members. Only active members who are at least eighteen (18) years old shall have the right to vote on Church matters and hold elected leadership positions. Members who cannot participate in regular church activities, such as shut-ins, military, college students, and missionaries, are still considered active members.
2. Inactive Member: Members who evidence no interest in the Church by lack of attendance, communication, or contribution for six (6) months or longer will be moved to an “inactive” status. Inactive members shall not be able to vote on Church matters or hold an elected leadership position. An elder or a deacon shall attempt to contact each inactive member, counsel him or her, and seek to restore him or her to active membership. After an additional ninety (90)-day period, if no interest in restoration is shown, the elders shall remove his or her name from the membership roll. An inactive member may be restored to active membership through the Restoration of Membership procedure outlined in Section H of this Article.

The Board of Directors shall have the right to review the membership roll annually and make necessary changes.

Section E. Voting Rights of Membership

All active members present at a duly called meeting and who are not under Church discipline shall have an equal opportunity to express opinions on Church business matters. Every active member, age eighteen (18) or older, shall have the right to vote on the following matters with the listed thresholds for approval:

1. Annual Budget and any ten (10) percent (%) change in the budget during the year – 3/4 majority;
2. Acquisition, sale, or transfer of real property and related indebtedness – 3/4 majority;
3. Call or removal of a pastor – 3/4 majority;
4. Election of elders and deacons – 3/4 majority;
5. Amendments to the Constitution and Bylaws – as stated in this document; and
6. Any other major event or decision as designated by the Board of Directors – simple majority unless otherwise provided.

The Board of Directors allows absentee voting by members. Absentee ballots must be signed by the member and received by the Board of Directors prior to the duly called meeting. Voting by proxy is prohibited.

Section F. Termination of Membership

Membership in this body of believers shall be terminated upon:

1. Death of the member;
2. Written request to terminate membership by a member in good standing addressed to the pastors, elders, or deacons;

3. Written request to transfer membership to another church of like faith and practice addressed to the pastors, elders, or deacons;
4. Dismissal by Church discipline; or
5. Willful continuance of an inactive member in that status for more than ninety (90) days.

Section G. Church Discipline

It shall be the practice of this church to pursue every biblical measure for peace and reconciliation. Should one member sin against another member or the body of believers, the aggrieved members shall follow in a tender spirit the rules given by our Lord and Savior in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-14. If he or she sins against the body either in sinful moral failure or biblical heresy, the elders, and other mature members shall be available for counsel and guidance. The purposes of such discipline should be for:

1. The repentance, reconciliation, and spiritual growth of the individual disciplined (Proverbs 15:5; 29:15; 1 Corinthians 4:14; Ephesians 6:4; 1 Timothy 3:4-5; Hebrews 12:1-11; Psalm 119:115; 141:5; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5; Matthew 7:26-27; 18:15-17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1-5; 2 Thessalonians 3:6, 14-15; 1 Timothy 1:20; Titus 1:13-14; James 1: 22);
2. The instruction in righteousness and good of other Christians, as an example to them (Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11; 15:33; Colossians 3:16; 1 Thessalonians 5:14 (note- this is written to the whole church, not just to leaders); 1 Timothy 5:20; Titus 1:11; Hebrews 10:24-25);
3. The purity of the Church as a whole (1 Corinthians 5:6-7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21:2);

4. The good of our corporate witness to non-Christians (Proverbs 28:7; Matthew 5:13-16; John 13:35; Acts 5:1-14; Ephesians 5:11; 1 Timothy 3:7; 2 Peter 2:2; 1 John 3:10); and
5. Supremely for the glory of God by reflecting His holy character (Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2:24; 15:5-6; 2 Corinthians 6:14; 7:1; Ephesians 1:4; 5:27; 1 Peter 2:12).

The Church will look to the elders for the effective functioning and discipline of its members. Only after good faith efforts by the elders to bring about repentance and reconciliation have proven futile, the elders shall give notice of the unrepentant sins, the time, and the place where the elders will formally address the charges. The discipline can include, but not be limited to, dismissal, censure, suspension, or any other measures that the elders decide will bring about repentance. If the Church member is disciplined by the elders, it will be announced to the members to carry out the biblical admonitions to bring about repentance and restoration of the disciplined member. The voting rights of the person under Church discipline will be suspended until the issue is resolved.

Further details regarding our policy on Church discipline may be found in the Providence Bible Church Policies and Procedures Manual (as noted in Bylaws, Article XII).

Section H. Restoration of Membership

Members dismissed by the Elder Board (as defined in Bylaws, Article IX) may be restored to full membership privileges by the Elder Board according to the spirit of 2 Corinthians 2:7, 8 when their conduct is judged by the elders to be in accordance with the Statement of Faith and biblical repentance. The Elder Board will communicate such restoration to the Church in a timely manner.

Article II. Members' Meetings

Section A. Place

Business meetings of the members shall be held at the Church facility or other such place as may be designated from time to time by the Board of Directors.

Section B. Regular Meetings

The Church shall hold a regular business meeting at least quarterly, with the annual meeting of the membership in January, for the purpose of adopting the budget. The other meetings will cover normal business issues, including financial updates, the election of elders and deacons, and any other leadership positions requiring membership approval. For other new business to be brought to the floor, a member must submit such matters in writing to the Board of Directors at least two (2) weeks prior to the business meeting.

Section C. Special Meetings

A special business meeting may be called at any time by the Board of Directors or by a written request from twenty (20) percent (%) of the active membership, for any purpose, by giving notice to the members in accordance with the Notice Requirements for Business Meetings as outlined by Section D of this Article.

Section D. Notice Requirements for Business Meetings

For any Regular or Special business meeting, notice of such meeting shall be given to the members no less than two (2) weeks prior to the meeting. Notification shall be given in one or more of the following manners, which shall be deemed to be a reasonable method for calling a business meeting:

1. Distribution of written notice to the congregation in attendance at a regular worship service;
2. Announcement of the meeting in the Church bulletin;
3. Oral announcement to the congregation at a regular worship service;
4. Delivery by U.S. mail to each member as identified on the membership roll; or
5. By e-mail to the membership (which can only be done in conjunction with one of the other above methods).

It should be noted that any proposed changes to the Constitution and Bylaws must be distributed to the membership at least thirty (30) days in advance of the business meeting held to consider amendments to the Constitution and Bylaws.

Section E. Moderator

The chairman of the Board of Directors shall act as moderator of the members' meetings. Should the chairman be unable or unwilling to moderate, the Board of Directors shall elect from among themselves a substitute moderator.

Section F. Procedure

The latest edition of Robert's Rules of Order Revised shall be the parliamentary guide and may be invoked by the moderator to establish order and/or procedures not specifically covered by these Bylaws.

Section G. Quorum

The presence of fifty-one (51) percent (%) of all active members at a duly called meeting shall constitute a quorum of the membership for the transaction of business. Absentee ballots will be allowed in the establishment of a quorum but must be submitted in advance of the meeting in question. If a

quorum is not met at the initial meeting, then another meeting shall be called, with proper notice given. At this second meeting involving the same issues, the active members present at this meeting shall constitute a quorum.

Section H. Minutes

Minutes of the regular and special meetings shall be taken by and kept in the records under the custody of the secretary of the Board of Directors.

Article III. Church Government

This church is a local, independent, organized assembly of Christian believers who are under the authority of the Lord Jesus Christ and His Word as given in Holy Scripture. Under that authority, the oversight of this church is vested in a body of elders who operate in concert with the deacons and the membership. With the exception of proper submission to the laws of the civil government, this church is, under Christ, a self-governing body that determines its proper understanding of God's will for its worship, doctrine, and fellowship without submission to any external ecclesiastical authority.

Article IV. Board of Directors

Section A. General Powers

The corporate powers of the Church shall be exercised by or under the authority of the Board of Directors which is comprised of the elders and the secretary and the treasurer of the Church, also referred to herein as the "Board." The powers, business, and property of the Church shall be exercised, conducted, and controlled by the Board for the purpose of overseeing the affairs of the Church with consensus agreement; however, if a vote is needed, then the majority will prevail with the chairman casting any tie breaking

vote, if needed. The treasurer shall be a non-voting member of the Board, unless the individual is an active elder of the Church. The Elder Board shall be responsible for the maintenance of scriptural discipline within the Church and its membership.

Section B. Number, Term, and Election

The Board shall consist of the senior pastor, the secretary, the treasurer, and the active elders. Elders shall be elected individually by a vote of the members as specified in Article IX, Section C. The authorized number of voting Directors shall be such number as may from time to time be authorized by the elders, provided that such number is no less than three (3). No less than fifty (50) percent (%) of the Board shall be lay elders. With the exception of the senior pastor, all elected Directors shall serve a term of three (3) years. No elected Director shall serve for more than two (2) consecutive terms (or six (6) years) without being requested to take a sabbatical leave of at least one (1) year's duration before being eligible for reelection. The Board shall elect a chairman from among the lay elders who shall serve a one (1)-year term but may be reelected, as long as an active elder, for up to three consecutive annual terms. The Board shall select a secretary from among the elders and a treasurer from among the membership of the Church to serve a one (1)-year term but may be indefinitely reelected as long as an active member of the Church.

Section C. Vacancies on the Board

A vacancy on the Board because of death, resignation, removal, disqualification, or any other cause shall be filled using the same procedures for elder nominations in Article IX, Section C.

Section D. Resignation and Removal

Any Director may at any time deliver to the President of the Corporation (*i.e.* chairman of the Board) a written notice of intent to resign which shall be effective upon acceptance by the Board. Any Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, it is determined by unanimous vote of the rest of the Board that such Director should no longer serve on the Board. In the event any Director is so removed, a new Director may be elected in accordance with Article IX, Section C.

Section E. Duties and Specific Powers

Without prejudice to the general powers set forth above, and subject to the same limitations, the Directors shall have the following duties and powers:

1. Establishing governing principles, policies, and determining practices for the Church, including the creation and maintenance of the Providence Bible Church Policies and Procedures Manual, which shall contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including, but not limited to, committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;
2. Exercising oversight of the Church financial, business, and property matters and providing counsel;
3. Hearing and considering all reports and recommendations submitted by pastors, councils, committees, and staff;
4. Managing the finances of the Church in accord with the principles of Romans 13:8, and, in rare cases, recommending the borrowing of money and incurring

indebtedness on behalf of the Church and the cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes, and other evidences of debt and securities;

5. Hiring, supervising, and, if need be, dismissing non-pastoral staff employees;
6. Overseeing the implementation of the annual budget, including the ability to approve expenditures not listed in the budget or spending that exceeds the budget, assuming such spending does not annually exceed five (5) percent (%) of the total projected annual expenses; and
7. Conducting such other duties and activities as the Board may determine from time to time that are consistent with the Articles of Incorporation and the Constitution and Bylaws, including those actions requiring a vote of the members.

The Board may delegate some of its authorities and duties to individual elders, pastors, non-pastoral staff, deacons, ministry teams, and others as long as the delegation does not breach its fiduciary duties to the Church.

Section F. Transactions with Interested Parties

This section applies to a contract or other transaction between any of the following:

1. The Church and one or more of its Directors, deacons, or family members thereof (hereinafter "Interested Party");
2. The Church and any other entity, of which one or more of the Directors or deacons are also Interested Parties; or
3. The Church and any other entity in which a Director, deacon, or family member thereof is an Interested Party with a financial interest.

Such contracts or other transactions shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

1. The Church entered into the transaction for its own benefit;
2. The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
3. Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
4. Prior to authorizing or approving the transaction, the Board, in good faith, determined, after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Directors, deacons, or members.

Section G. Conflicts of Interest Policy

The Board may adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by

Directors, deacons, or employees. This policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

Section H. No Compensation for Directors

No salary or compensation shall be paid to any member of the Board in his capacity as member of the Board, but nothing herein shall be construed to preclude any Director from serving the Church in any other capacity and receiving reasonable compensation. Moreover, a Director may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Article V. Board Meetings

Section A. Place of Meetings

Regular or special meetings of the Board may be held at any place that has been designated from time to time by resolution of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above, a regular or special meeting of the Board may be held at any place consented to, in writing, by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any regular or special meeting may be held by conference telephone call or similar communications equipment as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

Section B. Time and Notice of Meetings

Regular meetings shall be conducted at least on a monthly basis and without notice. Special meetings may be called at other times by the chairman of the Board with two (2) days' notice to the Directors by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section C. Waiver of Notice

The transactions of any meeting of the Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes, by signing the original copy. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to a Director who attends the meeting without protesting before or at its commencement about the lack of notice.

Section D. Quorum

Three-fourths (3/4) of voting Directors present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting.

Section E. Action Without Meeting

Any action required or permitted to be taken by the Directors may be taken without a meeting if all of the Directors, individually or collectively, consent to the action in writing.

Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section F. Manner of Acting

Except as otherwise provided in these Bylaws, the Directors shall conduct business, take actions, and make decisions unanimously. If unable to achieve unanimity, the members will take two (2) weeks to pray over the matter at hand. In the next meeting, the Directors with dissenting votes will present any scriptural support for their position. If they have none, and their views are matters of preference, they will agree to yield to the majority. This shall constitute approval of the Board and shall be deemed to be the act of the Directors.

Section G. Participation by Phone Conference

Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone call or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such a meeting. When such a meeting is conducted by means of a conference telephone call or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of communications equipment.

Section H. Board Teams

The Board, by majority vote of all Directors, may appoint two (2) or more persons from among its number to serve as a special Board team, such as the Board may determine is necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a resolution of the Board, each Board team may not exercise the authority of the Board.

Section I. Minutes

Minutes of the meetings of the Board shall be taken by the secretary of the Board who shall have custody thereof and be responsible for circulating copies to the Directors in a timely manner, and as appropriate in order to guard confidentiality.

Article VI. Teams and Committees

Section A. Special Committees

The Board may appoint special committees (standing or advisory) to carry out the work of the Church as it shall deem necessary or convenient. These committees will function under the oversight of the Board or designated ministry staff and will undertake those tasks specifically delegated to them. The Board will designate the purpose, membership, and duration of each committee upon its inception. Any special (standing or advisory) committee may not exist beyond the duration of one (1) year without reauthorization of the Board.

Section B. Ministry Committees and Committee Leaders

The Board may establish other committees, such as finance, stewardship, personnel, and any others as needed to assist it in the performance of its responsibilities. The Board will select capable individuals as committee leaders or chairpersons to oversee and run such ministry committees in the Church. The Board may also terminate any committee which is no longer necessary or effective for ministry. If the Board does not appoint a chairperson, then a chairperson will be selected by the members of that committee and approved by the Board.

Article VII. Officers

Section A. General

The officers of the Church shall be the President, secretary, treasurer, and such other officers as the Board may appoint from time to time. No person may hold more than one of these offices as a second office.

Section B. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or other cause shall be filled by majority vote of the Board.

Section C. President

The chairman of the Board shall be a non-pastoral elder and simultaneously occupy the office of the President. He shall also moderate the members' meetings unless he designates otherwise. The President and Board shall execute any necessary documents and instruments on behalf of the

Church, except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Church. As President, the chairman shall have general supervision, direction, and control of the business and affairs of the Church and shall have all other powers and duties as the Board may prescribe from time to time.

Section D. Secretary

The secretary shall be a member of the Board and a voting elder. The secretary shall record and preserve the minutes of all Board meetings. The secretary shall record and preserve the minutes of all members' meetings, shall maintain an up-to-date membership roll, and prepare and forward membership letters. The secretary shall be charged with the duty of giving proper meeting notices to the congregation and the Directors, as required.

Section E. Treasurer

The treasurer shall be a member of the Board but may or may not be a voting elder. The treasurer shall be responsible for all monies collected and distributed by the Church and shall make financial reports to the Board. The treasurer shall ensure that a financial report is made available for members at the annual members' meeting and such other members' meetings wherein a financial report is deemed necessary. A copy of the financial records shall likewise be available to the members on a monthly basis. Proper records and books concerning incoming and outgoing funds shall be kept and such records and books shall be made available for auditing or inspection. The treasurer works under the general direction of the Board. Details regarding additional duties and

responsibilities of the treasurer can be found in the Providence Bible Church Policies and Procedures Manual.

Article VIII. The Pastors

Section A. Identification and Qualifications

The Church shall have a senior pastor and may have one or more assistant pastors as deemed necessary and approved by the Board and the members. Pastors are elders who serve the Church and are financially compensated for their work. Both the senior pastor's and assistant pastors' qualifications should measure up to those set forth in 1 Timothy 3:1-7 and Titus 1:5-9.

Section B. Qualifications

To become a pastor of this church, one must:

1. Character – meet the same rigorous requirements of moral character, exemplary conduct, and spiritual maturity required of all elders;
2. Abilities – be extraordinarily well qualified by education and/or experience in their area of particular service;
3. Pastor-Teacher – possess a Master of Divinity degree from a conservative theological seminary or have completed a rigorous program of training in theology and pastoral ministries;
4. Be well versed in original biblical languages (Greek and Hebrew) to aid him in effective teaching;
5. Be an effective expository preacher having both understanding of the Scriptures and the ability to prepare and deliver a message in a manner that commands the attention of the congregation;

6. Have an uncommon concern for the spiritual welfare of the people to whom he ministers – a shepherd’s heart; and
7. Have substantial experience in effective, faithful ministry.

Section C. Responsibilities

In general, the scope of a pastor’s responsibilities includes all those that pertain to other elders, but pastors shall have no voting authority on the Elder Board concerning their own salaries or that of other pastors or church staff. The pastors’ duties shall emphasize certain areas of giftedness, abilities, and training for which the Church calls them to full-time vocational service; for example, in preaching, teaching, counseling, or church music.

Specific responsibilities as pastor-teacher:

1. He shall be the principal preacher of the Word of God during Sunday morning worship services and shall also preach at other services as determined by the Elder Board. He shall diligently prepare messages to teach the Scriptures, to encourage believers in their walk with the Lord, to uphold the Gospel of grace, to admonish the congregation concerning sin, to call people to repentance, etc.
2. He shall encourage the development of pastoral skills among the elders through instruction and leadership.
3. He shall be available to counsel members of the Church with personal needs, problems, and aspirations in life but shall share this responsibility with other elders, pastors, and members as the gifts and abilities of the Church are manifested and developed.
4. He shall preside at special services, such as weddings, memorial services, and funerals.

5. He shall be encouraged to speak at functions outside those held at Providence Bible Church. Such opportunities will be reviewed and approved by the Elder Board.

Section D. Election and Term of Service

A pastor shall be chosen and called by the Church whenever a vacancy occurs. The election shall take place at a meeting called for that purpose for which at least two (2) weeks' notice to the congregation has been given and at which a proper quorum is present and voting.

A Pastoral Call Committee (appointed by the Elder Board) shall seek out a suitable pastor. The Pastoral Call Committee's recommendation will constitute a nomination. Upon selection and confirmation by the congregation, a pastor shall serve for an indefinite period of time unless contracted, terminated, or resigned.

Section E. Compensation

The pastors shall be paid a salary and any allowance and benefits as established by the annual budget approval process.

Section F. Pastoral Discipline and Termination

If two (2) or more persons (with preference to unrelated individuals) have a grievance against a pastor(s), the offended parties must bring the matter before the Elder Board. If the conduct of a pastor is immoral or egregiously improper, the Elder Board, by unanimous vote, will present a call to remove the pastor at a duly called members' meeting. Any pastor may be removed by a three-quarters' (3/4) majority vote of the membership.

Article IX. The Elders

Section A. Role of Elders

The elders of this church are a group of mature Christian men selected from the Church's members who are gifted by God with the disposition, character, and abilities to oversee and shepherd the Church. The elders are accountable to God and to the membership. The elders constitute the Elder Board of the Church.

Section B. Qualifications

An elder of this church must:

1. Be a man who meets the qualifications of 1 Timothy 3:2-7 and Titus 1:5-9 and who is a mature Christian of irreproachable character and able to teach and oversee the people of God;
2. Have been a faithful member of this church for at least two (2) consecutive years immediately prior to assuming that office; and
3. Hold the Bible to be uniquely the inspired, inerrant Word of God and the only infallible reference for doctrine and practice. He should support the Statement of Faith (Constitution, Article III) as a concise expression of basic Christian doctrine; he must make clear any exceptions he takes to it or reservations he has about it. Minor differences (as judged by the elders) do not necessarily disqualify a candidate. However, he must agree not to make any such differences an issue for contention within the Church.

Section C. Term of Service, Selection, Installation

1. Term of Service

The basic term of an elder's active service shall be three (3) years. An elder may be selected to serve a second consecutive term but must have a sabbatical leave of at least one (1) year's duration following his second term of service.

2. Selection

- a. The membership may nominate elder candidates by submitting the nominee's name to the Elder Board at least two (2) months prior to the January, May or September business meetings.
- b. The Elder Board shall review and examine the nominees as to their eligibility and qualifications. This review should include an interview of the candidate's wife (if married). The names of qualified candidates shall be posted before the congregation at least three (3) weeks prior to the meeting. Members of the congregation shall be urged to prayerfully consider each candidate. Any member who believes that a candidate is not qualified to serve should speak directly to the candidate and give any necessary input to the elders.
- c. At least one (1) week prior to the meeting, the candidates shall appear before the congregation to state their reasons for seeking the office, their sense of calling, and their aspirations for the Church. Members shall have the opportunity to question the candidates.
- d. At a duly called congregational business meeting, the membership shall vote to approve candidates.

3. Installation

During a regular Sunday morning worship service, the men, who for the first time have been elected elders, shall be ordained to office with the laying on of hands of the elders of the Church and a prayer of invocation of God's blessing.

Section D. Duties and Responsibilities

Elder duties and responsibilities include:

1. To be well acquainted with the members of the Church to help them grow in the knowledge of God's Word and in its application in their lives;
2. To oversee the spiritual growth and welfare of the members of the Church;
3. To be examples to the Church in appreciating the grace of God toward us in Christ Jesus by living to please God;
4. To lead in the corporate worship of God;
5. To teach the Bible and Christian doctrine;
6. To oversee the Church's public instruction of the Bible and Christian doctrine;
7. To uphold the Church in prayer;
8. To determine the qualifications of candidates for church membership;
9. To encourage church members in exercising and developing their spiritual gifts;
10. To counsel, exhort, admonish, and individually instruct church members in doctrine and practice;
11. To oversee church discipline by reconciling differences, correcting errors, and, when necessary, dismissing members who persist in ungodly conduct, divisive activities, or propagating serious doctrinal errors;

12. To determine the qualifications and eligibility of candidates for all church offices and staff positions; and
13. To research and recommend missions and para-church organizations to be supported by the Church.

Section E. Vacancies

A vacancy on the Elder Board because of death, resignation, removal, disqualification, or any other cause will be filled using the selection and installation process outlined in Section C of this Article.

Section F. Resignation and Removal

Any elder may at any time deliver to the President (chairman of the Board) a written notice of intent to resign which will be effective upon acceptance by the Elder Board. Any elder may be removed at any time with or without cause when, in the sole judgment of the Elder Board, it is determined by unanimous vote of the rest of the Elder Board that such elder should no longer serve on the Elder Board. In the event any elder is so removed, a new elder will be elected in accordance with the selection and installation process outlined in Section C of this Article.

Article X. The Deacons

Section A. Role of Deacons

The deacons of the Church are men of earnest Christian character who serve the Church by providing physical support to its ministries and meeting physical needs within the

congregation. Their faithful service allows the elders to concentrate on spiritual leadership.

Section B. Qualifications

To become a deacon of the Church, one must:

1. Be a man of upright Christian character. His specific qualifications are found in the Scriptures in 1 Timothy 3:8-13;
2. Have been a faithful member of this church for at least one (1) year immediately prior to assuming this office; and
3. Hold the Bible to be uniquely the inspired, inerrant Word of God and the only infallible reference for doctrine and practice. He should support the Statement of Faith (Constitution, Article III) as a concise expression of basic Christian doctrine. He must make clear any differences he has with it and must agree not to make any differences an issue for contention within the Church.

Section C. Term of Service, Number, Selection, and Installation

1. **Term of Service** – The basic term of a deacon's active service shall be three (3) years. A deacon may be selected to serve a second consecutive term but must have a sabbatical leave of at least one (1) year's duration following his second term of service.
2. **Number** – The number of deacons shall be such number as determined necessary by the Elder Board.
3. **Selection** – Deacons shall be nominated, examined, selected, and installed in the same manner as elders.
4. **Chairman of the Deacons** – The Elder Board shall appoint one of the deacons to serve as chairman who shall serve for a one (1) year term but may be appointed for a total of three (3) consecutive years.

Section D. Responsibilities

Under the direction of the elders, the deacons are specifically responsible for the organization and/or performance of:

1. Discovering and responding to various needs among the Church members and administering a benevolent fund, as needed;
2. Maintaining the Church building and grounds;
3. Ushering and welcoming for church services ;
4. Physically supporting worship services and fellowship activities (including collections and counting money); and
5. Supporting other activities as directed by the elders.

Section E. Meetings

The deacons shall meet at least once per month to discuss and organize their ministries. The chairman will moderate each meeting. An acting secretary will be chosen to compile the minutes; a copy of the minutes shall be provided to the elders. Decisions will be by majority vote.

Section F. Resignation and Removal

Any deacon may at any time deliver a written notice to the President of intent to resign which shall be effective upon acceptance by the Elder Board. Any deacon may be removed at any time with or without cause when, in the sole judgment and discretion of the Elder Board, it is determined by unanimous vote of the Elder Board that such individual should no longer serve as a deacon. In the event any deacon is so removed, a new deacon will be nominated by the Elder Board for the remainder of that term.

Article XI. Non-Pastoral Staff

Section A. Role of Non-Pastoral Staff

Non-pastoral staff, including office staff, functions as servants in coming alongside the pastoral staff and the Church body to support them in ministry. It is the Board's responsibility to lead the staff in the direction that helps the Church accomplish its goals. The Board may designate the person(s) responsible for the day to day supervision of the staff.

Section B. Duties and Responsibilities

The duties and responsibilities for all non-pastoral staff positions shall be formulated and approved by the Board and included in the Providence Bible Church Policies and Procedures Manual.

Section C. Selection of Non-Pastoral Staff

Selection and approval of non-pastoral staff shall be the responsibility of the Board, with recommendations by the pastor.

Section D. Resignation and Termination

Any non-pastoral staff member may at any time resign by submitting written notice to the President. Any non-pastoral staff member may be terminated upon recommendation by a supervising staff member and approval by the Board. Such terminations of staff may be reported to the members but does not need membership approval.

Article XII. Policies and Procedures Manual

Section A. Development of the Policies and Procedures Manual

The development of a Providence Bible Church Policies and Procedures Manual shall be overseen and approved by the Board. This manual shall include all Church policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Church. The manual shall be kept in the Church office and made available for use by any member. The current, official version of the manual will reside with the Board Secretary. The Board or its designees shall review the manual at least annually, with the authority to recommend changes.

Section B. Compilation and Maintenance of the Manual

The Board and any of its designees shall be responsible for compiling and maintaining the Providence Bible Church Policies and Procedures Manual for the day-to-day administrative functions of the Church not covered in the Constitution and Bylaws. Subjects covered may include, but are not limited to, the following:

1. Personnel policies and procedures;
2. Church property policies and procedures;
3. Church discipline policies and procedures;
4. Christian conciliation and dispute resolution policies and procedures;
5. Child protection policies and procedures;
6. Church financial policies and procedures; and
7. Other policies and procedures, as needed.

The Providence Bible Church Policies and Procedures Manual shall be available at the Church office for members to review. Any suggested changes shall be forwarded to the Board for consideration.

Article XIII. Biblical Settlement of Disputes Within or Against the Church

In any dispute arising between or among Church members, pastors, or non-pastoral staff, the dispute may be resolved by the Elder Board (or a duly appointed committee from the Elder Board) using the *Rules of Procedure for Christian Conciliation* found at www.peacemaker.net. All employees of the Church shall be required to sign contracts that contain the Christian Dispute Resolution clause. All contractors and vendors of the Church should be asked to sign agreements or contracts that contain the Christian Dispute Resolution clause.

Any dispute between a member and the Church shall be resolved through Christian Conciliation. Christian mediation should be attempted; but, if it does not resolve the dispute, then legally binding Christian Arbitration shall be employed by the Elder Board or individuals selected by the Elder Board. A decision shall be reached after prayerful consideration, in a spirit of humility, with each party in the arbitration seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the Church is located and Virginia law will apply to all disputes. Members, pastors, non-pastoral staff, or third party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and

expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding the above provision, to protect the Church and its members and under its risk policy procedures, the Church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the Church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes, will not diminish any insurance coverage maintained by the Church.

Article XIV. Church Finances

We believe the biblical plan for support of our church is "tithes and offerings," and we adopt this as our financial plan. We further believe that the Bible teaches that giving is to be done joyfully (2 Corinthians 9:7), our tithes are to be brought into the Church treasury, and disbursements are to be made out of this treasury (Malachi 3:8-10; Deuteronomy 14:22).

Section A. Budget and Audit

The Finance Committee will prepare and submit a budget to the Board for review and concurrence before presentation to the Church for approval at the annual business meeting in January of every year. At that meeting, an inclusive budget will be presented indicating the amount needed and sought for all Church expenses. The Finance Committee will conduct or arrange for an annual review or audit of a type and nature it deems appropriate. Every five (5) years the Board will have a formal review or audit conducted.

Section B. Accounting Procedures

All funds received for any and all purposes shall pass through the hands of the Church treasurer and be properly recorded on the books of the Church. A system of accounting for handling of all funds shall be the responsibility of the treasurer.

Section C. Deposits

The Board will select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed will, from time to time, be deposited to the credit of the Church.

Section D. Fiscal Year

The Board, in consultation with the necessary committees, will have the power to fix, and from time to time to change, the fiscal year of the Church. Accurate records will be kept by all organizations of the Church and a report made on a fiscal year basis. All funds handled by all Church organizations will be reported to the Board.

Section E. Contracts

The President can sign contracts to bind the Church when they have been approved by the Board according to Church procedures. However, the Board may authorize any officer or officers, agent or agents of the Church to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the Church, including real estate transactions when proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures may be reviewed by a competent attorney.

Section F. Endowments

The Board may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

Section G. Designated Contributions

The Church may accept any designated contributions, grants, or bequests with its general tax exemption purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses as approved by the Board, and such designations generally will be honored. However, the Church reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax-exempt purposes.

Section H. Benevolent Fund

The Board will establish procedures to receive and disburse by check all funds allocated to it in the Benevolent Fund. It will be the duty of the Board or its designees as a Benevolence Team to determine needs of the congregants or others in the community as they arise. The Board or its designees will examine the need of the recipients of these designated funds. Details regarding the management of this fund can be found in the Providence Bible Church Policies and Procedures Manual.

Section I. Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations

The Board may authorize in writing any officer(s) or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines will advance the religious purposes and goals of the members as described herein and not violate the Church's tax-exempt status.

Section J. Purchase or Sale of Property and Borrowing

Neither officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the Board and, in cases of real property, unless authorized by the members according to these Bylaws. Any borrowing of money must be approved by the Board and the members according to these Bylaws.

Article XV. Indemnification

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he/she or his/her testator is or was a Director, elder, deacon, employee, or agent of the Church, may be indemnified by the Church, and the Church may advance his or her related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors, elders, deacons, employees and agents.

Article XVI. Confidentiality

The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (Matthew 7:12). It also discourages harmful gossip (Proverbs 16:28; 26:20), invites confession (Proverbs 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (Proverbs 10:19; Romans 15:14). Since these goals are essential to the ministry of the Gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our pastors, elders, deacons, and church staff shall carefully protect all information that they receive through biblical counseling, subject to the following guidelines.

Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the pastors, elders, and deacons of this church believe it is biblically necessary, they may disclose confidential information to appropriate people in the following circumstances:

1. When an elder or deacon is uncertain of how to counsel a person about a particular problem and needs to seek advice from other pastors, elders, or deacons in this church, or, if the person attends another church, from the pastors, elders, or deacons of that church (Proverbs 11:14; 13:10; 15:22; 19:20; 20:18; Matthew 18:15-17);
2. When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (Proverbs 24:11-12);
3. When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (Matthew

18:15-20; Bylaws, Article 1, Section G) or seek the assistance of individuals or agencies outside this church (Romans 13:1-5); or

4. When required by law to report suspected child abuse.

Scripture commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the Church (Matthew 18:15-17). Therefore, except as otherwise provided in these Bylaws, a pastor, elder, or deacon may not disclose confidential information to anyone without the approval of the Elder Board or the consent of the person who originally disclosed the information. The Elder Board may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (1 Corinthians 6:1-8) and the problem cannot be satisfactorily resolved without the assistance of individuals or agencies outside this church (Romans 13:1-5). The limitation shall apply to, but is not limited to, the giving of testimony in a court of law and the reporting of abuse.

The pastors and deacons may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

Article XVII. Biblical Counseling

All Christians struggle with sin and the effect it has on our lives and our relationships (Romans 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he or she should seek assistance from other members, and especially from the elder, deacon, and lay counselors, who have the responsibility of providing biblical counseling and oversight (Romans 15:14;

Galatians 6; 1-2; Colossians 3:16; 2 Timothy 3:16-4:2; Hebrews 10:24-25; 13:17; James 5:16). Therefore, this church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our counselors. We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. Neither the elder, deacon, nor the lay counselors of this church are trained or licensed as psychotherapists or mental health professionals, nor should they be expected to follow the methods of such specialists.

Although some members of the Church may work in professional fields outside the Church, when serving as elder, deacon, or lay counselors within the Church, they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical, or other technical questions should seek advice from independent professionals. Our elder, deacon, and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

Article XVIII. Amendments

Members may propose changes to the Bylaws that shall be submitted to the Board for consideration and comment. Upon Board approval, the Board shall present the proposed changes and its comments to the Church at a duly called regular or special congregational business meeting. These Bylaws may be amended by a two-thirds' (2/3) majority vote of all eligible voting members, provided that the following procedure has been followed:

1. The proposed written amendment has been presented at a previous congregational business meeting;
2. The proposed amendment has been mailed or made available to the membership at least two (2) weeks before the meeting to act on the proposed amendment; and
3. The proposed amendment has been announced at a previous Sunday worship service at least two (2) weeks before the vote is taken.

I, the undersigned secretary of the Board, do hereby certify that the above Constitution and Bylaws were adopted on July 14, 2013 by the members at a duly called meeting and that they are current and in operation as of this date.

Macol O. Hash

Secretary – Macol O. Hash

Date July 14, 2013

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