



Constitution and Bylaws

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CONSTITUTION

PREAMBLE

For the preservation and security of the principles of our faith, and to the end that this congregation may be governed in an orderly manner consistent with preserving the liberties inherent in each individual member of this congregation and the freedom of action of this body with respect to its relation to other bodies of the same faith, we do declare and establish this constitution.

ARTICLE 1. NAME

This congregation shall be known as the Franconia Baptist Church. The mailing address is 5912 Franconia Road, Alexandria, Virginia 22310.

ARTICLE 2. PURPOSES

This Church exists by the grace of God and for the glory of God, which shall be the ultimate purpose in all its activities:

Worship - This Church will emphasize the importance of participation in public worship services including the administration of the ordinances of baptism and the Lord's Supper (John 4:24; Heb. 10:24-25).

Mission - This Church endeavors to make disciples of Jesus Christ of as many people as the Lord allows within our community, within our country, and throughout the world (Matt. 28:18-20; Acts 1:8, 2 Pet. 3:9).

Discipleship - This Church will encourage its members to develop toward full Christian maturity and equip them through Bible instruction and study so that they might make other disciples by utilizing the gifts that God has given them for ministry and fostering Christian families (Eph. 4:11-13; Matt. 18:20; 2 Tim. 2:2).

Ministry - This Church will serve unselfishly, in Jesus' name, to help meet the physical, emotional, and spiritual needs of our Church, community, and world, with the goal of meeting their spiritual need of salvation by faith in Jesus Christ (1 Pet. 4:10-11; Matt. 25:34-40; 1 Thess. 5:11; Gal. 5:13).

Fellowship - This Church will share our lives with each other by continually encouraging, supporting, and praying for one another (1 John 1:7; Acts 2:42-47; Heb. 10:24-25; Rom. 15:5,7; John 13:34-35)

ARTICLE 3. STATEMENT OF FAITH

We affirm the statements of the Baptist Faith and Message as adopted by the Southern Baptist Convention on June 14, 2000 as a general statement of our faith and adopt the following specific doctrinal positions.

SECTION 1. OF THE SCRIPTURES

We believe that the Holy Bible was written by men divinely inspired, and is a perfect treasure of heavenly instruction; that it has God for its author, salvation for its end, and truth without any mixture of error for its matter; that it reveals the principles by which God will judge us; and therefore is, and shall remain to the end of the world, the true center of Christian union and the supreme standard by which all human conduct, creeds, and opinions should be tried.

SECTION 2. OF THE TRUE GOD

We believe that there is one, and only one, living and true God, an infinite, intelligent Spirit, whose name is Yahweh, the Maker and Supreme Ruler of Heaven and Earth; inexpressibly glorious in holiness, and worthy of all possible honor, confidence, and love; that in the unity of the Godhead there are three persons, the Father, the Son, and the Holy Spirit; equal in every divine perfection, and executing distinct and harmonious offices in the great work of redemption.

SECTION 3. OF THE FALL OF MAN

We believe that man was created in holiness, under the law of his Maker; but by voluntary transgression fell from that holy and happy state; in consequence of which all mankind are now sinners, not by constraint, but choice; being by nature utterly void of that holiness required by the law of God, positively inclined to evil; and therefore under just condemnation to eternal ruin, without defense or excuse.

SECTION 4. OF THE WAY OF SALVATION

We believe that the salvation of sinners is wholly of grace, through the mediatorial offices of the Son of God; who, by the appointment of the Father, freely took upon him our nature, yet without sin; honored the divine law by his personal obedience, and by his death made a full atonement for our sins; that having risen from the death, he is now enthroned in heaven; and uniting in his wonderful person the tenderest sympathies with divine perfections, he is every way qualified to be a suitable, a compassionate, and an all-sufficient Savior.

SECTION 5. OF JUSTIFICATION

We believe that the great gospel blessing that Christ secures to such as believe in him is Justification; that Justification includes the pardon of sin, and the promise of eternal life on

principles of righteousness; that it is bestowed, not in consideration of any works of righteousness that we have done, but solely through faith in the Redeemer's blood; by virtue of which, faith, his perfect righteousness, is freely imputed to us of God; that it brings us into a state of most blessed peace and favor with God, and secures every other blessing needful for time and eternity.

SECTION 6. OF THE FREENESS OF SALVATION

We believe that the blessings of salvation are made free to all by the gospel; that it is the immediate duty of all to accept them by a cordial, penitent, and obedient faith; and that nothing prevents the salvation of the greatest sinner on earth, but his own inherent depravity and voluntary rejection of the gospel; which rejection involves him in an aggravated condemnation.

SECTION 7. OF GRACE IN REGENERATION

We believe that, in order to be saved, sinners must be regenerated, or born again; that regeneration consists in giving a holy disposition to the mind; that it is effected in a manner above our comprehension by the power of the Holy Spirit, in connection with divine truth, so as to secure our voluntary obedience to the gospel; and that its proper evidence appears in the holy fruits of repentance, faith, and newness of life.

SECTION 8. OF REPENTANCE AND FAITH

We believe that Repentance and Faith are sacred duties and also inseparable graces, wrought in our souls by the regenerating Spirit of God; whereby being deeply convinced of our guilt, danger, and helplessness, and of the way of salvation by Christ, we turn to God with unfeigned contrition, confession, and supplication for mercy; at the same time heartily receiving the Lord Jesus Christ as our Prophet, Priest, and King, and relying on him alone as the only and all-sufficient Savior.

SECTION 9. OF GOD'S PURPOSE OF GRACE

We believe that Election is the eternal purpose of God, according to which he graciously regenerates, sanctifies, and saves sinners; that being perfectly consistent with the free agency of man, it comprehends all the means in connection with the end; that it is a most glorious display of God's sovereign goodness, being infinitely free, wise, holy, and unchangeable; that it utterly excludes boasting, and promotes humility, love, prayer, praise, trust in God, and active imitation of his free mercy; that it encourages the use means in the highest degree; that it may be ascertained by its effects in all who truly believe the gospel; that it is the foundation of Christian assurance; and that to ascertain it with regard to ourselves, demands and deserves the utmost diligence.

SECTION 10. OF SANCTIFICATION

We believe that Sanctification is the process by which, according to the will of God, we are made partakers of his holiness; that it is a progressive work; that it is begun in regeneration; and that it is carried on in the hearts of believers by the presence and power of the Holy Spirit, the Sealer and Comforter, in the continual use of the appointed means--especially the Word of God, self-examination, self-denial, watchfulness, and prayer.

SECTION 11. OF THE PERSEVERANCE OF THE SAINTS

We believe that such only are real believers as endure unto the end; that their persevering attachment to Christ is the grand mark, which distinguishes them from superficial professors; that a special Providence watches over their welfare; and they are kept by the power of God through faith unto salvation.

SECTION 12. OF THE HARMONY OF THE LAW AND GOSPEL

We believe that the Law of God is the eternal and unchangeable rule of his moral government; that it is holy, just, and good; and that the inability that the Scriptures ascribe to fallen men to fulfill its precepts arises entirely from their love of sin; to deliver them from which, and to restore them through a Mediator to unfeigned obedience to the holy Law, is one great end of the Gospel, and of the means of grace connected with the establishment of the visible Church.

SECTION 13. OF A GOSPEL CHURCH

We believe that a visible Church of Christ is a congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; observing the ordinances of Christ; governed by his laws, and exercising the gifts, rights, and privileges invested in them by his Word; that its only scriptural officers are Elders or Pastors, and Deacons, whose qualifications, claims, and duties are defined in the Epistles to Timothy and Titus.

SECTION 14. OF BAPTISM AND THE LORD'S SUPPER

We believe that Christian Baptism is the immersion in water of a believer, into the name of the Father, and Son, and Holy Spirit; to show forth, in a solemn and beautiful emblem, our faith in the crucified, buried, and risen Savior, with its effect in our death to sin and resurrection to a new life; that it is prerequisite to the privileges of a Church relation; and to the Lord's Supper, in which the members of the Church, by the sacred use of bread and the cup, are to commemorate together the dying love of Christ; preceded always by solemn self-examination.

SECTION 15. OF CIVIL GOVERNMENT

We believe that civil government is of divine appointment, for the interests and good order of human society; and that magistrates are to be prayed for, conscientiously honored and obeyed; except only in things opposed to the will of our Lord Jesus Christ, who is the only Lord of the conscience, and the Prince of the kings of the earth.

SECTION 16. OF THE RIGHTEOUS AND THE WICKED

We believe that there is a radical and essential difference between the righteous and the wicked; that such only as through faith are justified in the name of the Lord Jesus, and sanctified by the Spirit of our God, are truly righteous in his esteem; while all such as continue in impenitence and unbelief are in his sight wicked, and under the curse; and this distinction holds among men both in and after death.

SECTION 17. OF THE WORLD TO COME

We believe that the end of the world is approaching; that at the last day Christ will descend from heaven and raise the dead from the grave to final retribution; that a solemn separation will then take place; that the wicked will be adjudged to endless punishment, and the righteous to endless joy; and that this judgment will fix forever the final state of men in heaven or hell, on principles of righteousness.

SECTION 18. OF COOPERATION

The Church voluntarily cooperates with the Southern Baptist Convention through the Southern Baptist Conservatives of Virginia for the presentation and propagation of the faith. The Church affirms The Baptist Faith and Message as adopted by the Southern Baptist Convention (2000).

ARTICLE 4. AMENDMENTS

This Constitution may be amended by a three-fourths (3/4) vote of the Congregation at any regular or special business meeting. All proposed amendments shall be sent to the membership and announced from the pulpit at a worship meeting two successive Sundays prior to such vote.

APPROVED, PASSED AND ADOPTED by Franconia Baptist Church on this 22nd day of October, 2017.

Marcy B. Vaughn
Secretary

BYLAWS

ARTICLE 1. GOVERNANCE

Franconia Baptist Church (“Church”) is a cooperating member of the Southern Baptist Convention. The Church operates under a congregational form of government. Governing authority rests exclusively in the local body and is exercised by the assembly of voting members in member meetings.

ARTICLE 2. MEMBERSHIP

SECTION 1. QUALIFICATIONS

To qualify for membership in this Church, a person must

- (a) be a believer in Jesus Christ who gives evidence of regeneration;
- (b) be baptized in obedience to Christ, following his or her regeneration;
- (c) wholeheartedly believe in the Christian faith as revealed in the Bible;
- (d) affirm the teachings of scripture as expressed in the Statement of Faith; and
- (e) promise to keep the commitments expressed in the Membership Covenant.

After meeting the qualifications for Church membership, applicants shall be recommended by an elder for admission and accepted by vote of the members at any members’ meeting, special business meeting, or annual business meeting, and shall at that point relinquish their membership in any other churches.

SECTION 2. ASSOCIATE MEMBERSHIP

Students and other temporary residents who are members of a like-minded church may apply for associate membership. Qualifications are identical to those for full membership as set out above, except that home church membership must be retained. A letter of recommendation will be sought from the applicant’s home church. Duties and privileges of associate members are the same as for other members except that, while they are encouraged to participate in members’ meetings, they will not be eligible to stand for any office or to vote.

SECTION 3. DISPUTE RESOLUTION

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (Matt. 18:15-20; 1 Cor. 6:1-8), the Church shall encourage its members to resolve conflict among themselves according to biblically based principles, without reliance on the secular courts. Consistent

with its call to peacemaking, the Church shall encourage the use of biblically based principles to resolve disputes between itself and those outside the Church, whether Christian or pagan, and whether individuals or corporate entities.

SECTION 4. CHURCH DISCIPLINE

- (a) Any member guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the Church, shall be subject to the discipline of the Church, according to the instructions of our Lord in Matthew 18:15-17 and the example of scripture. Church discipline, then, should ordinarily be contemplated after individual private admonition has failed.
- (b) Church discipline can include admonition, suspension from the Lord's Supper for a definite period, deposition from office, or termination of Church membership (Matt. 18:15-17; 2 Thess. 3:14-15; 1 Tim. 5:19-20; 1 Cor. 5:4-5; Titus 3:10).
- (c) The purpose of such discipline should be
 - i. for the repentance, reconciliation, and spiritual growth of the individual disciplined (Eph. 6:4; 1 Tim. 3:4-5 1 Cor. 4:14; Heb. 12:1-11; James 1:22);
 - ii. for the instruction in righteousness and the good of other Christians (Rom. 15:14 Cor. 5:11; 15:33; Col. 3:16; 1 Thess. 5:14 Titus 1:11; Heb. 10:24-25; Col. 3:16);
 - iii. for the purity of the Church as a whole (1 Cor. 5:6-7; 2 Cor. 13:10; Eph. 5:27; 2 John 10; Jude 24; Rev. 21:2);
 - iv. for the good of our corporate witness to non-Christians (Prov. 28:7; Matt. 5:13-16; John 13:35; Eph. 5:11; 1 Tim. 3:7; 2 Pet. 2:2; 1 John 3:10); and
 - v. supremely for the glory of God by reflecting His holy character (Deut. 5:11; 1 Kings 11:2; 2 Chron. 19:2; Ezra 6:21; Neh. 9:2; Isa. 52:11; John 15:18; 18:17, 25; Rom. 2:24; 15:5-6; 2 Cor. 6:14-7:1; Eph. 1:4; 5:27; 1 Pet. 2:12).

SECTION 5. REMOVAL OF MEMBERSHIP

Membership removal shall be recommended by an elder and accepted by majority vote of the members present at any regular or special members' meeting.

- (a) Membership may be removed by voluntary resignation to join with another church.
- (b) Membership shall be removed automatically by death.
- (c) Membership shall be removed for denial of the faith.
- (d) Membership shall be removed according to the final step of the Church discipline process.

SECTION 6. RESTORATION OF MEMBERSHIP

Any person whose membership has been terminated by Church discipline may be restored upon recommendation of the elders and by vote of the Church in keeping with the spirit of

2 Corinthians 2:7-8, when their lifestyle is in keeping with the membership covenant and they express repentance and godly sorrow.

ARTICLE 3. MEMBERSHIP COVENANT

Having been led by the influence of the Holy Spirit to receive Jesus Christ as our Lord and Savior we do now solemnly and joyfully enter into covenant with one another. As members of Franconia Baptist Church:

We will walk together in brotherly love (John 13:34-35).

We will bear each other's burdens with tenderness and sympathy and celebrate each other's joys and blessings (Gal. 6:2; James 2:14-17).

We will work together for the spread of the Gospel, both by proclamation and by personal example (Acts 1:8; Matt. 28:19-20; Matt. 5:12-16).

We will strive for the development of a healthy church, its ministries, and its members (Phil. 1:27; 1 Cor. 15:58). We will endeavor to bring up all of those under our care in the nurture and admonition of the Lord, exercising Christian care and watchfulness over each other (Titus 2:1-6; Deut. 6:4-7; 2 Tim. 2:15; 1 Cor. 5:1-2; Heb. 3:12-14).

We will not forsake the regular gathering of the body nor neglect our duty to pray for the Church, its members, and ourselves (Heb 10:24-25; 1 Cor. 11:23-26; James 5:16).

We will seek, by divine aid, to walk according to biblical principles, to be just in our dealings, and gracious in our interactions, denying all ungodliness and worldly lusts (Eph. 5:15-21; 1 Pet. 2:11-12; 1 John 2:15-17).

Upon leaving this Church we will, as soon as possible, unite with another church of like faith, teaching, and values, where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE 4. LEADERSHIP

SECTION 1. ELDERS

The elders shall be comprised of men who satisfy the qualifications for the office of elder set forth in 1 Timothy 3:1-7 and Titus 1:6-9. Outside of the staff elders, the active eldership shall be composed of Church members not in the regular pay of the Church.

Subject to the will of the congregation, the elders shall oversee the ministry and resources of the Church. In keeping with the principles set forth in Acts 6:1-6 and 1 Peter 5:1-4, the elders shall devote their time to prayer, the ministry of the Word (by teaching and ensuring sound doctrine), and shepherding God's flock.

The Church shall recognize men gifted and willing to serve in this calling, in accordance with the constitutional provisions on elections. These men shall be received as gifts of Christ to His Church and set apart as elders. This recognition shall be reaffirmed by the Church every three years. After an elder, other than staff elders, has served two consecutive three-year terms, he may only be elected to the office of elder after at least one year's absence.

An elder's term of office may be terminated by resignation or by dismissal. Any two members with reason to believe that an elder should be dismissed should express such concern to the elders and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15-17 and 1 Timothy 5:17-21. Any of the elders may be dismissed by a two-thirds vote at any members' meeting of the Church.

The elders shall take particular responsibility to examine and instruct prospective members, examine and recommend all prospective candidates for offices and positions, oversee the work of the deacons and appointed Church agents and committees, conduct worship services, oversee the ordinances of baptism and the Lord's Supper, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of Church discipline, coordinate and promote the ministries of the Church, and mobilize the Church for world missions. The elders are further to ensure that all who minister the Word to the congregation, including outside speakers, share our fundamental convictions outlined in the Statement of Faith.

The elders may establish non-staff ministry positions or committees to assist them in fulfilling their responsibilities. The elders may also propose new paid staff positions. The membership shall approve all candidates to fill paid staff positions.

The elders shall elect a chairman of elders' meetings and shall also ensure that a member of the Church is duly appointed to serve as moderator of members' meetings.

SECTION 2. STAFF ELDERS

(a) SENIOR PASTOR

The senior pastor shall be an elder. He shall perform the duties of an elder and be recognized by the Church as particularly gifted and called to the fulltime ministry of preaching and teaching. He shall be responsible for the proclamation of the Word, oversee the ordinances of baptism and the Lord's Supper, and perform such other duties as usually pertain to that office. His call shall not be subject to the term limitation set out for elders.

(b) ASSOCIATE PASTOR(S)

An associate pastor shall be an elder. He shall perform the duties of an elder.

The Church may call additional pastors whose relationship to the senior pastor is that of

associate. He shall assist the senior pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the office of pastor.

In the absence or incapacity of the senior pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for his duties.

His call shall not be subject to the term limitation set out for elders.

SECTION 3. DEACONS AND DEACONNESSES

The office and qualifications of deacons are outlined in 1 Timothy 3:8-13 and Acts 6:1-7. The Church shall recognize, in accordance with the biblical qualifications, men and women who are giving of themselves in service to the Church. These members shall be received as gifts of Christ to His Church and set apart as deacons. They shall be elected to one term lasting for a maximum of three years and may only be elected to another term after one year's absence.

The deacons shall care for the temporal needs of members, attend to the accommodations for public worship, and encourage and support those able to help others and those with gifts of administration.

The deacons shall receive, hold, and disburse a fund for benevolence, reporting on its use to the elders at their request, and reporting to the Church its total receipts and total disbursements only.

The deacons, with the agreement of the elders, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the Church.

SECTION 4. CORPORATE SECRETARY

The secretary shall be nominated by the elders, qualified according to the biblical standards of 1 Timothy 3:8-13, and elected by the congregation to serve a term of one year.

It shall be the duty of the secretary to record the minutes of all regular and special members' meetings of the Church, to preserve an accurate roll of the membership, and to render reports as requested by the pastor, the elders, the deacons, or the Church. The secretary may be assisted in such duties by a properly appointed clerk.

In the absence or incapacity of the secretary, the elders shall appoint a member to perform the duties of the secretary.

The secretary shall ensure that dated copies of the most recent revision of this constitution shall be available for all Church members.

The secretary shall maintain all official records and correspondence of the Church.

SECTION 5. CORPORATE TREASURER

The treasurer shall be nominated by the elders, qualified according to the biblical standards of 1 Timothy 3:8-13, and elected by the congregation to serve a term of one year.

The treasurer, who shall not be an active elder, deacon, or paid Church staff member, shall ensure that all funds and securities of the Church are properly secured in such banks, financial institutions, or depositories as appropriate. The treasurer shall also be responsible for presenting regular reports of the account balances, revenues and expenses of the Church at each regular members' meeting. The responsibility may be delegated with the approval of the elders.

The treasurer shall also ensure that full and accurate accounts of receipts and disbursements are kept in books belonging to the Church, and that adequate controls are implemented to guarantee that all funds belonging to the Church are appropriately handled by any officer, employee, or agent of the Church. The treasurer shall render to the elders annually, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the Church.

SECTION 6. BOARD OF DIRECTORS

The elders shall serve as the Board of Directors, overseeing the corporate affairs of the Church. The elders shall appoint one of their number to serve as President and Chairman of the Board of Directors.

ARTICLE 5. MEETINGS

SECTION 1. WORSHIP MEETINGS

Worship meetings shall be held each Sunday, and may be held throughout the week as the Church determines.

SECTION 2. ALL OTHER MEETINGS

(a) OPERATING PROCEDURES

- i. In every meeting together, members shall be diligent to preserve the unity of the spirit in the bond of peace, and always speak the truth in love.
- ii. Provided all constitutional provisions for notification have been met, a quorum shall be understood to be met by those members present. All votes shall be tallied based on the number of votes cast by members present.
- iii. All members in good standing, sixteen years of age and over, shall be eligible to vote in all business meetings of the Church.

- iv. Robert's Rules of Order will serve as a guide to the moderator and the Body, so that business may be conducted in an orderly fashion. However, these bylaws supersede any conflict with Roberts Rules of Order.
- v. A duly appointed member shall preside as the moderator of all meetings of the Church set forth in this section. In the absence of the moderator the Church shall elect a moderator pro-tempore.

(b) MEMBERS' MEETINGS

There shall be a regular members' meeting at least once every other month, at some time apart from a worship meeting agreed upon by the membership, and advanced public notice shall be given at a prior Sunday morning worship meeting. The primary purpose of members' meetings is the fellowship and encouragement of the Church body. They will include any Church membership recommendations, resignations, or terminations. As needed, members' meetings can also include any other business pertinent to the Church.

(c) SPECIAL BUSINESS MEETINGS

Special business meetings may be called as requested by the elders, or at written request submitted to the elders, of at least 10% of the voting membership. Advanced public notice shall be given at a Sunday morning worship meeting, and at least 24 hours will elapse between the notice and the time of the called special business meeting.

(d) ANNUAL BUSINESS MEETINGS

A written budget shall be presented for approval by the membership at the annual business meeting or any special business meeting called not more than three months after the start of the fiscal year. Until this, approval expenditures may continue at the previous year's level. Each deacon and officer or representative will present an annual report regarding the state of their respective ministry. As needed, the annual business meeting can include any other business pertinent to the Church.

ARTICLE 6. ECCLESIASTICAL AUTHORITY

The Membership by majority vote shall determine all interpretation of these Bylaws.

ARTICLE 7. MUTUAL INTEREST

The behavior of anyone in fellowship with this Church is of common interest to the Board of Directors and membership. (Gal. 6:1) This Church requires every Director, employee, ministry leader, and volunteer to adhere to a Lifestyle that is consistent with the doctrines of this Church as taught in the Holy Scriptures.

ARTICLE 8. NONSTOCK STATUS

SECTION 1. PRIVATE INUREMENT

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 2 of the Church's Constitution.

SECTION 2. POLITICAL INVOLVEMENT

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 9. PROPERTY

SECTION 1. TITLE

All property of the Church shall be deeded to the Church and held in its name.

SECTION 2. PURCHASES AND SALES OF PROPERTY.

The purchase, sale, or encumbering of real property shall be approved by a two-thirds (2/3) majority vote of the members at a duly called special or regular meeting.

ARTICLE 10. CONFLICT OF INTEREST

No Director, Officer, staff member, committee member, or other such person in a position of leadership shall be disqualified, by reason of his or her office, from dealing or contracting with the Church, either as a vendor, purchaser, or otherwise.

No lawful transaction or contract of the Church shall be void or voidable on the grounds that any such person or entity in which such person has any financial interest or membership, is in any way interested in the transaction or contract, provided that: (1) the person's interest in the transaction was disclosed or known to the Board or the appropriate committee thereof prior to the transaction or contract being approved; and (2) the Board or committee thereof authorized, approved or ratified the transaction or contract without counting in the vote any vote of such an interested person; and (3) the transaction or contract was fair to the Church.

No accounting of profit/loss from the transaction or contract shall be required of a Director, Officer, staff member, committee member, or other such person in a position of leadership when approval is granted under the conditions of this Article.

ARTICLE 11. INDEMNIFICATION AND ELIMINATION OF LIABILITY

To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Bylaws, the Church shall indemnify against liability and advance reasonable expenses to any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because he is or was a Director or Officer, or while a Director or Officer, is or was serving at the Church's request as a Director, Officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a church to indemnify agents set forth therein.

ARTICLE 12. DISSOLUTION

SECTION 1. DISSOLUTION

Any resolution for dissolution must be approved by a two-thirds (2/3) majority vote of the Membership in a duly called regular or special meeting.

SECTION 2. WINDING UP

Upon the dissolution of the Church, none of its funds or assets shall be distributed to any officer, director, or any other individual. The Board shall, after paying or making provision for the payment of all of the liabilities of the Church, dispose of all of the funds and assets of the Church by conveying the same to the Southern Baptist Convention, provided that at the time, the Southern Baptist Convention meets the requirements for an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Any such funds or assets not so disposed of shall be disposed of by the Circuit Court of the county or city in which the principal office of the corporation is then located, to such organization as said Court shall determine, which is organized and operated exclusively for religious purposes.

ARTICLE 13. AMENDMENTS

All proposed amendments shall be sent to the membership and announced from the pulpit at a worship meeting two successive Sundays prior to such vote.

These Bylaws may be amended by a two-thirds (2/3) vote at a non-worship meeting.

APPROVED, PASSED AND ADOPTED by the Franconia Baptist Church on this 22nd day of October, 2017.

Tracy B. Vaughn
Secretary