

CONSTITUTION AND BY-LAWS FOR SPRING HILLS BAPTIST CHURCH

Article I: Name and Principal Office

- 1) The name of the corporation is Spring Hills Baptist Church. This corporation will hereinafter be referred to as “Spring Hills Baptist Church” or “Spring Hills Church.” The address of the registered corporation is 1820 Newark-Granville Road, Granville, Ohio 43023

Article II: Purposes, Mission, Affiliations, and Values

Section 2.01, Purpose

1) **Building Generations for Jesus Christ**

- a) The vision of our Church is “Building Generations for Jesus Christ.” This vision demonstrates our passion for all generations to become transformed believers whose lives are honoring and glorifying God. We understand that we are called to carry on the work of the Great Commission and build generations of disciples for Jesus Christ.

Section 2.02, Mission

- 1) The purposes of Spring Hills Baptist Church are carried out through the following priorities:
 - a) **Love Like Jesus**
 - i) In Mark 12:30 Jesus teaches us to love with all our heart, soul, mind and strength. When we seek to love God and those around us like Jesus did, we will impact the world for Him.
 - b) **Live Like Jesus**
 - i) 1 John 2:6 tells us that all Christians should live as Jesus did. As we learn to live like Him by following the lead of the Holy Spirit, we will have joy and peace, while experiencing the life that He promised.
 - c) **Lead Like Jesus**
 - i) In Mark 1:39 Jesus taught us that the leader is to be the servant of all. As we lead like Jesus, others will be drawn to faith in Him, as they encounter Christ in us.

Section 2.03, Affiliations

- 1) Spring Hills Baptist Church is an autonomous organization, governing its own affairs. Recognizing the advantages of cooperation with other churches and ministries in carrying out the Great Commandment and the Great Commission, SHBC voluntarily cooperates with the Southern Baptist Convention. In addition, Spring Hills Church also supports many independent missionaries and community mission organizations which are extensions of the Kingdom of God, upon approval by the Council of Elders.

Section 2.04, Values

- 1) Authentic Worship- We deeply value a lifestyle of worship that authentically flows from our hearts and not just our lips. We also value worship services that exalt and glorify Jesus Christ alone. We desire to fix our eyes on Jesus Christ as we worship Him. (John 4:23-24)
- 2) Absolute Truth- We openly and publicly acknowledge that God's Word is truth, it is the absolute truth that we desire to preach, know and live out. We also desire that our relationships are bound in the trust that is formed by people who share the absolute truth. (John 17:17)
- 3) Discipleship Relationships- The great commission calls us to make disciples. We value relationships that focus on maturing in Christ and making disciples. We believe discipleship happens best in the context of a relationship and as a congregation we acknowledge our need for accountable, transparent, discipleship relationships. (Matthew 28:19-20)
- 4) Effective Service- Christians are called to serve, and we value service in God's kingdom that is sacrificial, strategic and effective. We believe all Christians are called to serve with their spiritual gifts and as members of one body we are called to serve each other. (1 John 3:18)
- 5) Continual Prayer- We value prayer, and seek to pray continually. Everything we do as a Church must be shielded and empowered by prayer. Through prayer we discover the heart of God. (1 Thess. 5:17)
- 6) Radical Obedience- We can only begin to live like Jesus as we follow His model of radical obedience. We value obedience to God's Word and believe that as we obey Christ, we open the doors of His blessing in our lives, in our Church, and in the World. (Romans 6:17)
- 7) Family Focused- We value families. God himself designed the family as the primary place for development and growth. Healthy families provide the foundation for a healthy generation. In Christ we become part of God's family and live as brothers and sisters in Christ. (Col. 3:18-21)

- 8) Holy Spirit Led- Our desire as Children of God is to be led by the Holy Spirit. We joyfully acknowledge that we are gifted and empowered by the Holy Spirit, and seek to deny our flesh and live in the Spirit. (Romans 8:14)
- 9) Wholeness & Healing- We value the healing that God brings to lives that have been broken as a result of sin and the pattern of this world. We value supernatural healing of bodies, minds, and hearts in the Holy Spirit. God's desire is that we would be made whole as we overcome our hurts, habits and hang-ups. (Luke 4:18-19)
- 10) Mission Minded- Jesus gave us our mission; to make disciples. Our desire is to remain focused on the mission He gave us as we share the gospel with those in our church, our nation and the world. (2 Cor. 5:20)

Article III, Membership

Section 3.01, General

- 1) The New Testament presents a picture of definable groups of people who, once committed to the Lord, identified and committed themselves to a particular local body (Romans 16:1; I Corinthians 1:2; 2 Corinthians 8:1; Philippians 1:1; Acts 11:26). Therefore, Spring Hills Church has a formal membership in order to implement the principles of accountability and commitment to the local body of Christ as defined in the New Testament and practiced in the early church.
- 2) Membership in this body of believers shall consist of all persons who have met the qualifications for membership and have entered into covenant relationship with the rest of the church.

Section 3.02, Candidacy and Membership

- 1) Any person desiring membership in this church is encouraged to attend the membership classes where they can learn of the church's vision, hearing the Good News of Jesus Christ, and be given an opportunity to enter into covenant with the church. However, attending these classes is not mandatory for membership into Spring Hills. Any person desiring to become a member of the church shall give public evidence of commitment to Jesus and acceptance of His Lordship of their life. They shall give their testimony of salvation and believer's baptism to a pastor, elder, or small group leader. They shall sign a Membership Covenant and the pastor, elder, or small group leader shall sign-off on the Membership Covenant as a witness to their testimony.

Section 3.03, Methods for Admitting Members

- 1) By profession of faith in Christ as Savior and Lord and a public profession of that commitment through the testimony of New Testament baptism by immersion and the willingness to sign a Membership Covenant.
- 2) By transfer of membership from any other church of like faith and order and a willingness to sign a Membership Covenant.
- 3) Upon statement of faith that testifies of an authentic conversion experience followed by New Testament baptism by immersion and a willingness to sign a Membership Covenant.

Section 3.04, Membership Status

- 1) In an effort to accurately reflect the membership of the church, an active membership roll shall be maintained and periodically updated.

Section 3.05, Responsibilities of Membership

- 1) Protect the unity of Spring Hills Baptist Church by:
 - a) Acting in love toward other members;
 - b) Refusing to gossip; and
 - c) Following the leadership.
 - i) Romans 14:19 – “So let us concentrate on the things which make for harmony and on the growth of our fellowship together.”
 - ii) Hebrews 13:17 – “Obey your leaders and submit to their authority. They keep watch over you as men who must give an account. Obey them so their work will be a joy, not a burden, for that would be no advantage to you.”
- 2) Share the responsibility of Spring Hills Baptist Church by:
 - a) Praying for its growth and development;
 - b) Inviting unchurched friends to attend; and
 - c) Warmly welcoming those who visit.
 - i) Romans 15:7 -- “Warmly welcome each other into the church, just as Christ has warmly welcomed you; then God will be glorified.”
 - ii) 1 Thessalonians 1:2 -- “(To the church)...we always thank God for you and pray for you constantly.”

- 3) Serve the ministry of Spring Hills Baptist Church by:
 - a) Discovering personal gifts and talents;
 - b) Becoming equipped for ministry; and
 - c) Developing a servant's heart.
 - i) 1 Peter 4:10 – “Serve one another with the particular gifts God has given each of you . . .”
 - ii) Philippians 2:4-6 – “Each of you should look not only to your own interests, but also to the interests of others. Your attitude should be the same as that of Christ Jesus: Who, being in the very nature God, did not consider equality with God . . . (taking on the very nature of a servant) ...”

- 4) Support the testimony of Spring Hills Baptist Church by:
 - a) Attending faithfully;
 - b) Living a godly life; and
 - c) Giving regularly through tithes and offerings.
 - i) Hebrews 10:25 -- “Let us not give up meeting together...but let us encourage one another.”
 - ii) I Corinthians 16:2 -- “On every Lord’s Day each of you should put aside something from what you have earned during the week, and use it for the offering. The amount depends on how much the Lord has helped you earn...”

Section 3.06, Termination of Membership

- 1) Death
- 2) By transfer of membership to another church.
- 3) By personal request of the member.
- 4) By unanimous decision of the Elders that a member’s conduct persistently violates biblical instruction and the spirit of the Church Membership Covenant in such a way that the member hinders the influence of the church in the community and the church fellowship and the due process of Section 3.07 has been followed.

Section 3.07, Discipline of Members

- 1) The purpose of church discipline is to glorify God by maintaining: 1) purity in the church; 2) protecting the believer by deterring sin; and 3) promoting the spiritual welfare of the offending believer by calling him or her to return to biblical standards of doctrine and conduct.

- 2) Members and all other professing Christians who regularly attend or fellowship with Spring Hills Baptist Church who err in biblical doctrine or conduct shall be subject to discipline according to Matthew 18:15-18. Following is the process by which such discipline shall be conducted.

- a) It shall be the duty of any church member who has knowledge of the erring person's unbiblical beliefs or misconduct to warn and to correct the erring person in private, keeping the matter confidential, and only after much prayer, seeking his or her repentance and restoration. If the erring person does not heed this warning; then,
- b) The warning member shall again go to the erring person accompanied by at least one witness, preferably two, to warn and correct the erring person, seeking his or her repentance and restoration. If the erring person still refuses to heed this warning; then,
- c) The Elders will appropriately investigate any allegation brought by one church member against another. If these allegations are warranted, two more Elders will contact the erring person and seek his or her repentance and restoration. If the erring person refuses to be restored, the matter will be presented to the entire Council of Elders, who will act to protect the church in accordance with Matthew 18 and other related scriptures. However, even at this point, all parties concerned will continue to pray for the restoration of the erring person.
- d) Any member dismissed by the Council of Elders, who subsequently corrects his or her error and returns to living in accordance with the Membership Covenant, may be restored by the Council of Elders according the spirit of 2 Corinthians 2:7-8.

Section 3.08, Grievances

- 1) Following the principles outlined in Section 3.07, any member who harbors disagreement about any policy or procedure promoted by the church or its leadership should, as a first step, prayerfully and privately approach the leadership. This may be done:
 - a) Through an informal consultation with an Elder;
 - b) By means of a signed letter to the Council of Elders; or
 - c) Meeting with the Council of Elders at the church member's request. These steps should be taken prior to any public discussion of the issue so as to help the leadership more effectively minister to the church and to help avoid discord and disunity within the church. The church leadership will receive and prayerfully address any complaint thus presented; seeking to resolve all problems in a manner which best serves the church and maintains the integrity of the church's testimony.

Section 3.09, Property

- 1) Members have no ownership rights in the church's property. No member shall upon termination of membership be entitled to any interest or assets of Spring Hills Baptist Church.

Article IV: Membership Meetings

Section 4.01, Place

- 1) Meetings of the members shall be held at the principal office of the church or at any other place the Elders may designate.

Section 4.02, General Meetings

- 1) There shall be an annual meeting of Spring Hills Baptist Church at least forty-five (45) days prior to the end of its fiscal year at which time the Council of Elders shall provide detailed presentations of the activities of the church during the previous year. They shall discuss issues, events, and activities that are anticipated for the coming year and present for approval, an annual operating budget and other proper business that needs to be conducted at this meeting.

Section 4.03, Special Meetings

- 1) The Council of Elders may call special meetings at any time for any purpose by giving notice to the members in accordance with Section 4.04 of this Article.

Section 4.04, Notice Requirements for Membership Meetings

- 1) Whenever a requirement for membership action arises, notice shall be given no less than two weeks prior to the meeting. Notification of membership meetings shall be given in as many of the following manners, as well as others, as are deemed practical and reasonable.
 - a) Oral announcement to the congregation at regularly scheduled worship services.
 - b) Distribution of written material to congregation at the regularly scheduled worship services.
 - c) Announcement of the meeting in the church publications and those produced electronically.

Section 4.05, Quorum and Majority

All members will be notified electronically two weeks prior to the membership meeting advising of the date and time(s) the items to be voted upon will be discussed before the congregation. The notice will also include the pertinent information relative to the matters that will be given consideration for vote by the membership. Ballots will be distributed electronically to all members of record on the last business day prior to the official business meeting date. A specific deadline and instructions will be given for the return of the ballot by the members. Paper ballots will be made available to be picked up by a member in the church office during the week prior to the meeting.

A simple majority of the ballots returned by the deadline shall constitute affirmation of the Council of Elder's decision of the matter. The only exception is amendments to the Bylaws, which shall require two-thirds of the returned ballots to affirm the Council of Elder's recommendations.

Section 4.06, Matters to be Considered

- 1) The Council of Elders must secure the affirmation and/or ratification of the Spring Hills Baptist Church congregation regarding:
 - a) Selection, rebuke, or dismissal of the Senior Pastor.
 - b) Selection, rebuke or dismissal of any member of the Council of Elders.
 - c) Annual operating budget of Spring Hills Baptist Church.
 - d) Selection of any additional pastoral staff.
 - e) Merger or dissolution of Spring Hills Baptist.
 - f) Change of denominational affiliation of the church or a change in the relationship of the church with its ministries.
 - g) Amendments to the Bylaws of Spring Hills Baptist Church.
 - h) Encumbering or burdening the church related to Spring Hills Baptist Church or any affiliate ministries' debt or properties.
 - i) Other matters which the Council of Elders feels led to seek input from the church membership.

Section 4.07, Rules of Order

- 1) Except where these Bylaws state otherwise, Robert's Rules of Order shall be the accepted pattern for the transaction of church business. The Nominating Committee of the church shall nominate a Moderator for all church meetings. In the absence of the Moderator, the Senior Pastor will serve as Moderator. The Church Clerk will be responsible for recording the minutes of the meetings, which shall include who presided over the meeting and a summary of actions taken in sufficient detail to clearly describe what was discussed and agreed upon to avoid any subsequent disputes.
- 2) Church meetings, as defined in Sections 4.02 and 4.03, are open to any church member or visitor desiring to attend. Visitors and nonmembers shall be offered an opportunity to leave before the meetings commence if and when appropriate. Only Spring Hills Baptist Church members are eligible to vote.

Article V, Organizational and Leadership Structure

Philosophy:

Guarded by the Elders – Guided by the Staff – Gifted through the Members

Section 5.01, Council of Elders

- 1) **General Scope**: Spring Hills Baptist Church, being a church committed to the teachings of the Bible, seeks to establish an organizational structure in keeping with the biblical model of a plurality of leadership. The Council of Elders will consist of the Senior Pastor plus a minimum of six (6) and up to ten (10) men elected from the congregation.
- 2) **Purpose**: The Elders function primarily as *discerners* and *guardians* of Spring Hills Baptist Church operating in mutual accountability. They are not expected to oversee specific projects or ministry areas in their capacity as Elders. They function as overseers for the entire ministry of the church. The Elders evaluate the effectiveness and direction of the church ministry according to three criteria:
 - a) The church's mission and vision: To honor God by being a body of transformed disciples of Jesus Christ who are seeking, through every possible means, to help others be transformed through the power of God.
 - b) The church's resources: a) The time, talents, and treasures of our people; b) Our fiscal assets; and c) Our opportunities.
 - c) The church's faith: Set forth in Article 4.05.
- 3) Elders do not determine programming. This responsibility falls to the Pastoral Staff. However, the Elders are responsible for evaluating programming based on its appropriateness and effectiveness in furthering the overall mission and vision of Spring Hills Baptist Church.
- 4) The Council of Elders will meet on at least a monthly basis or not less than ten (10) times per year.
 - a) Qualifications:
 - b) Above reproach (I Timothy 3:2; Titus 1:6)
 - c) Faithful to his wife (I Timothy 3:2; Titus 1:6)
 - d) Temperate (I Timothy 3:2) Self-Controlled (Titus 1:8)
 - e) Prudent (I Timothy 3:2) Sensible (Titus 1:8)
 - f) Respectable (I Timothy 3:2)
 - g) Hospitable (I Timothy 3:2; Titus 1:8)
 - h) Able to teach (I Timothy 2:2) Able to exhort in sound doctrine and refute those who contradict (Titus 1:9)
 - i) Not addicted to wine (I Timothy 3:3; Titus 1:7)
 - j) Not contentious (I Timothy 3:3; Titus 1:7)
 - k) Free of materialism (I Timothy 3:3)
 - l) Honest (Titus 1:7)

- m) Well managed family life (I Timothy 3:4)
- n) Mature Christian (I Timothy 3:6)
- o) Good reputation outside the church (I Timothy 3:7)
- p) Not self-willed (Titus 1:7)
- q) Not quick-tempered (Titus 1:7)
- r) Loves what is good (Titus 1:8)
- s) Just (Titus 1:8)
- t) Devout (Titus 1:8)

5) Authority

- a) The Council of Elders has ultimate authority over all matters concerning the overall vision, direction and focus of Spring Hills Church. The exception to this authority is stated in Article 4, Section 4.05 which details matters on which the congregation votes. Unless otherwise specified in these Bylaws, anything voted on by the Council of Elders requires a unanimous vote of all those attending in order to pass. A quorum of three-fourths must be present and voting at the time any vote is taken.
- b) There are nine (9) decisions that the Elders do not make without membership approval at the Annual Business Meeting or a Special Meeting according to Section 4.06.

6) Election and Service

- a) The Elders shall operate on a rotational term of three (3) years.
- b) An Elder may be considered for a second term of three years on completion of his first term or after a one-year rest from his two consecutive three year terms.
- c) An Elder who is willing to serve a consecutive term, after approval by the Elders, would be recommended to the Nominating Team for consideration and possible re-election by the congregation.
- d) Annually each member of the church will be given the opportunity to nominate any man who is a member of the church, as a candidate for Elder.
 - (1) Their evaluation will include an interview with Nominating Team Members and a background check.

Section 5.02, Deacons

1) General Scope

- a) The function of deacons will be carried out through the Small Group Ministry of the church as opposed to establishing an “office” of deacon.

Section 5.03, Pastoral Staff

1) Senior Pastor

- a) The Senior Pastor will be the primary spiritual leader and primary communicator of the vision of Spring Hills Baptist Church to Elders, staff, congregation and

community at large. He will partner with the Elders in leading the church to fulfill the Great Commission and the Great Commandment. He is expected to give himself to the Word of God and prayer, seeking the mind of God for Spring Hills Baptist Church.

2) Associate Pastors

- a) The church calls other ministers to serve. These pastors are empowered to act on their own within their specified ministry area and within the constraints of budget and authority specified in their job descriptions. They are directly supervised by the Senior Pastor.
 - b) Position descriptions will be written as needs are determined. When a pastoral position is to be filled, the Senior Pastor, in collaboration with the Council of Elders, will initiate a search for the individual to whom God leads to recommend to the church for affirmation.
- 3) The purpose of the Pastoral Staff is to determine programming, give vision to the various ministries of the church, and oversee day-to-day operations.
- 4) All pastoral staff is required to meet the qualifications of 1 Timothy 3:1-7 and Titus 1:5-9.

Section 5.04, Stewardship and Personnel Team

1) Responsibilities and Function

- a) The Stewardship and Personnel Team is accountable to the Elders in all matters relating to the financial and personnel matters of Spring Hills Baptist Church.
- b) The primary function of the Stewardship and Personnel Team is to ensure the financial health of Spring Hills Baptist Church, establish personnel policies and procedures, establish salaries, recommend annual operating budget to the Council of Elders, and review the financial reports of all affiliate ministries.
- c) The team shall oversee and arrange for a regular schedule of independent audits of all financial records and books for Spring Hills and all its affiliate ministries.

2) Election and Service

- a) The Personnel and Stewardship Team will be nominated by the Nominating Team to the church for election.
- b) The team shall be composed of six (6) persons, plus the Senior Pastor, Church Administrator, Financial Secretary and the Church Treasurer. Chairperson of the team will be elected by the six voting members.
- c) Members shall serve initially on a rotational basis of three-year, two-year, and one-year terms and shall be nominated to the church for election by the Nominating Team.
- d) No employee of Spring Hills Baptist Church, Granville Christian Academy or Sonshine School or an immediate family member of an employee of Spring Hills Baptist Church, Granville Christian Academy, or Sonshine School shall be eligible for election to the Stewardship and Personnel Team.

Section 5.05, Granville Christian Academy Board

- 1) The Council of Elders shall appoint one member of the Board of Directors of GCA. The appointed person shall be subject to the Bylaws and other organizational documents governing GCA with respect to their membership on the GCA Board of Directors.

Section 5.06, Nominating Team

- 1) Responsibilities and Function
 - a) It is the responsibility of the Nominating Team to prepare and present to the members of the church at the annual meeting a slate of candidates for Nominating Team, Stewardship and Personnel Team, Moderator, Church Clerk, Treasurer and Financial Secretary. (See section 5.01E for Elder's election process.)
 - (1) The slate of all candidates shall be published two weeks prior to the date of the annual meeting.
- 2) Election and Service
 - a) The Nominating Team shall consist of six (6) persons and shall be elected by vote of the church at the annual meeting.
 - b) Candidates for Nominating Team shall be nominated by the Board of Elders.

Section 5.07, Missions Ministry Team

- 1) Responsibilities and Function
 - a) The Missions Ministries Team will oversee the church missions' ministries.
 - b) They shall establish an annual missions budget to submit to the Stewardship and Personnel Team.
 - c) They will organize, direct, and coordinate any special offerings related to missions and mission opportunities.
 - d) They will annually evaluate the missions and missionaries the church is supporting and determine support and involvement each year.
 - e) They will communicate regularly with our mission points and missionaries and keep the church aware of needs and prayer requests.
 - f) They will interview individuals and evaluate new opportunities requesting missions support to determine God's will and the level of support to be provided.

Section 5.08, Pastor Search Team

- 1) Responsibilities and Function
 - a) In the event of a vacancy in the Senior Pastor position, the Council of Elders shall nominate a slate of fourteen (14) persons to the church, from which the church will elect seven (7) members who shall serve the church as the Pastor Search Team.
- 2) Election and Service
 - a) The seven (7) members shall be elected by the church membership at a special church meeting called by the Council of Elders.
 - b) The Moderator shall be an ex-officio, non-voting member of the Pastor Search Team.
 - c) The Pastor Search Team shall select its own Chairperson and Secretary.
 - d) The Pastor Search Team shall recommend a candidate to the Council of Elders. The Council of Elders, in cooperation and collaboration with the Pastor Search Team shall recommend the candidate to the church.
 - e) The Council of Elders and the Pastor Search Team shall plan a weekend in which the candidate will speak and interact with as many groups as the Elders and Pastor Search Team feel are necessary for the church to get to know him and his family.
 - f) In Advance of the candidate coming for a candidate weekend, the Pastor Search Team in collaboration with the Council of Elders will finalize a written agreement between the church and the candidate covering such matters as salary, vacation, retirement, and moving arrangements.
 - g) Church members will be asked to vote by secret ballot after every service in which the candidate speaks during the candidate weekend, but results will not be announced until all the ballots have been tallied, after the last service of the weekend.
 - h) The candidate is considered called when he is elected by an 80 percent margin.

Section 5.09, Officers

- 1) Moderator
 - a) The Moderator shall be or have been an elder and shall preside at all special member meetings and the annual meeting of the membership.
 - b) He shall ensure that minutes are kept by the Church Clerk at all membership meetings.
 - c) He shall be responsible to ensure that all records and minutes of meetings are passed between successive officers.
- 2) Church Clerk
 - a) It is the Church Clerk's responsibility to keep an accurate record of the proceedings at all church membership meetings.

- 3) Treasurer
 - a) The Treasurer or their representative shall, with the cooperation of the Stewardship and Personnel Team, in accountability to the Council of Elders:
 - i) Keep an accurate record of all receipts and disbursements;
 - ii) Have a steward responsibility over all church monies;
 - iii) Disperse monies in accordance with the annual operating budgets of the church or upon authorization of the church or Council of Elders in cooperation with the Stewardship and Personnel Team as well; and
 - iv) Maintain records and accounting according to accepted bookkeeping practices, maintaining the strictest confidentiality.
- 4) Financial Secretary
 - a) The financial Secretary, with the cooperation and supervision of the Stewardship & Personnel Team shall receive and record all monies received from all sources for Church purposes; deposit the receipts to the credit of the Church on a weekly basis; prepare a report on a monthly basis for submission to the Stewardship & personnel team; and prepare and send annual statements of giving to each contributor.

Section 5.10, Sonshine Preschool Ministry Team

- 1) The Senior Pastor shall serve on the Board of Directors of Sonshine School. The Senior Pastor shall be subject to the Bylaws and other organizational documents governing Sonshine School with respect to their membership on the Sonshine Board of Directors.

Article VI, Indemnification of Agents

Section 6.01, Definitions

- 1) Agent – means any person who is or was an Elder, Director, leadership team member, Officer, employee or other agent of the church, or is or was serving at the request of the Church as an Elder, Director, leadership team member, Officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was an Elder, Director, leadership team member, Officer, employee of a foreign or domestic corporation that was a predecessor corporation of the church or of another enterprise at the request of such predecessor corporation.
- 2) Proceeding – means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- 3) Expenses – include, without limitation, all attorneys' fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of

his position or relationship as agent and all attorneys' costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 6.02, Successful Defense by Agent

- 1) To the extent that an agent of the church has been successful on the merits in the defense of any proceeding referred in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against any expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 6.03, 6.04, and 6.05 of this Article shall determine whether the agent is entitled to indemnification.

Section 6.03, Actions Brought by Persons Other than the Church

- 1) Subject to the required findings to be made pursuant to Section 6.05 below, the church shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of, the church, to procure judgment on it's favor, an action brought under State or Federal law, by reason of the fact that such person is or was an agent of the church for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 6.04, Action Brought by or on Behalf of the Church

- 1) Claims Settled Out of Court:
 - a) If any agent, without court approval, settles or otherwise disposes of a threatened or pending action brought by or on behalf of the church, the agent shall receive no indemnification for either amount paid pursuant to the terms of the settlement or any other disposition for any expenses incurred in defending against the proceeding.
- 2) Threatened, Pending, or Completed Actions Against Agent:
 - a) The church shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the church or brought under State or Federal law, to procure a judgment in its favor, by reason of the fact that the person is or was an agent of the church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:
 - (1) The determination of good faith conduct required by Section 6.05, must be made in the manner provided in that section; and
 - (2) Where the agent has actually been adjudged liable to the church in the performance of such person's duty to the church, unless, and only to the extent that the court in which such proceeding is or was pending, shall, upon application; determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the

expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 6.05, Determination of Agent's Good Faith Conduct

- 1) The indemnification granted to an agent in Sections 6.03 and 6.04 of this Article is conditioned on the following:
 - a) Required Standard of Conduct
 - i) The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner believed to be in the best interest of the church, and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the church or that he had a reasonable cause to believe his conduct was unlawful. In the case of a criminal proceeding, the person must have had a reasonable cause to believe that his conduct was unlawful.
 - b) Manner of Determination of Good Faith Conduct
 - i) The determination that the agent did act according to the above standard of conduct shall be made by:
 - (1) The Council of Elders by unanimous vote of a quorum consisting of Elders who are not parties to the proceedings; or
 - (2) Approval of the church members, with the persons to be indemnified not being entitled to vote thereon; or
 - (3) The court which the proceeding is or was pending. Such determination may be made on application brought by the church or agent or attorney or other person rendering a defense to the agent whether or not the church opposes the application by the agent, attorney or other person.

Section 6.06, Limitations

- 1) No indemnification or advance shall be made under this Article, except as provided in Sections 6.02 and 6.05, in any circumstances when it appears:
 - a) That the indemnification or advance would be inconsistent with the provision of the Bylaws, a resolution of the Council of Elders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- b) That the indemnification would be inconsistent with any condition expressly imposed by a court approving a settlement.

Section 6.07, Advance of Expenses

- 1) Expenses incurred in defending any proceedings may be advanced by the church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is ultimately determined that the agent is entitled to be indemnified as authorized in this Article.

Section 6.08, Insurance

- 1) The Council of Elders may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the church against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the church would have the power to indemnify the agent; provided, however, that the church shall have no power to purchase and maintain such insurance to indemnify any agent of the church for violation of State or Federal laws.

Article VII: Ordaining, Licensing, and Commissioning

Section 7.01, Ordaining and Licensing of Ministers

- 1) Any present or former member of the church serving in ministry at another location, who gives evidence of God's calling into ministerial work may be licensed or ordained by Spring Hills Baptist Church to the ministry of the Gospel of Jesus Christ. The Council of Elders shall interview the candidate to confirm his faith, Christian experience, and calling. If the Elders are convinced of the candidate's qualifications and calling, the Council of Elders may proceed with licensing and/or ordination.

Section 7.02, Commissioning of Missionaries

- 1) Spring Hills Baptist Church may commission any present or former member who believes God is calling him or her to missionary service. The Missions Team shall interview the candidate to confirm his faith, Christian experience, and calling. Upon being convinced of the candidate's qualifications and calling, the Missions Team shall present the candidate to the Council of Elders for affirmation.

Article VIII, Fiscal Year

- 1) The fiscal year of Spring Hills Baptist Church shall begin on January 1 and end on December 31 of each year.

Article IX, Fiscal Responsibilities

Section 9.01, Accounts, Books and Records

- 1) Spring Hills Baptist Church shall maintain adequate and accurate books and records of Accounts (financial records, written records of proceedings of its members, Council of Elders, all ministry teams, staff, and task forces; records of the membership of the church, setting forth the members' names and addresses; contributions records of contributors. All such records shall be kept at its principal place of business or a place approved by the Council of Elders. The Council of Elders shall oversee the adequacy and accuracy of these records and shall arrange regular, but not less than every 3rd year, an independent audit of such records to confirm the same. On the years a complete financial audit is not performed, an abbreviated review of key process should be performed by an external audit firm or by the Treasurer and a sub-committee approved by the S&P Committee. Secondary copies shall be kept in a secure location off-site in case of disaster recovery.
 - i) Key Processes
 - (1) Offering
 - (2) Accounts Payable / Purchasing
 - (3) Loan Covenants
 - (4) Human Resources

Section 9.02, Organizational and Policies and Procedures Manuals

- 1) Manuals shall be prepared and maintained as a guide to all who serve in leadership positions at Spring Hills Baptist Church and information for Spring Hills' members. Their purpose shall be to aid in the efficient and effective functioning of individuals and groups to optimize the fulfillment of Spring Hills' mission and purpose.
- 2) The Council of Elders reserves the right to modify, supplement, rescind, or revise any of the manuals' information, except the by-laws, as they see necessary and appropriate as so led by the Lord and Savior Jesus Christ, who is the Head of this body of believers, Spring Hills Baptist Church.
- 3) The Church Administrator shall be responsible for maintaining manuals with copies available in the church office for inspection by church members. Following are the lists of the sections for each manual.
 - i) Organizational Manual
 - (a) Section I Bylaws
 - (b) Section II Organizational Charts of Leadership & Ministry
 - (c) Section III Leadership Position Descriptions
 - (d) Section IV Ministry Descriptions
 - ii) Policies and Procedures Manual
 - (a) Section I Leadership and Management
 - (b) Section II Personnel
 - (c) Section III Financial
 - (d) Section IV Facilities

- (e) Section V General Administration
- (f) Section VI Ministry

Section 9.03, Inspection of Records, Reports and Documentation

- 1) Active members of Spring Hills Baptist Church shall have the absolute right, at any reasonable time, to inspect all records, reports, and documentation, except contribution records or records of confidential nature such as personnel records. Members shall have the right to inspect the physical properties of Spring Hills Baptist Church.

Article X, Statement of Faith

1) Preamble

- a) In essential beliefs – we have unity -- “There is one Body and one Spirit...one Lord, one faith one baptism, one God and Father of all...” Ephesians 4:4-6
- b) In non-essential beliefs – we have liberty -- “Accept him whose faith is weak, without passing judgment on disputable matters. Who are you to judge someone else’s servant? To his own master he stands or falls...So then, each of us will give an account of himself to God. So whatever you believe about these things keep between yourself and God...” Romans 14:1, 4, 12, 22
- c) In all our beliefs – we show love -- “If I have the gift of prophecy and can fathom all mysteries and all knowledge, and I have faith that can move mountains, but have not love, I am nothing.” I Corinthians 13:2

2) Essential Beliefs

- a) About God: We believe that God exists eternally as the one true and living God and that He manifests Himself in three persons...God the Father, God the Son, and God the Holy Spirit. (Matthew 28:19; I Peter 2:2; 2 Corinthians 13:14; Psalm 90:2; Genesis 1:1, 26, 27, 3:22)
- b) About Jesus Christ (Son of God): We believe that Jesus Christ was born of a virgin, was crucified, buried, and rose bodily from the grave and will come again to this world to reign in righteousness. (Luke 1:30-35; John 14:6; I Thessalonians 4:16-17)
- c) About the Holy Spirit: We believe that a person is baptized by the Holy Spirit into the Body of Christ at the time of conversion; this baptism and subsequent fillings result in a believer being filled and supernaturally empowered for service through spiritual gifts. (I Corinthians 12:13; Romans 8:9-17; John 16:7-13; Ephesians 5:18; Galatians 5:25; John 14:16-17)
- d) About the Bible: We believe that the Bible is our supreme authority, and it is sufficient as our only rule of faith and practice. The Bible is God’s Word to us. It was written by human authors under the supernatural guidance of the Holy Spirit and it is truth without any mixture of error. (I Timothy 3:16; Hebrews 4:12; Revelation 22:19; Proverbs 30:5; Psalm 119:105, 160; 2 Peter 1:20-21)
- e) About Salvation: We believe that forgiveness of sin, salvation, and new life is made possible by the death of Jesus Christ on the cross. This salvation is by grace, through faith, and by the appropriation of the shed blood of Jesus Christ. (Romans 6:23; Ephesians 2:8-9; John 14:6; John 1:12; Titus 3:5; Galatians 3:26; Romans 5:2)
- f) About Eternity: We believe there shall be a resurrection of the saved to eternal life in heaven and a resurrection of the unsaved to eternal punishment in hell. Because God gives us eternal life through Jesus Christ, the true believer is secure in that salvation for eternity. (John 3:16; John 5:11-13; John 10:29; Romans 6:23)