

BYLAWS
KIRBY WOODS BAPTIST CHURCH

December 13, 2015 (KWBC unanimously ratified proposed By-Law changes)

PREAMBLE

We, the members of Kirby Woods Baptist Church, believe “Where there is no vision, the people perish,” (Proverbs 29:18) and that our vision is a call and commission from our Lord Jesus Christ, that we are a **PEOPLE SHARING JESUS.**

We are a **People**, speaks of the unique responsibility of all members to realize their potential, to utilize fully their gifts, within the Body of Christ (Romans 12:4-8). We look to the special and uniquely called gifts to the Church, the Pastor, Teacher, and Evangelist etc. “to equip” us for “the work of service” (Ephesians 4:11-12).

Sharing Jesus speaks of the twofold responsibility of the Church in the Lord’s Great Commission (Matthew 28:19-20).

First, “Go therefore and make disciples;” the first work of the Church is to be His witnesses at home, in our city, in our nation, and even to the ends of the earth.

Secondly, “teaching them to observe all that (Jesus) commanded;” the Church has the responsibility to teach the commands of Christ to those He brings our way.

Finally, “Where there is no guidance, the people fall,” (Proverbs 11:14, NASV). These Bylaws are intended only as a guide. The ultimate authority of the Church is the Scriptures, “inspired by God and profitable for teaching, for reproof, for correction, for training in righteousness; that the man of God may be adequate, equipped for every good work” (2 Timothy 3:16-17, NASV).

Thus, the ultimate goal of the Church is to be a complete body, unified in mind, calling, and purpose; **SHARING JESUS.**

In Christ,

The Bylaws Committee

Jeff Brown, Chairman

Jimmie D. Williams

William Neil Holcomb

Jay Snider

John Greaud

ARTICLE I
Church Name and Location

I. Name

The name of the corporation is Kirby Woods Baptist Church, a Tennessee nonprofit corporation.

II. Location

A. Kirby Woods Baptist Church (hereafter referred to in this document as the Church) shall have its registered office at 6325 Poplar Avenue, Memphis, Tennessee 38119.

B. The corporation may have such other offices as the Church may determine.

ARTICLE II
Church Purpose

I. Purpose

A. To be a body of baptized believers who covenant together for the worship of Almighty God and the preaching and teaching of the Word of God in obedience to the Great Commission, (i.e., to win the lost to Christ and to nurture them in the Faith), for the extension of His Kingdom throughout the earth.

B. To be missionary in spirit, and work in cooperation with other churches, missions, and institutions in harmony with the Holy Scriptures, as it may deem appropriate.

C. To voluntarily associate itself with the Mid-South Baptist Association, the Tennessee Baptist Convention, and the Southern Baptist Convention.

ARTICLE III
Statement of Basic Beliefs

I. Basic Beliefs

A. The statement of faith does not exhaust the extent of our faith. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe.

- B. We affirm “The Baptist Faith and Message” as adopted in June 2000 as a statement of our basic beliefs. Importantly, on the following topics we believe:
1. God – God is the author of the Bible, inspiring the actual words of Scripture. The Bible is without error as originally given by God and is our guide in faith and practice.
 2. Trinity – The one true God eternally exists in three persons: the Father, the Son, and the Holy Spirit.
 3. Sin – Man is a special and direct creation of God. In the beginning, man was innocent of sin; now every person is a sinner.
 4. Virgin Birth – Jesus was born of a virgin, lived a sinless life, and died on the cross for our sins and the sins of all mankind. He took upon Himself the punishment that sinners deserve. God resurrected Jesus bodily from the dead. Having ascended to heaven, Jesus will soon return visibly and personally to overthrow sin and judge the world.
 5. Salvation – Salvation is a gift from God and cannot be earned. In order to receive this gift, individuals must repent of sin and place their trust in Jesus Christ. Those who choose to receive the gift of salvation are indwelt by the Holy Spirit from the point of conversion with their salvation forever secure; they will spend eternity in a literal heaven. Those who fail to receive the gift of salvation will spend eternity in a literal hell, a place of everlasting torment. Not wanting anyone to perish in hell, God has given believers the responsibility and privilege of sharing the gospel with a lost world.
 6. The Church – As a Church, we are a local body of baptized believers. Our purpose is to exalt the Savior, evangelize the sinner, and equip the saints. The two ordinances of the Church are believer’s baptism by immersion and the Lord’s Supper. The two scriptural offices of the Church are Pastor and deacon.
 7. Marriage and Sexuality
 - a. Marriage – “Marriage” has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture. We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.
 - b. Sexual Immorality – Any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest,

pornography or any attempt to change one's sex, or disagreement with one's biological sex, is sinful and offensive to God.

- c. Gender – We believe God immutably creates every living person as male or female. These two distinct and yet complimentary genders are indispensable in God's design for the family and together they reflect the image and nature of God (Gen. 1:26-27). We believe any attempt to change, mask or obscure one's biological gender is a rejection of the image of God within that person.
- d. Function and Integrity of the Church – In order to preserve the function and integrity of the church as the local Body of Christ, and to provide a biblical role model to the church members and the community, it is imperative that all persons employed by the church in any capacity, or who serve as volunteers, should abide by and agree to this section on Marriage and Sexuality and conduct themselves accordingly.
- e. Redemption and Restoration – God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.
- f. Treatment of Others – Every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the church.

ARTICLE IV

Statement of Practice (Covenant of Members)

I. Practice

- A. We, the members of the Church, agree to attend regularly Church services in order to cultivate personal holiness and to practice family devotion; to sustain the public worship of Almighty God and the teaching of the gospel; to contribute to the necessary expenditures of the Church; the spread of the gospel to all nations, and to the relief of the poor; to watch over and counsel one another in a spirit of brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to strive for the growth of the whole body in Christian knowledge and holiness and to govern our actions, conversations and hearts in accordance with God's Word.
- B. We, the members of the Church, agree to honor, esteem and love our Pastor, to pray for him constantly, and to manifest a tender regard for his reputation.

- C. We, the members of the Church, agree that upon leaving this fellowship, we will unite with another church of like faith and order.

ARTICLE V
Church Membership

I. Membership

- A. Membership of Kirby Woods Baptist Church will be comprised of all persons whose names appear on the Church Membership Roll.
- B. The membership of this Church shall be composed of individuals who are believers in the Lord Jesus Christ and affirm the tenets of the Bylaws of Kirby Woods Baptist Church, and who offer evidence, by their confession and their conduct, that they are living in accord with their affirmations and these Bylaws, and are actively pursuing and continuing in a vital fellowship with the Lord Jesus Christ. The membership of the Church shall have final authority in all matters of church governance, as set forth and described in these Bylaws. All authority not vested in the deacons or in any officer pursuant to these Bylaws is reserved in and to the Church. The Church reserves the right at any time to amend, supplement or revoke, in whole or in part, these Bylaws.

1. Admission to Membership

Persons desiring membership in Kirby Woods Baptist Church shall be received after an interview with the Pastor and/or appointed person and upon a majority voice vote of the congregation in a regular worship service and upon fulfillment of one of the following prerequisites, then that person shall be welcomed into our fellowship.

- a. Upon profession of faith in Jesus Christ as Lord and Savior, followed by baptism by immersion in the name of the Father, the Son and the Holy Spirit, by the Pastor of the Church or by a person selected by the Church to administer the Ordinance of Baptism;
- b. Upon receipt of a letter of transfer from another church of like faith and order, if the candidate has been baptized by immersion by a church of like faith and order as determined by the Pastor;
- c. Upon restoration of membership of a person from whom fellowship has been withdrawn;
- d. Upon personal statement that the candidate was a member of a church of like faith and order, as determined by the Pastor, and has been baptized by immersion.
- e. Membership is maintained by a life lived in obedience to the Bible and with continued participation in Kirby Woods Baptist Church as described in I, B., of this Article.

2. Termination of Membership

- a. Membership in this Church shall be terminated in one of the following manners:
 - (1) By the death of the member;
 - (2) By letter of transfer to another church of like faith and order;
 - (3) By withdrawal of fellowship for any cause the Church may deem proper;
 - (4) By request of the member in writing;
 - (5) By confirmation that the member has joined a church of another denomination;
 - (6) And by being removed from the Membership Roll after due investigation by and upon recommendation of the Deacons based upon unexplained absence of such length as to justify reasonable belief that the person no longer desires to continue as a member.
- b. If the Church should ever elect to purge names from the Membership Roll, it shall occur only when contact with a member has been lost for three (3) years or more, and diligent attempts at renewed contact have proven futile.

ARTICLE VI

Officers

I. The Ordained/Elected Officers

A. The Pastor

1. The Pastor shall meet the qualifications of the overseer, as stated in 1 Timothy 3:1-7 and Titus 1:6-8 and other such qualifications as the Church may prescribe.
2. The Pastor, as overseer, shall be the spiritual leader of the Church. He shall be recommended to the Church by the Pastor Search Committee and elected by secret ballot. A three-fourths majority of all votes cast in a special business meeting called for that purpose, in accordance with Article VIII of these Bylaws shall constitute a call.
3. He is elected for an indefinite period and shall continue as Pastor until his service is terminated by his death, resignation, or by a three-fourths majority vote of all votes cast in a special business meeting called for that purpose, in accordance with Article VIII of these Bylaws.

4. The duties of the Pastor are fourfold: as a preacher, to proclaim the whole gospel, rightly dividing the Word of Truth; as bishop, to superintend the work of the Church; as Pastor, to be a shepherd of the flock; and as minister, to serve the people for Jesus' sake.
5. The Pastor shall have the general oversight of the Church in all departments of its work, be Moderator for all meetings of the Church when he is present, and be ex-officio member of all committees. The Pastor shall publish a Church Operations Manual that contains the policies and procedures to be followed in the normal operations of the Church and its standing committees.
6. The Pastor, in concert with the Personnel Committee, shall seek out ministry staff to be elected by the Church.
7. Any ministry or support staff shall, under the ultimate supervision of the Pastor, assist the Pastor and perform such other duties as the Pastor may assign them.
8. In the event of a Pastoral vacancy, a pulpit supply/interim Pastor selection committee shall be elected by the Church upon recommendation from the Committee on Committees. The interim Pastor shall be elected by a simple majority of the members of the Church present and voting. When elected, the interim Pastor shall assume the duties assigned by the personnel committee in concert with the deacon body.
9. Any ministry or support staff may be dismissed by the Pastor, in concert with the Personnel Committee.

B. The Deacons

1. Purpose of the Deacons – In accordance with the meaning of the word “deacon” as practiced in the New Testament, deacons are to be the servants of the Church. The function of the deacon is to serve the Pastor in performing the tasks of the church of worshiping, proclaiming, educating, fellowshiping, and ministering.
2. Qualifications of Deacons – Any male, age twenty-one or over, with at least one year of membership at Kirby Woods Baptist Church, and who meets the scriptural requirements of a deacon as found in 1 Timothy 3:8-13 and Acts 6:3 is eligible to be nominated as a deacon.
3. Number of Deacons – The number of deacons shall be based on the needs of the Church as determined by the Pastor and the deacon body, and recommended to the Church for action.
4. Nomination and Election of Deacons
 - a. The church membership shall nominate the appropriate number of men to serve as new deacons during the month of May. The Chairman of Deacons will, in coordination with the Pastor, screen this list for appropriate qualification requirements. The Chairman and selected

deacons will interview the appropriate number of men nominated to serve as new deacons. The new deacons elected will be presented to the Church for ordination, if required. All newly elected deacons will join the active body effective July 1 annually.

- b. Deacons may be elected at any time to fill vacancies and to increase the number of deacons in accordance with these Bylaws. These new deacons will come from the list already presented by the Church and screened by the Pastor and Chairman of Deacons.
5. Terms of Service for Active Deacons – A deacon’s term of service shall be three years; deacons shall not serve two consecutive terms.
6. The Meetings and Duties of the Deacons
- a. The whole body of active deacons shall meet each month. Special meetings of the deacons may be called as needed by the Pastor or the Chairman of the Deacons.
 - b. The deacons shall elect a chairman, vice-chairman and a secretary from among themselves annually.
 - c. The deacons may recommend matters to be considered by the Church in business meetings.
 - d. In the event of a Pastoral vacancy, the deacons shall be responsible for oversight of the business affairs of the Church in concert with the Church staff.
 - e. The deacons, in concert with the Pastor, shall cause a Church Operations Manual to be prepared that contains the policies and procedures to be followed in the normal operations of the Church and its standing committees.
 - f. In the event of a vacancy in the office of Pastor, the deacons shall nominate a Pastor Search Committee to the Church for election.

II. Elected Officers

A. The Church Clerk

- 1. Election – The clerk shall be nominated by the Committee on Committees in concert with Pastor, and elected by the Church for an indefinite term in accordance with Article VIII of these Bylaws.
- 2. Accountability – The clerk will serve under the direction of the Pastor or the designated staff member.
- 3. Duties

- a. The clerk shall keep an accurate record of all actions of the Church, and shall attend all business meetings.
- b. The clerk shall maintain the Church membership register with the dates of admission, dismissals, or death, together with a record of baptisms.
- c. The clerk shall maintain file copies of the minutes of all committees of the Church. He or she shall also maintain a copy of the Church Charter, Bylaws and amendments thereto, and the Corporation Annual Report to the Tennessee Secretary of State.
- d. The clerk shall preserve a permanent record of all Church communications and written official reports, and give legal notice of all meetings where such notice is necessary as indicated by these Bylaws.
- e. The clerk shall send the Church Profile Statement to the associational clerk annually.
- f. The clerk shall take every reasonable precaution to provide for the safekeeping of the Church's records. This data should not be taken off the Church premises and should be stored in a secure location, preferably fire proof.
- g. The clerk may or may not be a full time employee of the Church, but must be a member of the Church.

B. The Trustees

1. Election and Term of Office

- a. The trustees must be members of the Church and shall be nominated by the Committee on Committees in concert with the Pastor, and elected by the Church for indefinite terms in accordance with Article VIII of these Bylaws.
- b. Five trustees (5) shall hold office at all times and each will continue in office until his/her service is terminated by resignation, death, or vote of the Church.

2. Use of Titles

- a. The trustees shall elect a president, vice-president, and secretary from among themselves annually. And, each trustee is authorized to use the title of director of the corporation if such title is required of the signatory.
- b. The president shall preside over the meetings of the trustees, and may execute on behalf of the Church instruments requiring execution by the trustees when the execution thereof has been properly authorized by the Church.

- c. The vice-president shall perform the duties of the president upon the death, absence, or resignation of the president, or upon his/her inability to perform the duties of office.
- d. The secretary shall perform the functions of secretary for trustee meetings, and may sign documents that require that signatory.

3. Duties

- a. As the legal representatives of the Church, trustees are given the authority to execute deeds, debentures, liens, mortgages and other legal documents for the Church, but shall have no authority or privileges to buy, sell, mortgage, lease, etc., any property of the Church without proper approval of the Church.

III. Other Officers

A. The Financial Officer

1. Duties

- a. The financial officer is responsible for duties assigned by the Pastor. Such duties include oversight of all financial/budgetary functions normally involved in the controller/treasurer operations of the Church.
- b. In regard to treasurer operations, he/she shall ensure that access to the Church vault is controlled and that adequate internal controls exist in the receipt, counting, and depositing of Church funds.
- c. In regard to controller operations, he/she shall ensure that adequate internal controls exist in all financial/budgetary reporting and the associated disbursement of Church funds.
- d. The financial officer shall ensure that timely reconciliations are made for all Church bank accounts and monetary assets held by the Church. He/she shall review the Corporation Annual Report prior to filing with the Tennessee Secretary of State and ensure consistency with the Church charter and Bylaws and that amendments to the Church charter are filed with the Shelby County Register of Deeds.

ARTICLE VII
Committees of the Church

- I. Committees
 - A. The Church may appoint such committees as suggested by the Pastor, the deacons, the ministry staff, or as determined to be needed by the Church to perform the different ministries and functions of the Church.
 - B. Each committee shall be elected by the Church and shall have the duties and responsibilities vested in it by the Church.
 - C. Policies and Procedures – The policies and procedures to be followed by the committees in the normal operations of the Church shall be contained in a Church Operations Manual.
 - D. Terms of Service – Committee members shall begin their duties immediately following their election, and serve for three years. Committee members may be re-elected and may not serve on more than three committees simultaneously. For continuity the first terms of service for new committees will be staggered (one/two/three years).
 - E. Nominations for the committees will be made by the Committee on Committees and presented to the Church for election.
 - F. Termination of Committees – Upon the completion of the committee's charge, their duties being fulfilled, the committee may be dissolved by a vote of the Church following appropriate recommendation(s).

ARTICLE VIII
Meetings

- I. Meetings
 - A. The Church shall be guided in its programs by a calendar of activities.
 - B. Public worship services shall normally be held morning and evening each Sunday and on some regular mid-week night.
 - C. Business meetings of the Church shall be held as needed for the disposition of all business matters not otherwise provided for, to hear reports from various Church organizations and to consider other matters essential to the spiritual welfare of the congregation.
 - D. Business to be considered at a meeting of the Church should be submitted to the Moderator in writing two (2) weeks prior to the meeting.
 - E. A special meeting of the Church may be called on a two (2) week's notice by the Pastor and or deacon body.

ARTICLE IX
Church Governance

- I. Governance
 - A. The governance of the Church shall be congregational and democratic in nature and shall be vested in the membership.
 - B. In the absence of the Pastor, the chairman of the deacons shall preside as the Moderator at meetings.
 - C. In all questions of procedures of any meetings of the congregation, the Church shall be governed by the latest version of Robert's Rules of Order.

ARTICLE X
Discipline

- I. Discipline
 - A. In all cases of personal difficulty between members of the Church, the parties involved shall endeavor to bring about reconciliation in the manner laid down by our Savior and recorded in Matthew 5:23-24, Matthew 18:15-16, and Mark 11:25.

- B. If any member holds and disseminates any view of doctrine considered by the Church as unscriptural and hurtful; or shall be the cause of strife and division, and after proper efforts to reclaim him, shall persist in the harmful practice, it shall be considered a disciplinary offense.
- C. In the event participants of an offense choose not to be restored spiritually, in accordance with Matthew 18:15-17, the pastor and the deacons shall bring a recommendation concerning the matter to the Church and the Church shall adopt or reject their recommendation without discussion.
- D. The purpose of all discipline is redemptive. Every effort shall be made in any matter of discipline to restore an individual to fellowship whenever possible.

ARTICLE XI

General

- I. General
 - A. No person who conducts himself/herself in an orderly manner shall be denied admission to the worship services of the Church.
 - B. The use of church buildings and property shall be in harmony with the spirit of the Church.
 - C. The Church shall, by majority vote of the congregation in a regular worship service, license a member to the Gospel Ministry.
 - D. The Church shall, by three quarters (3/4) majority vote of the congregation in a regular worship service, ordain a member to the Gospel Ministry. Ordination shall be conferred for life, provided the man continues to manifest the qualifications of the office.

ARTICLE XII

Adoption and Amendments

- I. Adoption and Amendments
 - A. These Bylaws shall be considered adopted and in immediate effect when approved by a two-thirds (2/3) majority vote of the members present at a business meeting.
 - B. These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) majority vote of the members present at any regular business meeting.
 - C. Notice in writing shall be given to the Church at least thirty (30) days prior to any proposed amendment, alteration, or repealing of these Bylaws.

ARTICLE XIII

Validation

- I. Validation
 - A. No action taken by the Church prior to this date shall be invalidated by the adoption of these Bylaws.
 - B. Printed copies of these Bylaws shall be made available to all member families upon request.

ARTICLE XIV
Trustees

President

Vice President

Secretary

Date