

# **EFFORT BAPTIST CHURCH**

## **CONSTITUTION**

**As Amended September 25, 2022**

**Effort Baptist Church  
7820 Thomas Jefferson Parkway  
Palmyra, VA 22963  
Phone: (434) 589-8962 Fax: (434) 589-0799**

## REVISION HISTORY

<b>Congregational Approval Date</b>	<b>Description</b>	<b>Section(s) Affected</b>
July 1994	Initial Release	N/A
September 29, 2002	Amended (unknown)	-
September 18, 2016	Amended (unknown)	-
September 27, 2020	Amended (unknown)	-
September 25, 2022	Dissolved Nominating Committee, responsibility now lies with Council and each standing committee to nominate their own members.	S6.02



Nathan K. Brown  
Church Council Chair

# **CONSTITUTION**

## **TABLE OF CONTENTS**

ARTICLE 1 - NAME	3
ARTICLE 2 - CHURCH	3
ARTICLE 3 – PURPOSES	3
ARTICLE 4 - MEMBERSHIP - AND VOTING RIGHTS	3
Section 4.01.    General	3
Section 4.02.    Qualifications for Membership	3
Section 4.03.    Designation of Membership	4
Section 4.04.    Voting Rights of Members	4
ARTICLE 5 - CHURCH MEMBERS MEETINGS	4
Section 5.01:    Place	4
Section 5.02:    Annual Meeting	4
Section 5.04.    Notice Requirements for Membership Meetings	5
Section 5.05.    Quorum	5
ARTICLE 6 - REGULATION OF INTERNAL AFFAIRS	6
Section 6.01.    By-Laws: Adoption, Alteration, Amendment or Repeal	6
Section 6.02.    Nominations	6
ARTICLE 7 - THE CHURCH COUNCIL	7
Section 7.01.    Election of Council Members	7
Section 7.02.    Number of Council Members	7
Section 7.03.    Term of Office for Council Members	7
Section 7.04.    Vacancies	7
Section 7.05.    Church Council to Make Regulations for Voting at Annual Members Meeting	8
Section 7.06.    The Church Council May Contract for Service	8
Section 7.07.    Property - Real Estate	8
Section 7.08.    Church Council Meetings	8
ARTICLE 8 - ACCESS TO CHURCH RECORDS	9
ARTICLE 9 - INDEMNIFICATION	10
ARTICLE 10 - AMENDMENT TO THE CONSTITUTION	11

## **ARTICLE 1 - NAME**

The name is: EFFORT BAPTIST CHURCH

## **ARTICLE 2 - CHURCH**

Wherever herein the term "Church" is used, it shall be deemed to mean, unless the context clearly indicates to the contrary - Effort Baptist Church.

## **ARTICLE 3 – PURPOSES**

As delineated in the Bylaws. Section 1.01.

## **ARTICLE 4 - MEMBERSHIP - AND VOTING RIGHTS**

### **Section 4.01. General**

(A) Membership in this Church shall consist of all persons who have met the qualifications for membership iaw Section 4.02 and are on the membership list.

(B) The Church Council shall have the authority to establish other classes of membership or association, and the Council shall define in writing the rights and privileges associated with each class so established.

### **Section 4.02. Qualifications for Membership**

(A) By public profession of faith in Jesus Christ for salvation and acknowledgment of His Lordship

and

(B1) A believer's baptism by immersion;

or

(B2) By receipt of a letter of recommendation from another Christian Church of like faith and order;

or

(B3) Upon statement of faith by the candidate that he/she has previously received Christ, and a believer's baptism;

and

(C) Attendance at New Members Orientation,

and

(D) Endorsement by acclamation by the Congregation at a worship service or written approval

by the Church Council

Records of endorsement/approval of membership shall be part of the public minutes of the Church Council.

Section 4.03. Designation of Membership

The membership list shall be updated annually.

Section 4.04. Voting Rights of Members

(A) Every Active Member is entitled to one vote. Each shall have the right to vote on the following matters:

- a. The annual budget of the Church;
- b. The election of the members of the Church Council and Trustees;
- c. The disposition of all or substantially all of the assets of the Church;
- d. The merger or dissolution of the Church;
- e. The acquisition of real property and related indebtedness;
- f. Adopting, amending or repealing the Constitution;
- g. Adopting, amending or repealing By-Laws - if under care of Members;
- h. The calling or removing of the Pastor;
- i. Any other matters requiring or permitting action of members as specified in the Constitution, the By-Laws, and the law.

(B) A member's vote shall be exercisable only in person. Voting by proxy is prohibited. The voting rights of the active member cease effective with transfer to inactive status or the termination of membership, as provided for in the By-Laws.

(C) No member may transfer or otherwise assign his/her membership. A member's status of membership may be altered only as provided for in the By-Laws.

**ARTICLE 5 - CHURCH MEMBERS MEETINGS**

Section 5.01: Place

Meetings of the members shall be held at the principal Church campus or at such other place or places within Fluvanna County, Virginia as may be designated from by the Church Council. The use of an unusual venue for Members Meetings shall be well publicized prior to the event and may be protested by the congregation to the Church Council.

Section 5.02: Annual Meeting

An Annual Meeting of the Members shall be held in September of each year at such time as determined by the Church Council. The purpose of this meeting shall be to adopt an annual budget, to elect members to the Church Council and Trustees, and to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof and subject to Section 5.04.

#### Section 5.03. Special Meetings

Special meetings may be called at any time by the Church Council, the Pastor or Active Members in accordance with Section 5.04. The call of such meetings shall be done on an individual and personal basis by the Chair or by a majority of the Church Council or by a petition signed by 25 Active Members of the Church. A petition call for a special meeting shall state the purpose, and requested location/date. The Church Council shall set the actual date, within a reasonable time, for the special meeting and send out the Notice to the membership subject to Section 5.04 of this article.

#### Section 5.04. Notice Requirements for Membership Meetings

##### (A) General Requirements

Whenever members are legally required or permitted to take any action at a meeting, proper notice shall be given to members no less than 14 days prior to a meeting nor more than 60 days before the meeting. Notification of membership meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- a. Distribution of written material to the congregation in attendance at Sunday services;  
or
- b. Announcement of the meeting in the Church newsletter/official church communications;  
or
- c. Oral announcements to the congregation at Sunday services;  
or
- d. Delivery by United States mail to each active member identified on the voting membership roll.

The above list shall not be interpreted as limiting such communications to those methods. All reasonable and normal methods of communication to the membership shall be used to provide such notice.

##### (B) Notice of Certain Agenda Items

Approval by the members of any of the following proposals is valid only if the notice specifies the general nature of the proposal: Section 4.04 Voting Rights of Members, (A) (a) through (i).

##### (C) The Church is required to give notice only to each member entitled to vote at such meeting.

#### Section 5.05. Quorum

(A) A minimum of 10% of the Active members shall constitute a quorum of the membership for the transaction of business.

(B) In the absence of a quorum at the Annual Meeting or a regularly scheduled Members' Meeting, a majority of the members present in person and entitled to vote may adjourn the meeting from time to time and place to place until a quorum is obtained.

(C) Special Meetings shall not be adjourned from time to time.

## **ARTICLE 6 - REGULATION OF INTERNAL AFFAIRS**

The following provisions are included for the management of the business, and affairs of the Church, and for the further definition, limitation, and regulation of the powers of the Church and of its members and Church Council.

### **Section 6.01. By-Laws: Adoption, Alteration, Amendment or Repeal**

(A) The By-Laws shall contain the definitions, rules and regulations necessary or proper for the implementation of the purposes of the Church and the provisions of the Constitution, especially as they relate to membership and the interpretation and administration of the rules for governance in keeping with the Church's purposes, as stated in the Bylaws. Section 1.01.

(B) The By-Laws shall be adopted by the Church membership, which may alter, amend, or repeal the By-Laws or adopt new By-Laws; provided, however, that all By-Laws shall be subject to alteration, amendment or repeal by the members.

(C) The Church's Church Council may amend or repeal the Church's By-Laws except to the extent that:

a. The Constitution or the By-Laws reserve this power exclusively to the members;  
or

b. The members in adopting or amending particular By-Laws provide expressly that the Church Council may not amend or repeal that By-Law.

(D) A By-Law adopted or amended by the members that fixes a greater quorum or voting requirement for the Church Council may provide that it may be amended or repealed only by a specified vote of either the members or the Church Council.

### **Section 6.02. Nominations**

Church Council and each of the standing committees shall be responsible for providing their own nominations to be approved by Church Council. The duties and requirements for nominating persons to Council and committees shall be a part of the By-Laws.

## **ARTICLE 7 - THE CHURCH COUNCIL**

### **Section 7.01. Election of Council Members**

(A) Council Members shall be elected at the Annual Meeting by Church members eligible to vote. Council Members shall be of legal age, and active members of the Church. It is further provided that no member of the Church shall be qualified to be a candidate for or to serve on the Church Council if the member, or the father, mother, brother, sister, spouse, son, daughter, son-in-law or daughter-in-law, sister-in-law or brother-in-law of such member is a full time employee of the Church, or is under any contract with, or regularly provides supplies or services to the Church for pay in excess of \$3,000 per year during his/her term of office on the Church Council.

*1) The value \$3000 is stated in 1994 dollars and shall be indexed to the United States inflation rate.*

*(2) The year basis is the Church Year, September – August. (EBC Bylaws 11.04(B).)*

*(3) Evaluation of the pay value will only occur at the Church Year interval and its effect on member eligibility evaluated at the time of the Annual Meeting.*

(B) At each Annual Meeting of the members, a quorum being present, those persons duly nominated shall be designated as candidates for each respective term or office to be filled and receiving the greatest number of votes for the respective term shall be the new Council Members. If the election of Council Members shall not be held on the day designated for any Annual Members Meeting or at any adjournment of such meeting, the Church Council shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

### **Section 7.02. Number of Council Members**

There shall be six (6) Council Members.

### **Section 7.03. Term of Office for Council Members**

One-third of the Church Council shall be elected annually only in the manner provided for in the Constitution and By-Laws. Each Council Member shall hold office for a term of three (3) years following his/her election, or until his/her death, resignation or removal.

### **Section 7.04. Vacancies**

Any vacancy on the Church Council, caused by death, resignation, removal, disqualification, or any other cause other than an increase in the number of directors, may be filled until the next annual election by the affirmative vote of a majority of the remaining directors then in office at any regular or special meeting of the Church Council. Vacancies shall be publicized to the membership as they occur. Vacancies shall be filled within two regular sessions of their



occurrence.

Section 7.05. Church Council to Make Regulations for Voting at Annual Members Meeting

The Church Council may make such regulations as they deem advisable for any meeting of members, in regard to proof of membership in the Church, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit. Such regulations shall be specified in the announcement of the meeting.

Section 7.06. The Church Council May Contract for Service

The Church Council may contract with any other qualified person for the performance, as its agent, to fulfill the powers, duties, or functions of the Church.

Section 7.07. Property - Real Estate

(A) Neither the Church Council, Deacons, Trustees, Staff, Church officers, Committees or a Church member shall obligate the Church to purchase any real estate, incur any debt for the purchase of real estate, sell any real estate of the Church, obligate the Church to sell any real estate, nor encumber any real estate of the Church without the majority approval of the Active membership given in a duly noticed and called regular scheduled or special called business meeting with a quorum present.

(B) All property of the Church shall be held in the name of the Church.

(C) The Cemetery located on the Church property shall be under the care of the Trustees and governed by written policy.

Section 7.08. Church Council Meetings

(A) All meetings of the Church Council at which a quorum of council members are present shall be held in sessions open to the Church membership except for executive or closed meetings which may be held only for the following purposes and on the following conditions:

a. Personnel Matters: Personnel are defined as employees of the church whose pay is issued through the church bookkeeping system. Issues regarding employees are taken up in these sessions. These matters might include, but are not limited to: hiring, firing, raises, discipline and performance reviews.

b. Communications with legal counsel: Matters such as attorney-client privilege,

pending litigation and settlement strategies may be discussed in this session. The legal counsel does not have to be present in any way during the meeting.

c. Pending or possible litigation: Strategy sessions or negotiations with respect to prospective litigation, litigation, or issuance of a detrimental effect on the litigating position of the Council.

d. Discussions which would result in Disclosure of information in violation of law.

e. To discuss the deployment of physical security strategies for the Church campus..

f. To discuss the reputation, character, physical condition or mental health, rather than professional competence, of an individual, or to discuss the discipline or dismissal of, or complaints or charges brought against an employee, staff member or individual.

(The individual to be discussed in such executive session shall be notified in writing by the public body at least 48 hours prior to the proposed executive session; provided, however, that notification may be waived upon written agreement of the parties. This purpose is designed to protect the rights and reputation of individuals. An executive session called for this purpose triggers certain rights for the individual who is the subject of the discussion. The individual has the right to be present, though he or she may choose not to attend. )

(B) The Church Council shall meet at least once each quarter and at such other times as established by the Church Council. Minutes shall be taken at all meetings and kept in a file available for members to read upon request. All dates of meetings shall be posted at the Church's principal office with the planned agenda for the meeting.

## **ARTICLE 8 - ACCESS TO CHURCH RECORDS**

(A) The Church shall keep as permanent records minutes of all meetings of its Members Meetings and Church Council, a record of all actions taken by the Church Council without a meeting, and a record of all actions taken by a committee of the Church Council in place of the Church Council on behalf of the Church.

(B) The Church shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(C) The Church shall keep detailed records of receipts and expenditures affecting the operation and administration of the Church.

(D) All books and records kept by or on behalf of the Church, including, but not limited to the Church's membership list, which shall not be used for the purposes of commercial solicitation, shall be available for examination and copying by a member or his/her authorized agent. This right of examination shall exist without reference to the duration of membership and may be

exercised only during reasonable business hours or at a mutually convenient time and location and upon no less than five days' written notice.

(E) Books and records kept by or on behalf of the Church may be withheld from inspection and copying to the extent that they concern:

- a. Personnel matters or a person's medical records;
- b. Communications with legal counsel or attorney work product or pending litigation;
- c. Transactions currently in negotiation and agreements containing confidentiality requirements;
- d. Pastor's or ministers' confidential counseling notes and confidential working papers;
- e. Contribution Statements for Contributors with only the individual contributor being provided his/her record;
- f. Disclosure of information in violation of law; or
- g. Meeting minutes or other records of an executive session of the Church Council held in accordance with the Church By-Laws.

(F) The Church may impose and collect a charge, reflecting the actual costs of materials and labor, prior to providing copies of any books and records to a member under this section.

## **ARTICLE 9 - INDEMNIFICATION**

(A) Except as and to the extent hereinafter provided, the Church shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Church), by reason of the fact that he is or was a Council Member or officer of the Church or duly authorized agent of the Church, or is or was serving at the request of the Church against the following: expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding.

(B) Except as and to the extent hereinafter provided, the Church shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he is or was a Council Member or officer of the Church, or is or was serving at the request of the Church as an agent against the following: expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with defense or settlement of such action or suit.

(C) No such person shall be entitled to be thus indemnified: (i) in relation to any such action, suit or proceeding referred to in paragraphs (a) and (b) above, unless he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Church or (ii) as to any action, suit or proceeding referred to in paragraph (b) above, if he shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duties to

the Church, unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability such person is reasonably entitled to indemnity.

(D) Any indemnification under the paragraphs above (unless ordered by a court) shall be made by the Church only as authorized in each specific case, upon a determination that indemnification of the Council Member, officer, employee or agent, as the case may be, is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination is made by (i) the Church Council, by a majority vote of a quorum of disinterested Council Members, or (ii) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Council Members so directs, by independent legal counsel which may be counsel customarily retained by the Church in a written opinion, or (iii) by the members. In making any such determination, the Council Members shall be entitled to, and shall be fully protected if they rely as to all questions of law upon, and cause the Church to act in accordance with, the written opinion of independent counsel selected for such purpose by, or in a manner designated by the Church Council (which may be counsel customarily retained by the Church), stating whether such settlement is in the best interests of the Church and whether such indemnification is lawful and is authorized by this Constitution.

(F) Every reference in this Article to a Council Member or officer or agent shall include his/her heirs and personal representatives. The right to indemnification provided by this Article is in addition to, and is not exclusive of; any other rights of reimbursement or indemnification to which the persons indemnified hereby may be entitled.

#### **ARTICLE 10 - AMENDMENT TO THE CONSTITUTION**

The Constitution may be amended, added to, or repealed at any Annual Meeting of the Church at which a quorum is present and by a two-thirds majority vote of the members present, provided that a Notice of the proposed amendment shall be given in the Notice of the Meeting. **Such amendment shall clearly show the existing wording and the recommended changes upon which the members shall vote.** Such recommendation for amendment shall come from the Church Council to the membership.