



June 20, 2017

Mr. Roger Flora, moderator  
Grace Baptist Church

Dear Roger,

Enclosed with this letter is the report of the select task force on constitution and bylaws review. Since last fall, we have been meeting monthly to fulfill our charge.

Included you will find a narrative summary of the group's work, recommendations for future consideration, a copy of the proposed amendments to Grace's constitution and bylaws, and procedural considerations we must adhere to when amending these important documents.

If it would be the will of Church Council, we ask that the Council introduce our constitutional amendments pursuant to Article VII of the current constitution to initiate the process for adopting amendments at the July business meeting. As for the bylaws, we recommend the church consider and act on these proposed amendments at the July quarterly business meeting. In the intervening weeks, we plan to provide educational opportunities and a feedback mechanism before formally introducing amendments in time to allow for our consideration in July.

Please do not hesitate to direct any questions about this document to me or any member of the select task force listed below.

Yours truly,

Deb Loftis, chair

Paul Brockwell, recording secretary

**Members of the Select Task Force**

Courtney Allen  
John Mizell  
Royce Savelle  
Richard Vinson  
Tina Webb  
Archie Yeatts

Cc: Courtney Allen, Senior Pastor  
Karen Hamlett, Clerk, Grace Baptist Church

## **EXECUTIVE SUMMARY**

The church, in its October quarterly business meeting, approved a motion to create a select task force for constitution and bylaws review. Our records indicate the last major revision to these documents happened in 2007. The proposed amendments provide updates, clarification, and streamlining of the rules that govern our church.

The authorizing motion presented by Church Council gave this charge: “to conduct a review of the church's constitution and bylaws” and “to develop and recommend amendments to both documents.” Since our creation, we have met monthly to review the Grace Baptist Church Constitution and Bylaws. Our first recommendation was approved at the January business meeting, creating the Fellowship Commission from the Social Committee, and recognizing the important work of this group.

## **CONSTITUTIONAL AMENDMENTS**

Our amendment proposals make the documents distinct and separate the content and functions of each. The constitution broadly establishes structures and functions of various parts of Grace Baptist Church, and the bylaws articulate further detail on duties, processes, and procedures associated with those bodies.

- We elevated existing language on the values and mission of the church to Article II. This previously existed under the church organization article, but our task force members pointed out it had little to do with the structure and officers of the church, and we felt these foundational concepts deserved higher billing.
- Mechanical updates standardize the word “bylaw” to match the *Code of Virginia*. We also propose lowercase treatment of non-proper nouns (e.g. pastor, treasurer, etc.), but have retained capitalization for formal church bodies (e.g. Church Council) in both documents
- We also recommend changes that streamline the sections on church council in the constitution and migrate some of this material to the bylaws, where it should be further enumerated.
- Finally, we realized both documents referenced our affiliations, and recommend changes to the constitution that articulate the church’s prerogative to affiliate as it sees fit, while specifying our affiliations only in the bylaws.

## **BYLAW AMENDMENTS**

Our proposed bylaw amendments focus on documenting current practices, clarifying procedures, and articulating solutions for unanticipated situations. Here are highlights from these proposed amendments:

- Our values and mission were elevated to the first article to emphasize their importance. Note: This section needs to be revised and reviewed (see “Future Issues to Consider”) We feel any changes here require a much a broader congregational conversation than our committee felt appropriate for our work.
- Under Membership, we established a new mechanism for regularly reviewing membership rolls, which is a need we have found in the past.
- Article V: Staff, Officers, and Standing Bodies contains several needed updates, including the articulation of a vacancy protocol for church offices, commissions, etc. The trustees also requested we consider some clarifying language to their section. Updates were made to the deacons section to reflect current practices, and we also added and clarified Church Council material from the constitution.
- These changes added language about our Nominating Committee, its purpose, and composition. Under the vice moderator’s duties, we also added chairing this important body to reflect current practice.
- As previously mentioned, we propose listing specific affiliations in the bylaws and updating them to reflect new names and current affiliations.
- Article IX references a unified manual and policy document for Grace Baptist Church policies and procedures and established commission and congregational authority to regularly update and approve it. This document may not exist in one specific manual currently, but we believe this is needed and will be easy to combine from existing commission work.

Finally, we also recommend a higher threshold for amending these bylaws. Currently, a simple majority of members voting would be sufficient. After several conversations about this issue, we ultimately concluded that a higher, two-thirds of voting members present threshold is a healthy practice to encourage decision-making rooted in consensus.

The group considered, but voted against proposing changes that would articulate a removal process for church officers and leaders. We ultimately believe that our new term limits and annual re-election of leadership positions are appropriate safeguards. Additionally, we had concerns about articulating a process that would be both healthy and productive to our church family. Ultimately, we concluded it best to give the moderator and pastor significant flexibility in addressing such sensitive concerns.

#### **FUTURE ISSUES TO CONSIDER**

We encountered some questions for which recommended solutions would have exceeded our authority under the given charge. Below are issues we discussed and ultimately decided require broader congregational dialogue and deliberation:

- **Mission, Vision, and Values.** We made no substantive changes to this section aside from elevating them to the top of both documents. Our recommendation is for the congregation to continue engaging in wider dialogue about the mission, vision, and values of Grace and for that process to ultimately result in proposed updates to the relevant sections of these documents. We also believe it may be important to establish procedures for regular review and update.
- **Establishing Regular Constitution and Bylaw Reviews and/or Commission Responsibility** The proposed changes do not articulate a timeline for regular review and updates to these documents. We do believe this idea is worth considering, including whether to vest this task with the duties of an existing or future commission with administrative functions.
- **Church Council mission and function** within the congregation. Our discussions revealed a need for clarity on the purpose and mission of the Church Council, and whether other bodies may be needed for ad hoc or administrative purposes. At this time, we have no recommendations but also encourage broad and intentional congregational dialogue on the issue of church governance.

## **CONCLUSION**

A range of educational opportunities and a feedback mechanism will be presented before these amendments are formally introduced by July 12. We'd like broad congregational awareness of the changes and an opportunity to address any questions or concerns from members.

# 2017 PROPOSED AMENDMENTS

## **GRACE BAPTIST CHURCH**

### **Constitution and ~~By-Laws~~ The Constitution**

#### **Preamble**

This congregation recognizes itself as people bound together by God's love, God's grace, and commitment to God's work here and worldwide. We recognize our mutual and individual responsibility to God and to the proclamation and teaching of the life, death and resurrection of Jesus, the Christ; to support, love, and minister to each other; and to support, love, and care for this church, other Baptists, other Christians, all other faiths, and all other people. We understand that the congregation governs the church by seeking God's will. We urge and encourage each member toward mature life and belief by prayerful study of Scripture, regular worship, and ministry in the world.

#### **Article I: Name**

This body of believers shall be known as Grace Baptist Church, Richmond, Virginia, hereinafter referred to as "the church."

#### **Article II: Values and Mission**

The church shall be guided by its stated values and mission to determine future endeavors in ministry. The church shall, from time to time, review and recommend changes to its stated values and mission.

#### **Article II: Membership**

Any person acknowledging Jesus the Christ as Lord and asking for membership will be received by the congregation following a vote of affirmation from the congregation and may become a member in accordance with the provisions of the church bylaws. ~~Church By-Laws~~.

#### **Article III ~~IV~~: Organization**

##### **A. Staff**

The church shall elect the pastor and all other ministerial and non-ministerial staff based upon guidelines found in the church's policy manual. Staff job descriptions shall be on file in the church office for each position.

##### **B. Officers**

~~In addition to the Pastor and other professional staff,~~ The church officers shall consist of a moderator, vice moderator, clerk, treasurer, and assistant treasurer.

## **C. Commissions**

The church shall maintain such commissions as are necessary for the proper operation and daily ministries and programs of the congregation as the church shall designate in its By-Laws.

## D. The Church Council

The Church Council shall consist of the chair of each commission, the pastor, church officers, the chair of diaconate, and the chair of the Board of Trustees.

## ~~D. The Church Council~~

~~1. The chairs of each commission, ministerial staff, Officers, Chair of Diaconate, and The Chair of the Board of Trustees will make up the Church Council. Except as specified in subsection III (D) (2), matters taken up before the Church Council shall be decided by a majority vote of its members who are present and voting.~~

~~2. The Church Council may act on behalf of the congregation when it finds it to be in the best interests of the church to do so before a business meeting can be convened. Any such action requires a two-thirds vote of the members of the Church Council.~~

## **E. The Values, Vision and Purpose**

~~The church shall be guided by the church's stated values, vision, and purpose to determine future endeavors in mission and ministry.~~

## **Article IV: Meetings**

The congregation shall assemble for worship services, Bible study, discipleship training, business meetings, and other church activities as determined by the membership.

## **Article VI: Ordinances**

The ordinances of this church shall be Baptism and the Lord's Supper.

## **Article VI: Policies and Relationships**

- A. The will of the church on any given matter, duly expressed by its vote, shall be carried out by all staff, officers, and commissions. No other body shall exercise authority over the sovereign will of the church as expressed by its vote.
- B. The church shall adopt an annual budget and be principally supported by tithes and offerings. In addition, it shall receive gifts, bequests, and investment income, all of which shall be used to perpetuate its ministries.
- C. The church shall, from time to time, affiliate itself with such organizations as it deems appropriate in accordance with the bylaws.

~~B. The church shall be principally supported by tithes and offerings, and in addition, it shall receive gifts, bequests, interest and dividends from endowments which shall all be used to perpetuate its ministries.~~

~~C. The church affiliates itself with The Richmond Baptist Association; The Baptist General Association of Virginia; The Alliance of Baptists; The American Baptist Churches, U.S.A; and The Baptist World Alliance.~~

## **Articles VIII: Amendments**

~~The Church Council or twenty members of the congregation may propose an amendment to this constitution by submitting the proposed amendment to the Moderator. Within thirty days of its receipt, the Moderator shall cause written notice of the proposed amendment to be sent to the congregation, which may be done through the newsletter, and shall schedule a business meeting for consideration of the proposed amendment. The meeting shall also be announced at the Sunday morning worship service immediately prior to the date of the meeting. At the business meeting, the proposed amendment shall be discussed and shall be subject to germane amendments; a majority vote of those members present shall be required to place the proposed amendment before the congregation for vote without an intervening motion at a special business session immediately following the next Sunday morning worship service. At that special meeting, no other matter shall be considered and no discussion shall occur; the Moderator shall read the proposed amendment and the vote shall be taken without intervening motion. This constitution shall be so amended upon two-thirds affirmative vote of the members voting.~~

The Church Council, or twenty members of the congregation, may propose an amendment to this constitution by submitting the proposed amendment to the moderator. Thereafter, the process shall be as follows:

1. Within thirty days of its receipt, the moderator shall cause written notice of the proposed amendment to be sent to the congregation, which may be done through the newsletter, and shall schedule a business meeting for consideration of the proposed amendment.
2. The meeting shall also be announced at the Sunday morning worship service immediately prior to the date of the meeting.
3. At the business meeting, the proposed amendment shall be discussed and shall be subject to germane amendments. A majority vote of those members present shall be required to place the proposed amendment before the congregation for vote without an intervening motion at a special business session immediately following the next Sunday morning worship service.
4. At that special meeting, no other matter shall be considered and no discussion shall occur. The moderator shall read the proposed amendment and the vote shall be taken without intervening motion. This constitution shall be so amended upon two-thirds affirmative vote of the members voting.

# ~~BY-LAWS~~ BYLAWS

## Article I: Values and Mission

### A. Our Values

#### We Value:

- A thinking, active faith, actively seeking God's truth through spiritual education and putting faith to work helping others
- The worship experience, which can be defined as ordered, with attention to liturgy and form, yet personal and inclusive of all ages and permeated with inspiring music
- A tolerance of diverse beliefs and spiritual backgrounds; acceptance of people as they are
- An integration of children into the church as full participants
- A closeness and taking care of each other; the benefit of an intimate family
- Healthy partnerships between staff ministers and members who are committed to the ministry and growth of Grace Baptist Church
- Responsible church membership
- Survival and growth of Grace Church

### B. Our Mission Purpose Statement

"The mission purpose of Grace Baptist Church is to exemplify the presence of God as a diverse and authentically Christ-like family that worships, learns and grows in a genuine faith, cares for one another, and responsibly goes about God's loving work in the world."

## **Article II: Membership**

### **A. Additions and Deletions**

All additions and deletions to the church membership will be reported at each quarterly business meeting.

#### **1. Baptism and Profession of Faith**

Any person professing faith in Jesus Christ as Lord and asking for membership will be received as a candidate for Baptism by immersion after an affirmative vote of the members present. After Baptism, the candidate becomes a member of the church.

#### **2. Baptismal Experiences from Other Traditions**

Any person coming from another denomination to seek membership will be given instruction on Baptist polity and the practices of the church. An invitation to Baptism by immersion will be extended but not required. Persons coming from other denominations can be received into



membership of the church with previous baptismal and confirmation experiences acknowledged as sufficient for membership after an affirmative vote of the members present.

**3. Letter of Transfer**

Upon the presentation of, or pending the receipt of, a letter, members of other Christian churches may be received, after an affirmative vote of the members present, as members of the church.

**4. Statement of Experience**

Applicants for membership, after an affirmative vote of the members present, may be received as members upon their statement of Baptism and profession of faith in Jesus Christ as Lord.

**5. Watchcare**

Members of other churches making application to come under the Watchcare of the church will be received after an affirmative vote of the members present, but shall not have a vote.

**6. Updates to Church Membership**

Every three years the church moderator shall appoint an ad hoc committee, including a Diaconate representative, to recommend updates to the membership rolls. This report shall be brought to a regular business meeting to be voted on by those present. Any request from another church for transfer of membership will be granted and acknowledged by letter and reported to the church by the Clerk.

~~**6. Deletions from Church Membership**~~

~~The Clerk shall recommend removal of non-active members from the active membership roll. Any request from another church for transfer of membership will be granted and acknowledged by letter and reported to the church by the Clerk.~~

**Article III: Church Voting**

**A. Voting Generally**

Each member of Grace Baptist Church shall be entitled to one vote at any special meeting, regular business meeting, or other meeting or time where votes are cast.

**B. Proxy Votes**

No member may provide another member with the right or authority to cast his or her vote. Proxy votes shall not be permitted.

## Article III-IV: Annual Church Terms

### A. Fiscal Year

The fiscal year of the church shall be the calendar year, January 1, through December 31 of the same year.

### B. Terms of Service

The term of service for the non-staff church officers and the commissions shall be February 1 through January 31 of the following year.

## Article IV: VALUES AND PURPOSE

### C. Our Purpose Statement

~~“The purpose of Grace Baptist Church is to exemplify the presence of God as a diverse and authentically Christ-like family who worship, learn and grow in a genuine faith, care for one another, and responsibly go about God’s loving work in our world.”~~

### D. Our Values

#### **We Value:**

- ~~• A thinking, active faith, actively seeking God’s truth through spiritual education and putting faith to work helping others~~
- ~~• The worship experience, which can be defined as ordered, with attention to liturgy and form, yet personal and inclusive of all ages and permeated with inspiring music~~
- ~~• A tolerance of diverse beliefs and spiritual backgrounds; acceptance of people as they are~~
- ~~• An integration of children into the church as full participants~~
- ~~• A closeness and taking care of each other; the benefit of an intimate family~~
- ~~• Healthy partnerships between staff ministers and members who are committed to the ministry and growth of Grace Baptist Church~~

## ARTICLE V: Staff, Officers, and Standing Bodies OFFICERS, BOARDS, AND COMMISSIONS

### A. Church Staff

1. The church shall employ such ministers and support staff as deemed necessary to fulfill the church’s mission. The Grace Baptist Church Personnel Manual shall articulate job responsibilities and provide for the supervision and resolution of staff concerns. Church staff members, paid or volunteer, shall not serve as commission chairs.

## B. Officers

### **1. Moderator**

The moderator shall be elected annually by the congregation and shall be limited to two consecutive terms, but may be eligible to serve again after one year. The moderator ~~is the chief officer of the congregation;~~ shall be a member of and preside at all Church Council and business meetings; and make all appointments to offices and commissions ~~committees~~ unless other provision is made by the Constitution, bylaws, or action by the congregation. In the absence of the moderator and the vice moderator, the moderator shall designate a moderator pro tempore.

### **2. Vice Moderator**

The vice moderator shall be elected annually by the congregation. The vice moderator shall assist the moderator, present recommendations of the Church Council during business meetings, serve as acting moderator in the moderator's absence and serve as moderator for the remainder of the term should the moderator position become vacant. The vice moderator shall be a member of the Church Council and shall chair the Nominating Committee.

### **3. Clerk**

The clerk shall be elected annually by the congregation. The clerk shall be responsible for all records of the church, the Church Council, and business meetings. The clerk shall appoint such assistants as necessary to assist or serve as a substitute. ~~The clerk shall be a member of the Church Council.~~

### **4. Treasurer**

The treasurer shall be elected annually by the congregation. The treasurer shall be responsible for maintenance of all financial records and accounts of the church, deposit and accounting of all funds into the church's accounts, payments of all obligations consistent with the church budget, ~~supervise petty cash account, and prepare financial statements at the direction of the Church Council, the Stewardship Commission and the congregation.~~ The treasurer shall be a member of the Church Council and the Stewardship Commission, but not be eligible to serve concurrently as its Chair. and preparation of financial statements. The treasurer shall be a member of the Church Council and the Stewardship Commission, but may not serve concurrently as chair of the Stewardship Commission.

### **5. Assistant Treasurer**

An assistant treasurer shall be elected annually by the congregation. The assistant treasurer shall assist the treasurer in the duties of that position, serve as acting treasurer in the treasurer's absence and serve as treasurer for the remainder of the term should the treasurer position become vacant.

## 6. Vacancies in Church Office

Unless otherwise specified, the moderator shall have the authority to appoint a person to fill a vacancy in a church office until an election can take place at the next regular business meeting.

## C. Standing Bodies

### 1. **Board of Trustees**

The Board of Trustees shall consist of three members elected by the congregation for five -year terms. The Trustees shall be the legal representatives of the church, execute all legal documents in the name and on behalf of the church, hold title to all property on behalf of the congregation and be recorded with the Clerk of the Richmond Circuit Court as provided by law. The Board of Trustees shall elect a chair. All other duties of the Trustees shall be established and approved by the congregation. In the event of a vacancy, the congregation shall elect a replacement at any regular or called business meeting.

### 2. **Diaconate**

~~The Diaconate shall consist of such number of members as the congregation shall determine at the January business meeting. Both men and women shall be elected annually to serve three-year terms. Members shall be limited to serving one term, but a person may be elected after at least one year has elapsed since the expiration of his or her term. The Diaconate shall be responsible for the spiritual and pastoral care of the members of the congregation and shall organize itself to effectuate that purpose. It shall elect a Chair and such other officers as it deems appropriate. It shall select the recipients of the church's academic scholarships. The Chair of the Diaconate shall be a member of the Church Council.~~

At each January business meeting, the congregation shall elect deacons to serve three-year terms. Any member of Grace Baptist Church shall be eligible for election. Deacons shall be limited to serving one term, but a person may be elected again after at least one year has elapsed since the term expiration. The Diaconate shall be responsible for the spiritual and pastoral care of the members of the congregation and shall organize itself to that end. The duties of the Diaconate shall be established and approved by the congregation. It shall elect a chair and other such officers as it deems appropriate.

### 3. **Standing Commissions**

Chairs and members of church ~~standing~~ commissions shall be elected annually by the congregation. Officers of the church cannot serve concurrently as chairs of a commission. Each ~~standing~~ commission shall consist of no ~~less~~ fewer than six members. The duties of each ~~standing~~ commission shall be established by the Church Council, and approved annually each fall ~~unless superseded~~ by the congregation. ~~Each Chair of a standing commission shall be a member of the~~

~~Church Council. The standing commissions are: Adult Education, Youth, Children, Missions, Outreach, Personnel, Properties, Stewardship, and Worship.~~

The commissions are: Adult Education, Children, Fellowship, Missions, Outreach, Personnel, Properties, Stewardship, Worship, and Youth. In the event a commission chair vacancy, the moderator, in consultation with commission members, shall appoint a new chair, to be elected by the congregation at the next regular business meeting. Commission vacancies that result in fewer than six members shall be filled by appointment from the moderator and must be approved by the congregation at the next regular business meeting.

#### **4. Church Council**

The Church Council shall meet to coordinate and evaluate the work of commissions and staff. The moderator or pastor may invite any person to attend meetings whom he or she deems appropriate to the council's function. In exigent cases, the council may act on behalf of the congregation when action is needed before a business meeting can be convened. when it finds it to be in the best interests of the church to do so before a business meeting can be convened. Any such action requires a two-thirds vote of the members of the Church Council.

#### **5. Nominating Committee**

The Nominating Committee shall be chaired by the vice moderator and consist of no fewer than five members representing a cross-section of church constituencies. Members serve a three-year term on this standing committee. The senior pastor shall be an ex officio member. The committee shall recruit needed church leaders and report its slate of nominees for election at the January quarterly business meeting.

#### **6. Select Task Forces**

The congregation may create a select task force and provide for the method of selecting membership and specific responsibilities. A select task force shall exist for a period determined by the congregation when it is created, but no longer than two years unless the congregation votes to extend it. The chair of a task force shall not be a member of the Church Council by virtue of being chair of a task force.

### **ARTICLE VI: BUSINESS MEETINGS**

**A.** Regular business meetings of the Church will be held on the last Wednesday evening of the following months:

**January** – Election of officers, commission members, and diaconate and recommendations for uses of interest on endowment

**April** – Regular quarterly business meeting

**July** – Regular quarterly business meeting

**October** – Regular quarterly business meeting with presentation and action on budget

**B. Special Called Business Meetings**

When circumstances require, a special called business meeting shall be held with ~~written~~ notice of such meeting ~~by mail or~~ in the newsletter at least fourteen days prior to the meeting and announcements of it made at two Sunday morning worship services.

**C. Governing Parliamentary Rules for Business Meetings**

The parliamentary rules to be followed when these [bylaws](#) are not specific will be the latest edition of *Robert's Rules of Order*.

**ARTICLE VII: AFFILIATIONS**

~~The church affiliates itself with the following: The Richmond Baptist Association; The Baptist General Association of Virginia; The Alliance of Baptists, The American Baptist Churches, U.S.A.; and The Baptist World Alliance. The Church Council, or the congregation in business session, may propose that an affiliation become inactive. The Moderator shall schedule a special business meeting solely for that purpose, with written notice given to the congregation by mail or in a newsletter and announcement of the meeting at the Sunday morning worship service prior to the special business meeting. A two-thirds vote of the members voting shall be required in order for an affiliation to become inactive, and that action shall initiate the process for amending the Constitution to delete the organization's name from Article VII, C.~~

[The church affiliates itself with the following: The River City Faith Network; The Alliance of Baptists, The American Baptist Churches, U.S.A.; and The Baptist World Alliance. The Church Council or the congregation in business session may propose changes to our affiliations. Amending the bylaws effects such changes.](#)

**ARTICLE VIII: Church Newsletter**

The church shall maintain a newsletter, to be published at least once per month, which may be used to provide the general membership with notice of the events and other activities associated with the church. The church newsletter may be used to constitute written notification of business meetings and special meetings to the general membership.

**ARTICLE IX: [Church Policies and Procedures](#)**

[The church's additional policies and procedures are enumerated in the Grace Baptist Church Policy Manual, which shall be regularly updated and approved by relevant commissions and the congregation.](#)

## ARTICLE X: AMENDMENTS

These bylaws may be amended at any meeting of the church by a two-thirds majority vote of all members present and voting, provided proposed changes shall have been given in writing at least ~~ten~~ fourteen days prior to the meeting and announcements concerning the same shall have been made at ~~the previous~~ two Sunday morning worship services.