



# Constitution and Bylaws

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## **Constitution and Bylaws**

This Constitution and Bylaws shall regulate the affairs of the corporation, hereafter called, River Oaks Community Church, subject to the provisions of the River Oaks Community Church Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act.

## ***Section 1 Name***

### **Section 1.01. Name.**

The name of the church shall be: *River Oaks Community Church, Inc.*

## ***Section 2 Purpose, Object & Affiliation***

### **Section 2.01. Purpose.**

The primary purpose of River Oaks Community Church is to glorify God through the building up of believers and advancing the Gospel of Jesus Christ. River Oaks Community Church shall do so in keeping with the Scriptures and consistent with the Mission Statement and Core Values as prescribed in a Standing Rule of the Board of Elders of River Oaks Community Church.

### **Section 2.02. Object.**

The object of River Oaks Community Church shall be to worship God according to the teachings of the Scripture, to put into practice the principles and precepts set forth by the Lord Jesus Christ and the biblical writers, so that the Church will be built up and the Gospel will be preached to all peoples.

### **Section 2.03. Affiliation.**

River Oaks Community Church is an autonomous local gathering of the Church of Jesus Christ and is affiliated with the Evangelical Free Church of America.

## ***Section 3 Doctrinal Statement***

### **3.1. Major / Essential Doctrines.**

We believe the following Major Doctrines to be essential to the Christian faith:

#### **3.1.01. The Bible.**

We accept the Bible, including the 39 books of the Old Testament and the 27 books of the New Testament, as the written Word of God. The Bible is the only essential and infallible record of God's self-disclosure to mankind. It leads us to salvation through faith in Jesus Christ. Being given by God, the Scriptures are both fully and verbally inspired by God. Therefore, as originally given, the Bible is free of error in all it teaches. Each book is to be interpreted according to its context and purpose and in reverent obedience to the Lord who speaks through it in living power. All believers are exhorted to study the Scriptures and diligently apply them to their lives. The Scriptures are the authoritative and normative rule and guide of all Christian life, practice, and doctrine. They are totally sufficient and must not to be added to, superseded, or changed by later tradition, extra-biblical revelation, or worldly wisdom. Every doctrinal formulation, whether of creed, confession, or theology must be put to the test of the full counsel of God in Holy Scripture.

(Isaiah 55:11; John 10:35; 2 Timothy 3:15-17; Hebrews 4:12; 2 Peter 1:21.)

#### **3.1.02. God the Father.**

God the Father is the Creator of all heaven and earth. By His word and for His glory, He freely and supernaturally created the world out of nothing. Through the same Word He daily sustains all His creatures. He rules over all and is the only Sovereign. His plans and purposes cannot be thwarted. He is faithful to every promise, works all things together for good to those who love Him, and in His unfathomable grace gave His Son Jesus Christ for the redemption of all who repent and believe. He made man for fellowship with Himself, and intended that all creation should live to the praise of His glory.

### **3.1.03 Jesus Christ.**

Jesus Christ, the only begotten Son of God, was the eternal Word made flesh, supernaturally conceived by the Holy Spirit, born of the Virgin Mary. He was perfect in nature, teaching and obedience. He is fully God and fully man. He was always with God and is God. Through Him all things came into being and were created. He was before all things and in Him all things hold together by the word of His power. He is the image of the invisible God, the first-born of all creation and in Him dwells the fullness of the godhead bodily. He is the only Savior for the sins of the world having shed His blood and died a vicarious death on Calvary's cross. By His death in our place, He revealed the divine love and upheld divine justice, removing our guilt and reconciling us to God. Having redeemed us from sin, the third day He rose bodily from the grave, victorious over death and the powers of darkness and for a period of forty days appeared to over five hundred witnesses performing many convincing proofs of His resurrection. He ascended into heaven where, at God's right hand, He intercedes for His people and rules as Lord over all. He is the Head of His body the Church and should be adored, loved, served, and obeyed by all.

(Matthew 1:18-25; John 1:1, 14; Romans 1:4, 3:21-26, 8:34; Hebrews 4:14-16, 7:25; 1 Peter 2:24; 1 John 3:5)

### **3.1.04. The Holy Spirit.**

The Holy Spirit, the Lord and Giver of life, convicts the world concerning sin, righteousness and judgment. Through the proclamation of the gospel He persuades men to repent of their sins and confess Jesus as Lord. By the same Spirit a person is led to trust in divine mercy. The Holy Spirit brings about the new birth, and dwells within the regenerate and unites believers to Jesus Christ in faith. The Holy Spirit has come to glorify the Son who in turn came to glorify the Father. He will lead the Church into a right understanding and rich application of the truth of God's Word. He is to be respected, honored, and worshipped as God the Third Person of the Trinity. There is one God: infinite, eternal, almighty, and perfect in holiness, truth, and love. In the unity of the godhead there are three persons, Father, Son and Holy Spirit, co-existent, co-equal, co-eternal. The Father is not the Son and the Son is not the Holy Spirit, yet each is truly Deity. One God - Father, Son and Holy Spirit - is the foundation of Christian faith and life.

(Deuteronomy 6:4; Psalm 90:2; Isaiah 57:15; Matthew 28:19; Revelation 4:8.)



### **3.1.05. Man.**

God made man - male and female - in His own image, as the crown of creation, that man might have fellowship with Him and reflect His glory. Tempted by Satan, man rebelled against God. Being estranged from his Maker, yet responsible to Him, he became subject to divine wrath, inwardly depraved and apart from a special work of grace, utterly incapable of returning to God. This depravity is radical and pervasive. It extends to his mind, will and affections. Unregenerate man lives under the dominion of sin and Satan. He is at enmity with God, hostile toward God, and hateful of God. Fallen, sinful people, whatever their character or attainments, are lost and without hope apart from salvation in Christ.

(Genesis 1:27, 3:1-19; Romans 3:10-11, 21-26, 8:2.)

### **3.1.06. The Gospel.**

Jesus Christ is the gospel. The good news is revealed in His birth, life, death, resurrection and ascension. Christ's crucifixion is the heart of the gospel; His resurrection is the power of the gospel, and His ascension is the glory of the gospel. Christ's death is a substitutionary and propitiatory sacrifice to God for our sins. It satisfies the demands of God's holy justice and appeases His holy wrath. It also demonstrates His mysterious love and reveals His amazing grace. Jesus Christ is the only mediator between God and man. There is no other name by which men must be saved. At the heart of all sound doctrine are the Cross of Jesus Christ and the infinite privilege that redeemed sinners have of glorifying God because of what He has accomplished. Therefore, we want all that takes place in our hearts, churches and ministries to proceed from and be related to the Cross.

(John 1:12, 3:16, 5:24; Acts 4:12; Romans 4:25; Ephesians 1:7-8, 13-14; Philippians 3:9-10.)

### **3.1.07. Man's Response to the Gospel.**

Man's response to the gospel is rooted and grounded in the free and unconditional election of God for His own pleasure and glory. It is also true that the message of the gospel is only effectual to those who genuinely repent of their

sins and by God's grace put saving faith in Christ. This gospel of grace is to be sincerely preached to all men in all nations. Biblical repentance is characterized by a changed life, and saving faith is evidenced by kingdom service or works. While neither repentance nor works save, unless a person is willing to deny himself, pick up his cross, and follow Christ, he cannot become His disciple. (Matthew 16:18; Ephesians 1:22-23.)

### **3.1.08. Man's Inheritance through the Gospel.**

Salvation, the free gift of God, is provided by grace alone, through faith alone, because of Christ alone, for the glory of God alone. Anyone turning from sin in repentance and looking to Christ and His substitutionary death receives the gift of eternal life and is declared righteous by God as a free gift. The righteousness of Christ is imputed to him. He is justified and fully accepted by God. Through Christ's atonement for sin an individual is reconciled to God as Father and becomes His child. The believer is forgiven the debt of his sin and via the miracle of regeneration liberated from the law of sin and death into the freedom of God's Spirit.

## **3.2. Minor / Non-Essential Doctrines.**

We believe the following Minor/Non-essential doctrinal statements to have a significant impact in the life of believers as well as River Oaks Community Church's ministries, mission statement, and core values:

### **3.2.01. Sanctification.**

The Holy Spirit is the active agent in our sanctification and seeks to produce His fruit in us as our minds are renewed and we are conformed to the image of Christ. Though indwelling sin remains a reality, as we are led by the Spirit we grow in the grace and knowledge of the Lord, freely keeping His commandments and endeavoring to so live in the world that all people may see our good works and glorify our Father who is in heaven. All believers are exhorted to persevere in the faith, knowing they will have to give an account to God for their every thought, word and deed. The spiritual disciplines, especially Bible study, prayer, worship and confession, are a vital means of grace in this regard. Nevertheless, the believer's ultimate confidence to persevere is based in

the sure promise of God to preserve His people until the end which is most certain.

(John 14:16-17, 15:26, 16:7-15; Romans 8:9; 1 Corinthians 12:11; Galatians 5:22-23, 2 Peter 3:18.)

### **3.2.02. Empowered by the Spirit.**

In addition to effecting regeneration and sanctification, the Holy Spirit also empowers believers for Christian witness and service. While all genuine believers are indwelt by the Holy Spirit at conversion, the New Testament indicates the importance of an ongoing, empowering work of the Spirit subsequent to conversion as well. Being indwelt by the Spirit and being filled with the Spirit are theologically distinct experiences. The Holy Spirit desires to fill each believer continually with increased power for Christian life and witness, and imparts his supernatural gifts for the edification of the Body and for various works of ministry in the world. All the gifts of the Holy Spirit at work in the church of the first-century are available today, are vital for the mission of the church, and are to be earnestly desired and practiced.

### **3.2.03. The Church.**

God by His Word and Spirit, creates the Church, calling sinful men out of the whole human race into the fellowship of Christ's Body. By the same Word and Spirit, He guides and preserves that new redeemed humanity. The Church is not a religious institution or denomination. Rather, the Church universal is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The Church exists to worship and glorify God as Father, Son and Holy Spirit. It also exists to serve Him by faithfully doing His will in the earth. This involves a commitment to see the gospel preached and churches planted in all the world for a testimony. The ultimate mission of the Church is the making of disciples through the preaching of the gospel. When God transforms human nature, this then becomes the chief means of society's transformation. Upon conversion, newly redeemed men and women are added to a local church in which they devote themselves to the practices of discipleship through biblical teaching, godly fellowship, The Lord's Supper and earnest prayer. All members of the Church universal are to be vital and committed parts of a local church. In this context they are called to walk out the New Covenant as the people of God and demonstrate the reality of the kingdom of God. The

ascended Christ has given gift ministries to the church (including apostles, prophets, evangelists, pastors and teachers) for the equipping of Christ's body that it might mature and grow. Through the gift ministries all members of the Church are to be nurtured and equipped for the work of ministry. In the context of the local church, God's people receive pastoral care and leadership and the opportunity to employ their God-given gifts in His service in relation to one another and to the world.

#### **3.2.04. Ordinances of the Church.**

**Water Baptism** is only intended for the individual who has received the saving benefits of Christ's atoning work and become His disciple. Therefore, in obedience to Christ's command and as a testimony to God, the Church, oneself and the world, a believer should be immersed in water in the name of the Father, Son and Holy Spirit. Water Baptism is a visual demonstration of a person's union with Christ in the likeness of His death and resurrection. It signifies that his former way of life has been put to death and vividly depicts a person's release from the mastery of sin.

(Matthew 26:26-29, 28:19; Acts 2:42, 8:12; Romans 6:3-4; 1 Corinthians 10:16-17, 11:23-24; Colossians 2:12.)

**The Lord's Supper**, as with water baptism, is to be observed only by those who have become genuine followers of Christ. This ordinance symbolizes the giving of Christ's body and the shedding of his blood on our behalf, and is to be observed repeatedly throughout the Christian life as a sign of continued participation in the atoning benefits of Christ's death. As we partake of The Lord's Supper with an attitude of faith and self-examination, we remember and proclaim the death of Christ, receive spiritual nourishment for our souls, and signify our unity with other members of Christ's body.

(1 Corinthians 10:16-17, 11:17-34.)

#### **3.2.05. The Consummation.**

The Consummation of all things includes the visible, personal and glorious return of Jesus Christ; the resurrection of the dead and the translation of those alive in Christ; the judgment of the just and the unjust; and the fulfillment of Christ's kingdom in the new heavens and the new earth. In the Consummation, Satan with his hosts and all those outside Christ are finally separated from the

benevolent presence of God, enduring eternal punishment, but the righteous, in glorious bodies, shall live and reign with Him forever. Married to Christ as His Bride, the Church will be in the presence of God forever, serving Him and giving Him unending praise and glory. Then shall the eager expectation of creation be fulfilled and the whole earth shall proclaim the glory of God who makes all things new.

(Matthew 25:31-46; Luke 16:19-31, 23:39-43; John 5:24-30, 14:1-3; 1 Corinthians 15:12-58; Colossians 3:4; 1 Thessalonians 4:13-17; 2 Thessalonians 1:6-10; Titus 2:13; 2 Peter 3:10-14; Revelation 22:20.)

## ***Section 4 Additional Beliefs***

### **Section 4.01. Sanctity of Human Life.**

All human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life.

(Psalm 139, Jeremiah 1:5.)

### **Section 4.02. Marriage, Gender, and Sexuality.**

God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. Rejection of one's biological sex is a rejection of the image of God within that person.

Marriage has been biblically instituted by God, and marriage is an image of Christ's relationship with the Church. The term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. This relationship is a life-long, sexually exclusive, covenant relationship as husband and wife. While divorce is permissible under certain biblically defined circumstances, repentance and reconciliation are desirable and should be pursued.

Only God creates and defines marriage, not human beings or governments. So-called 'same-sex unions' or 'same-sex marriages' are not recognized as valid even if legally sanctioned. Only marriage between one man and one woman is recognized as valid at River Oaks Community Church.

God has instituted marriage as described above to all men and women whether they are believers in Jesus or not. However, a person who professes credible faith in Jesus as Savior and Lord should not marry someone unless that person has also professed credible faith in Jesus as Savior and Lord, to avoid becoming 'unequally yoked.'

A person can live a God-glorifying and fully satisfying life and never marry.

God intends sexual intimacy to occur only between a man and a woman who are married to each other. God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. Any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.

Every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor in accord with the doctrines of River Oaks Community Church.

(Genesis 1:26-27, 2:18-25; Matthew 5:16, 15:18-20, 19:4-6; Mark 12:28-31; Luke 6:31; Acts 3:19-21; Romans 7:2-3, 10:9-10; 1 Corinthians 6:9-10, 18, 7:2-5, 7-11, 39; 2 Corinthians 6:14-15; Ephesians 5:22-33; Philippians 2:14-16; 1 Thessalonians 5:22; Hebrews 13:4.)

Note: For policies concerning Marriage, Gender, and Sexuality, please see Section 12.07 in Section 12 Miscellaneous Provisions.

## **Section 5 Church Membership**

### **Section 5.01. Membership.**

Church membership is biblical. This was the clear practice of the early church. Church membership identifies us with Christ and His people, and it is vital to our spiritual health and growth. Church membership enables us to glorify God. It is the necessary condition for pastoral care. Church membership is also the assumed context for church discipline. All Christians have the privilege and responsibility to be vital members of a specific local church.  
(Matthew 18:15-20; 1 Corinthians 5:11-12, 12:12-27; Hebrews 10:24-25.)

### **Section 5.02. Process for Becoming a Member.**

A person is eligible to become a Member of River Oaks Community Church upon profession of faith in Jesus Christ as Savior and Lord and affirmation of and submission to the Purpose, Object, and the Major/Essential Doctrinal Statements of River Oaks Community Church. Eligible persons must be able to generally support the Minor/Non-essential Doctrinal Statements and the Additional Beliefs of River Oaks Community Church. While specific differences in beliefs from the Minor/Non-essential Doctrinal Statements and the Additional Beliefs are accepted, these differences must be held with an attitude which submits to pursuing and maintaining unity in Christ's church. The Minor/Non-essential Doctrinal Statements and the Additional Beliefs must be generally supported and must be submitted to in teaching and practices at River Oaks Community Church.

Eligible persons are admitted upon the completion of a membership application, a membership class, and an Elder interview. A person may be denied membership for reasons deemed sufficient by the Board of Elders. The details for the process and requirements for becoming a member shall be prescribed as a Standing Rule of the River Oaks Community Church Board of Elders.

### **Section 5.03. Membership Expectations and Responsibilities.**

Members are expected to have a clear testimony of personal faith in Jesus Christ as Savior and Lord and are expected to provide general support for the church's



statement of faith. It is the responsibility of each Member to grow in faith and love for God, becoming conformed into the likeness of Jesus Christ; as well as being a channel of God's grace to others. Members are encouraged to pursue this with the help of the body and through the following: a) application of personal spiritual disciplines; b) regular attendance of Sunday morning classes and worship service participating in Baptism and The Lord's Supper; c) active participation in a Small Group, retreats, and ministry and training opportunities; and d) supporting the Mission of the church with their time, their talents, and their gifts.

#### **Section 5.04. Discipline.**

The Board of Elders may initiate church discipline instructed and regulated by the Scriptures, when a Member persists in error of doctrine or conduct. The objective of church discipline is both the correction and restoration to the Faith of the Member, and the protection of the righteousness and integrity of the entire church body.

(Matthew 18:15-20.)

#### **Section 5.05. Resignation, Removal, Expulsion or Suspension.**

A Member may resign at any time by delivering to the Secretary of River Oaks Community Church a written notice of resignation signed by the Member. A Member may be removed, expelled or suspended from membership by the Board of Elders upon the Member's death, an unsatisfactory response to church discipline, transfer of affiliation to another church, or other reasons deemed sufficient by the Board of Elders.

## ***Section 6 Meetings***

### **Section 6.01. Annual Meeting.**

An annual meeting of the Members of River Oaks Community Church shall be held. The date, time, and location of the annual meeting of the Members of River Oaks Community Church shall be prescribed in a Standing Rule of the Board of Elders. At this annual meeting, the Members shall receive reports on the activities and financial condition of River Oaks Community Church and transact such other business as may properly come before the Membership.

### **Section 6.02. Special Meetings.**

River Oaks Community Church shall hold a special meeting of its Members upon the call of the Board of Elders, or upon the written request to the Secretary by Members holding at least fifty-one percent (51%) of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any request for a special meeting shall describe the purpose for which the special meeting is to be held. Only business within the purpose described in the meeting notice for the special meeting may be conducted at such meeting.

### **Section 6.03. Notice of Meetings.**

River Oaks Community Church shall notify its Members of the date, time, place, and purpose of each called annual or special meeting of Members no less than ten (10) days before the meeting date. Notice will be sufficient if made orally at any two Sunday morning worship meetings of the Church or in a bulletin distributed at such meetings.

### **Section 6.04. Quorum.**

Unless otherwise required by law or these Bylaws, the Members present at any called annual or special meeting of the Members will constitute a quorum.

### **Section 6.05. Voting.**

A Member in good standing and who is of the age of 18 or older shall have one (1) vote. Members younger than eighteen (18) years in age may enter into discussion in congregational dialogues, but shall not be allowed to vote. A Member may vote in person at a meeting, or by an alternative voting means specified by the Board of Elders. The alternative voting means may include, but are not limited to, voting electronically (in advance or during a meeting), completing and submitting a paper ballot in advance, or by proxy.

Members shall have the opportunity to vote on the following items:

(a) the calling of the Senior Pastor, which requires an affirmative vote of seventy-five percent (75%) of all Members casting a vote; and

(b) the acceptance of Elders, which requires an affirmative vote of seventy-five percent (75%) of all Members casting a vote; and

(c) the purchase, sale, or pledge of any tangible asset of River Oaks Community Church that involves an amount of at least one hundred thousand dollars (\$100,000.00), which requires an affirmative vote of a majority of all Members casting a vote; and

(d) the adoption of an annual budget submitted by the Board of Elders, which requires an affirmative vote of a majority of all Members casting a vote; and

(e) amendments or changes to the Constitution and Bylaws, which require an affirmative vote of seventy-five percent (75%) of all Members casting a vote.

## **Section 6.06. Remote Participation in Meetings.**

A Member may attend a meeting by teleconference, videoconference, or similar means provided such Member makes all arrangements and incurs all expenses associated with such participation by electronic means.

## **Section 7 Elders**

### **Section 7.01. General Powers.**

The legislative and governing body of River Oaks Community Church is the Board of Elders. The Board of Elders shall constitute the "Board of Directors" of the corporation for all legal purposes. All corporate powers of River Oaks Community Church shall be exercised by and under the authority of the Board of Elders. All affairs of River Oaks Community Church shall be managed under the direction of the Board of Elders. For purposes of River Oaks Community Church's doctrine, practice, and discipline, the Board of Elders is the final interpretive authority on the Bible's meaning and application. The officers of River Oaks Community Church, the senior pastor, individual Elders, and all other staff members and employees shall serve at the pleasure of the Board of Elders and may be removed by the Board of Elders at any time.

### **Section 7.02. Qualifications.**

A man is eligible to become an Elder of River Oaks Community Church if he:

- a. is a Member of River Oaks Community Church
- b. affirms and submits to Section 3. Doctrinal Statement and Section 4. Additional Beliefs of this document
- c. is willing to voluntarily serve River Oaks Community Church and the Board of Elders with a spirit of humility and unity
- d. is willing to abide by and uphold the Constitution and Bylaws of River Oaks Community Church, and
- e. meets the Scriptural qualifications for Elders as outlined in 1 Timothy 3:1-6 and in Titus 1:5-9:

- 1. Blameless (a reputation above reproach)
- 2. Husband of no more than one wife
- 3. Temperate (not given to extremes)
- 4. Sober minded (not frivolous, but serious minded)
- 5. Having orderly behavior
- 6. Given to hospitality
- 7. Apt to teach (founded well enough in the Scriptures to lead others)
- 8. Not addicted to wine
- 9. Not a striker (not given to the use of violence)

10. Not fond of dishonest gain
11. Patient
12. Not a brawler (peaceable, not contentious)
13. Not covetous
14. Ruling his own house well
15. Not a novice (not spiritually immature)
16. Having a good reputation before the world
17. Not self-willed, stubborn, or arrogant
18. Not quick-tempered
19. Loving that which is good
20. Just
21. Holy (devout, pious)
22. Holding fast the faithful Word (defenders of sound doctrine)

### **Section 7.03. Number.**

The Board of Elders shall be comprised of no less than three Elders, and as many Elders as the Board deems necessary by its majority vote.

### **Section 7.04. Selection Of Elders.**

Selection - Elders shall be recognized observing the following process:

- 1) The Board of Elders shall receive general recommendations from the congregation of potentially eligible men who meet the biblical qualifications for eldership and have already exhibited such a calling.
- 2) Upon the recommendation of the congregation, the Board of Elders will review the qualifications of the candidates and initially discuss with candidates their eligibility, availability, and willingness to serve.
- 3) The Board will then present Elder candidates to the congregation.
- 4) The Members shall have at least twenty-one (21) days in which to voice their affirmation or concerns regarding the proposed Elder candidates. Words of acceptance or concern regarding a proposed Elder candidate are to be expressed personally to a member of the Board of Elders, or by written and signed letter to the Board of Elders.
- 5) Following the twenty-one (21) day period, the Board of Elders shall make the final selection of Elder candidates, who shall, at a special meeting or at an annual meeting, be presented for a vote of acceptance by the members. Should the Elder candidate be accepted, he shall be installed and begin his duties at the prescribed

term. Should an Elder candidate be rejected, the Board may begin the process anew. If the minimum number of Elders required is not met, the process shall begin anew.

#### **Section 7.05. Term of Office.**

The term of office for an Elder shall be three (3) years. Upon satisfactory review of an Elder by the Board of Elders at the conclusion of his term, an Elder's term may be extended up to three (3) years without being re—presented for a vote of acceptance by the members. Upon request, the Board may grant an Elder a leave of absence from the Board for a stated period of time. A remaining term of office vacated by an Elder, due to resignation, death, church discipline, transfer of affiliation to another church, or other actions of the Board of Elders, may be filled by a new Elder, adhering to the procedures for candidacy and acceptance. The Senior Pastor shall have a term concurrent with his employment.

#### **Section 7.06. Resignation or Removal.**

An Elder may resign at any time by giving written notice to the Board of Elders. The Board of Elders may remove an Elder from his office by majority vote, with or without cause, at any time during his term of office.

#### **Section 7.07. Vacancy.**

If a vacancy occurs on the Board, including a vacancy resulting from a decision to increase the number of Elders, the Board may fill the vacancy adhering to the procedures for candidacy and acceptance.

#### **Section 7.08. Regular & Special Meetings.**

Regular meetings of the Board may be scheduled by the Board and held without further notice of the date, time, place, or purpose of the meeting and at such time and place as the Board shall determine from time to time. Such meetings shall not occur less often than twice per quarter. Special meetings of the Board may be called by the Chairman, by the Senior Pastor, or by any three (3) Elders. Special meetings of the Board of Elders must be preceded by at least two (2) days' notice

to each Elder of the date, time and place of such special meeting; the specific purpose of the meeting need not be stated.

### **Section 7.09. Waiver of Notice.**

If an Elder attends or participates in a meeting, he waives any required notice to him of the meeting unless the Elder at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

### **Section 7.10. Quorum.**

A quorum of the Board consists of a majority of the Elders then in office before a meeting begins.

### **Section 7.11. Action of the Board of Elders.**

Action taken by the Board of the Elders shall require a quorum of the Board participate and shall be made by majority vote unless otherwise noted herein.

Action that is required or permitted to be taken at a meeting of the Board of Elders may be taken without such a meeting if all Elders consent to taking such action without a meeting. If all Elders so consent, the affirmative vote of the number of Elders that would be necessary to authorize or take such action at a meeting, shall be the act of the Board of Elders, except as otherwise provided in these Bylaws. Needed votes shall be gathered by the Chairman and recorded by the Secretary.

### **Section 7.12. Standing Rules of the Board of Elders.**

Standing Rules shall be established by the Board of Elders as prescribed by the Constitution and Bylaws, or by Board action. Standing Rules may be modified by majority vote of the Elders. Standing Rules shall be followed except under unique circumstances that make the application of the Standing Rule inappropriate. The Board by majority vote may waive the Standing Rule under such circumstances. Standing Rules shall be maintained by the Secretary of the

Board. All Standing Rules shall be reviewed by the Board at its first meeting of the year.

### **Section 7.13. Indemnification; Insurance.**

With respect to claims or liabilities arising out of service as an Elder of River Oaks Community Church, River Oaks Community Church shall indemnify and advance expenses to each present and future Elder (and his estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended. River Oaks Community Church shall purchase and maintain insurance on behalf of the Elders of the River Oaks Community Church as to any liability asserted against such person in connection with his status as an Elder.

### **Section 7.14. Immunity.**

To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Elder (and his estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of River Oaks Community Church.



## ***Section 8 Church Officers***

### **Section 8.01. Required Officers.**

The officers of River Oaks Community Church may also be the officers of the Board of Elders. The Board of Elders shall be composed of men. The Board of Elders shall include a Chairman (who, for all legal purposes, shall be considered the President), a Senior Pastor, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Board of Elders. The offices of Chairman and Secretary may not be held by the same individual. All officers must be members of the Board of Elders.

### **Section 8.02. Election.**

The officers of the corporation shall be chosen from among the Board of Elders. By the end of the first meeting of the year of the Board of Elders, the Board shall elect the officers of River Oaks Community Church by a majority vote of those Elders present, provided a quorum exists. However, the office of Senior Pastor shall be elected as otherwise required by these Bylaws.

### **Section 8.03. Term of Office.**

The officers of River Oaks Community Church shall hold office for one (1) year (except the Senior Pastor whose term shall be concurrent with his employment and also with conditions as otherwise required by these Bylaws). This term is subject, however, to the right and authority of the Board to remove any officer at any time, with or without cause.

### **Section 8.04. Powers and Duties of Officers.**

The powers and duties of the officers of River Oaks Community Church shall be as follows:

#### **(a) Chairman.**

The Chairman, or his appointee, shall preside at the annual and special meetings of the Members of River Oaks Community Church and at all meetings of the Board of Elders. He shall be an ex-officio member of all standing ministry teams or committees of River Oaks Community Church. He shall also have such powers and duties as may be prescribed by the Board of Elders or these Bylaws. He shall assume all powers and responsibilities as may be required by law of a president of the corporation. He shall be the designated, administrative spokesman for the Board of Elders to the Members of River Oaks Community Church. The Senior Pastor or any other staff member shall not be eligible to fulfill the office of Chairman.

**(b) Secretary.**

The Secretary shall attend all meetings of the Board and meetings of the Members of River Oaks Community Church and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minutes recording the official meetings of River Oaks Community Church, the Standing Rules of the Board of Elders, and for authenticating records of River Oaks Community Church. It shall be his duty to give, or cause to be given, notice of all meetings of the Members and meetings of the Board. The Secretary shall also perform such other duties as may be assigned to him by the Board or by the Chairman, under whose supervision he shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person to take the minutes.

**(c) Treasurer.**

The Treasurer shall have custody of River Oaks Community Church funds and securities. He shall have responsibility for keeping full and accurate account of receipts and disbursements in the appropriate River Oaks Community Church books. He shall institute and maintain adequate accounting controls to assure the safeguarding of all church assets. He shall require the deposit of all monies and other valuable assets in the name of and to the credit of River Oaks Community Church in such financial institutions as may be designated by the Board. The Treasurer shall require disbursement of the funds of River Oaks Community Church as may be ordered by the Board. He shall render to the Senior Pastor,

Chairman, and the Board of Elders, at any time they may require, an account of his transactions as Treasurer and of the financial condition of River Oaks Community Church. The Treasurer shall also have responsibility for reporting on the activities and financial condition of the River Oaks Community Church at all annual meetings. In the absence or disability of the Chairman, the Treasurer (or another Elder per Section 8.07. Delegation of Powers and Duties) shall perform the duties of the Chairman, and when so acting shall have the powers of, and be subject to all the restrictions upon the Chairman.

**(d) Other Officers.**

The Board may elect other persons to be officers of River Oaks Community Church, with such title, authority, and responsibilities as established by the Board from time to time.

**Section 8.05. Resignation or Removal.**

An officer may resign at any time by giving written notice to the Board. The Board of Elders may remove an officer at any time, with or without cause.

**Section 8.06. Vacancies.**

Any vacancies occurring in the offices of the Chairman, Senior Pastor, Secretary or Treasurer shall be filled to complete the current term by the Board of Elders as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board.

**Section 8.07. Delegation of Powers and Duties.**

In case of the absence of any officer of River Oaks Community Church, or their inability to act, or for any reason that the Board of Elders may deem sufficient, the Board may delegate the powers of such officer to any other officer or to any Elder for the time being.

## ***Section 9 Senior Pastor***

### **Section 9.01. Qualifications.**

He shall meet the biblical qualifications for an Elder as stated in Section 7.02. Qualifications, with special gifting in the area of teaching. He shall be in agreement with Section 2. Purpose, Object & Affiliation, Section 3. Doctrinal Statement, and Section 4. Additional Beliefs of this document. He shall be willing to submit to, abide by, and uphold the Constitution and Bylaws of River Oaks Community Church.

### **Section 9.02. Duties.**

The Duties of the Senior Pastor shall be to have general oversight of the spiritual life of the church with the Elders, to preach the Word of God consistently and faithfully in the regular services of the church, to administer the ordinances, and to act as leader in the shepherding of the church and in the organizing of the outreach of the church. In general, the Senior Pastor shall devote himself to "the equipping of the saints for the work of the ministry." He shall be an ex-officio member of all the boards and committees of this church. In addition to duties as an officer of River Oaks Community Church and the duties as a member of the Board of Elders, the Senior Pastor shall be responsible for the search, selection, hiring and terms of employment, supervision, evaluation, and dismissal of all the pastoral and support staff. The Senior Pastor is responsible for any other duties as may be assigned to him from time to time by the Board of Elders. His execution of these duties shall reflect and fulfill the strategic objectives of the Board of Elders and shall be subject to the financial guidelines and boundaries of the church budget.

### **Section 9.03. Selection.**

When the Senior Pastor position is open or imminently available, the Board of Elders shall establish a Pastoral Search Team that will oversee throughout the search process. The Board of Elders will define the criteria that will be used in the evaluation of prospective candidates. A final Senior Pastor candidate shall be selected by the Board of Elders at the recommendation of the Pastoral Search

Team. He shall then be presented to the congregation for a vote to call him as the Senior Pastor.

#### **Section 9.04. Term of Office.**

The Senior Pastor serves at the pleasure of the Board of Elders for an indefinite period of time.

#### **Section 9.05. Resignation or Removal.**

The Senior Pastor may resign at any time from his employment upon giving one (1) month's written notice to the Board of Elders. The Board of Elders may remove the Senior Pastor from his employment, with or without cause, at any time, upon giving him one (1) month's written notice. The notice period for resignation or dismissal may be a lesser time, or longer, by mutual agreement between the Board of Elders and the Senior Pastor. The Board of Elders may choose to waive the one month's written notice period and conclude the Senior Pastor's services immediately. Should this occur, the Senior Pastor's current salary and benefits shall continue for at least one (1) month from the date of notice of termination. In any event, if the Senior Pastor is removed by the Board of Elders without cause, he shall receive no less than ninety (90) days severance pay from the date of deliverance of written notice.

## ***Section 10 Deacons***

### **Section 10.01. Deacons and Deaconesses.**

Deacons are men and women gifted by the Spirit and recognized by the Elders and congregation as approved servants assisting in official capacities as needed in the church.

### **Section 10.02. Qualifications.**

Deacons must evidence the spiritual qualifications prescribed for that office in 1 Timothy 3:8-13 (cf. Acts 6:3). In summary they are:

1. respectability
2. self-control
3. financial integrity
4. doctrinal conviction
5. moral-marital faithfulness
6. exemplary home management

Two further qualifications for the office are self-evident:

7. deacons must be members of the congregation
8. deacons must be committed to harmonious cooperation with the Elders in the ministries entrusted to them.

### **Section 10.03. Selection and Term of Office.**

Deacons may be appointed by the Elders as needed, and will serve until their mission is accomplished, or their term is completed.

### **Section 10.04. Ministries.**

(a.) Generally, deacon ministries fall into the broad category of supporting and assisting the Elders in whatever areas may free them to shepherd and oversee the

church more efficiently and effectively. In this support role they render an invaluable service both to the Elders and to the congregation.

**(b.)** Specifically, deacons may be appointed to such ministries as administering a fund to assist the poor and needy and otherwise providing aid in times of crisis or distress; caring for and maintaining the Church properties; administering the financial responsibilities of the church; administering the business affairs of the Church that pertain to its material assets; as well as other ministries which would assist the Elders and congregation in fulfilling its responsibility to minister to the needs of the church body. Written ministry descriptions detail the expectations for deacon positions as needed.

**(c.)** As servants/assistants to the Elders and the congregation, deacons are called upon to implement policy, not set policy. Theirs is a delegated ministry rather than a decision-making ministry. The only authority residing with the deacons is that authority delegated to them by the Elders.

#### **Section 10.05. Organization and Accountability.**

Because of the nature of their office and the diversity of their ministries, deacons do not constitute an official board or committee. However, on occasion they may wish to combine their efforts in teamwork fashion for the accomplishing of a particular ministry. Each deacon remains accountable to the Elders collectively (and possibly to an Elder individually under whom he/she serves).

#### **Section 10.06. Number.**

Qualification, personal desire, and church need determine the number of deacons.

## ***Section 11 Records and Reports***

### **Section 11.01. Corporate Records.**

River Oaks Community Church shall keep, at its principal office, as permanent records, minutes of all meetings of its Members and the Board of Elders; a record of all actions taken by the members or Board of Elders without a meeting; appropriate accounting records, and a list of its Members showing their respective addresses, and any other documents as may be required of them.

### **Section 11.02. Annual Financial Statements.**

River Oaks Community Church shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income and expense statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.



## ***Section 12 Miscellaneous Provisions***

### **Section 12.01. Fiscal Year.**

The fiscal year of River Oaks Community Church shall be fixed by resolution of the Board of Elders.

### **Section 12.02. Seal.**

River Oaks Community Church shall not have a seal. The signature of the Secretary shall serve as the seal of River Oaks Community Church to the extent a seal is required by a third party.

### **Section 12.03. Notices.**

Whenever notice is required to be given to Members, Elders or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, by facsimile transmission, teletype or other form of wire or wireless communication, or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of River Oaks Community Church. Any other written notice shall be deemed to have been given at the earliest of the following: when received; five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or on the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

### **Section 12.04. Waiver of Notice.**

Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon,

and delivered to the Secretary of River Oaks Community Church and included in the minutes or corporate records, shall be deemed equivalent thereto.

#### **Section 12.05. Negotiable Instruments.**

All checks, drafts, notes or other obligations of River Oaks Community Church shall be signed by an officer of River Oaks Community Church or by such other person(s) as may be expressly authorized by the Board of Elders.

#### **Section 12.06. Financial Transactions.**

Accounts in the name of River Oaks Community Church with financial institution(s) as designated by the Board, shall be established and used for financial transactions. The monies of River Oaks Community Church shall be deposited in the name of River Oaks Community Church in such financial institution(s) and shall be drawn out by check signed by the officer(s) or person(s) designated by the Board. Credit Cards in the name of River Oaks Community Church may be established as designated by the Board. A Standing Rule of the Elders of River Oaks Community Church shall be established prescribing the guidelines for the financial transactions.

#### **Section 12.07. Policies Related to Marriage, Gender, and Sexuality.**

(a.) In order to preserve the function and integrity of River Oaks Community Church as the Body of Christ, and to provide a biblical role model to the River Oaks Community Church members and the community:

- Every person functioning in a teaching or leadership capacity, and all materials being taught, must agree to and abide by the Statement on Marriage, Gender and Sexuality, Section 4.02.
- Every person employed by River Oaks Community Church must agree to and abide by the Statement on Marriage, Gender and Sexuality, Section 4.02. and honor the doctrinal beliefs of River Oaks Community Church.

(b.) As a matter of conscience in obedience to God, our pastoral staff or Elders shall not officiate any marriage between a person who professes faith in Jesus as Savior and Lord and a person who does not profess faith in Jesus as Savior and

Lord. Neither shall our pastoral staff or Elders officiate so called 'same-sex marriages' or so called 'same-sex- unions', nor shall we make our facilities or place of worship available for such 'marriage' or civil union ceremonies.

## ***Section 13 Amendment of Bylaws***

### **Section 13.01. Amendment of Bylaws.**

These Bylaws may be amended or repealed at any annual or special meeting of the Members, provided that the notice of such meeting shall state that the purpose, or one (1) of the purposes, of the meeting is to amend the Bylaws. The notice of the meeting shall contain a description of the amendment to be considered. An amendment to these Bylaws must be approved by seventy-five percent (75%) of the Member votes cast. The stipulations for meetings and notices in Section 6 Meetings shall be followed.

## SECRETARY'S CERTIFICATE

I, \_\_\_\_\_, Secretary of RIVER OAKS COMMUNITY CHURCH, formed and existing under the laws of the State of Tennessee, do hereby certify that the foregoing is a true and complete copy of the Amended and Restated Bylaws of River Oaks Community Church as submitted to and adopted as the Bylaws of River Oaks Community Church by its Members and Board on the \_\_\_\_\_ day of \_\_\_\_\_, in the year \_\_\_\_\_. IN WITNESS WHEREOF, I have hereunder subscribed my name, this \_\_\_\_ day of \_\_\_\_\_, in the year \_\_\_\_\_. **RIVER OAKS COMMUNITY CHURCH**  
By: \_\_\_\_\_ Its: Secretary