

BYLAWS OF ST. JOHN'S CHURCH

ARTICLE I Purposes

Section 1.1. Name. The Name of the Corporation is **St. John's Church** (the "Church") which is organized under the laws of the Commonwealth of Virginia.

Section 1.2. Purpose. The Church is organized to conduct any or all other lawful affairs, not required to be specifically stated in the Articles of Incorporation, for which corporations may be incorporated under Title 13.1 of the Code, but which are exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). Without limiting the foregoing, the Church is organized and shall be operated as a church for religious and charitable purposes, including, but not limited to, the following:

- a. Establishing an independent, unaffiliated church upon which all governance shall be directed by the Holy Bible and by referencing, for procedural purposes only, the publicly available "*The Book of Discipline of The United Methodist Church 2016*".
 - i. St. John's Church is not affiliated with The United Methodist Church but seeks to independently follow Methodist traditions dating back to John Wesley.
 - ii. St. John's Church confesses Jesus Christ as Lord and Savior. This Church serves God the Father, God the Son, and God the Holy Spirit as representatives within His Holy Catholic Church.
- b. To fulfill the needs of our community through outreach programs.
- c. To minister and spread the Word of God to children and adults of all ages.
- d. Continue a lifelong education of furthering our knowledge of God's Word.
- e. Be the Light of Christ to others.
- f. To welcome all with compassion and kindness.
- g. To seek God's Will through prayer and meditation.

Section 1.3. Principal Office. The principal office of the Church shall be at the address 1452 Stony Mill Rd., Danville, VA 24540, and such other location as the Council may designate. The Council may have such other offices, within or without the Commonwealth of Virginia as the Council may designate, or the business of the Church may require.

ARTICLE II

Membership

Section 2.1. Uniting with the Church: Any person may seek membership in the Church by one of three ways, by baptism, by letter, or by statement. Members of the Church congregation are referred to herein individually as “Member” and collectively as “Members.”

A. By baptism:

- (i) A person who is professing in faith in Jesus Christ for the first time, or
- (ii) A person who is a member of another Christian Church who has been baptized as an infant but who has not been through a process of confirmation in which he or she has conscientiously chosen and affirmed his or her own faith may seek membership in the Church by means of baptism through the use of water by sprinkling, submersion, or pouring.

B. By letter:

Upon receipt of a letter of transfer from another Christian Church, a person

- (i) Who has professed faith in Jesus Christ and has received the ordinance of Baptism, by whatever mode, as a conscientious individual, or
- (ii) Who has received Baptism as an infant and has been through a process of confirmation in that church which he or she has owned as his or her own faith may be received into the membership of the Church.

C. By statement:

A person who has professed faith in Jesus Christ and has been baptized and/or confirmed in accordance with the stipulations of B above, but

- (i) Who is not currently a member of another Christian Church, or
- (ii) Who is unable to obtain a letter of transfer may be received into the membership of the Church upon a statement of Christian experience given to the Pastor and the Church Lay Leader.

Section 2.2 Methods of Uniting: A person desiring to publicly profess his or her faith in Jesus Christ and/or to become a Member of the Church may signify his or her desire by

- (i) Coming forward at the appropriate time during a worship service to speak with the Pastor, or by
- (ii) Expressing this desire outside of a worship gathering to the Pastor who will present the name and the circumstances of the request to the church at the close of a worship service.

Section 2.3 Transfer of Membership: Any Member in good standing may request that a letter of transfer be sent to any other Christian Church. The Church Secretary is authorized to grant the sending of such letters of transfer and to report the names of persons who have been granted letters at the next regular business meeting of the Council. These letters of transfer may be sent only to another church and shall not be given directly to a Member.

Section 2.4 Duties of Membership: It shall be the duty of all Members of the Church to abide by laws of God as written in the Holy Bible and by the By-Laws of the Church.

Section 2.5 Termination of Membership: The name of any Member of the Church may be stricken from the rolls for cause, after due notice, if possible, at the last known address, upon

a majority recommendation from the Administrative Council in consultation with the Pastor, and upon approval by a majority of the Members of the Church present and voting at any business meeting of the Church.

ARTICLE III

Pastor

Section 3.1 The Pastor: The Pastor shall be the leader of the Church, working with the people in a democratic and caring manner. The Pastor shall be recommended to the Administrative Council (the “Council”) by a Pastor-Search Committee, chosen by the Council. Upon approval of the recommendation of the Pastor-Search Committee by the Council by resolution shall submit the recommendation to the Members which must approve the recommendation by an affirmative vote of three-fourths (3/4s) of the Members present and voting at a meeting of the Members called for the purpose after due and proper notice.

Section 3.2 Duties of the Pastor: The duties of the Pastor shall be:

- (i) An ex-officio member of the Administrative Council and member of the Leadership Council with authority to vote on all resolutions except those resolutions related to his or her employment and/or compensation whereby upon such resolutions the pastor shall abstain;
- (ii) The spiritual leader of the Church, including leading the Church in worship, preaching, and leading the Members in prayer at the regular and special services;
- (iii) Provide for a substitute preacher in his or her absence and confer with the Administrative Council Chair to provide such in case of illness;

- (iv) Teach the faith;
- (v) Provide for pastoral care and counsel for those in need and lead in the development of a caring congregation;
- (vi) Administer the ordinances of the Church;
 - 1. Ordinances of the Church shall be defined by the Holy Bible, the Methodist traditions dating back to John Wesley including, for procedural purposes only, the publicly available “*The Book of Discipline of The United Methodist Church 2016*”, and by direction of the Council.
- (vii) Serve as chief administrative officer of the Church;
- (viii) Recommend appropriate staff organization and persons to the Council;
- (ix) Work with the Council, Leadership Council and committees and teams of the Church; and
- (x) Perform other duties pertaining to the office.

Section 3.3 Tenure of the Pastor: The Pastor shall serve until retirement, resignation, or the official request of the Church for termination by the Council, upon resolution adopted by three-fourths (3/4s) of the Members of the Church present and voting at a meeting of the Members called for the purpose after due and proper notice.

Section 3.4 Vacancy in the Pastorate: When a vacancy occurs in the pastorate, a Pastor-Search Committee shall be appointed by the Council, whose duty shall be to interview candidates and recommend a minister to the Council for consideration. Those applying to fill the position of Pastor shall be required to deliver a minimum of one sermon during Sunday worship service to the Members after due and proper notice. Applicants shall be given the option of

leading the entire Sunday worship service. Upon approval of the recommendation by the Council, the Council by resolution shall submit the recommendation to the Members which must approve the recommendation by an affirmative vote of three-fourths (3/4s) of the Members present and voting at a meeting of the Members called for the purpose after due and proper notice.

ARTICLE IV

Administrative Council

Section 4.1 Management of the Church: The management of the Church shall be through an Administrative Council (the “Council”). As such it shall have authority to take those actions it deems appropriate to carry out the purposes of the Church and all matters incidental to and consistent with such purposes as permitted under the laws of the Commonwealth of Virginia, and which are not inconsistent with the Articles of Incorporation of the Church.

Section 4.2 Qualification to Serve: Due to low membership, the Council shall consist of Council Members made up from any active member on the Church roll expressing verbal consent to serve in such capacity so long as total Church membership does not exceed twenty-five (25) members or as otherwise determined by the Council. Council Members all of whom shall be Church Members in good standing each chosen by a majority of the Members at the annual meeting of the Members of the Church, to be held no later than the end of October, by nomination by Members of the Church. Prior to the annual meeting of the Members of the Church, the Council shall select a Nominating Committee from the Members of the Church provided the need for such committee exists, as determined by total Church membership or as otherwise determined by the Council. The Nominating Committee shall present a slate of

potential Council Members to be considered for nomination and election at the annual meeting to the Council, which shall approve the slate by resolution. The slate shall be posted in the Church bulletin within 14 days of the annual meeting. At the annual meeting, the slate shall be submitted to the Members of the Church. Additional nominations may be made from the floor at the annual meeting. The nominees receiving the greatest number of votes shall be elected to serve on the Council. No proxies or cumulative voting shall be permitted in such election. All individuals who are nominated to serve on the Council shall give their consent to serve prior to their nomination.

Section 4.3 Term: Council Members shall serve until either resignation is tendered or until such time Church membership exceeds twenty-five (25) members or as otherwise determined by a majority of Council Members.

Section 4.3.1 Term Structure: Upon such time the Council deems a change in term necessary for reasons outlined in Section 4.3, the Council shall adhere to the following term structure. The Council shall be divided into three (3) groups, with each group containing one-third ($1/3$) of the total number of Council Members or as nearly equal in number as possible. The terms of Council Members in the first group shall expire at the first annual meeting of the Council. The term of the second group shall expire at the second annual meeting of the Council. The term of the third group shall expire at the third annual meeting of the Council. At each annual meeting of the Members, one group of Council Members shall be appointed for a term of three (3) years to succeed those whose terms expire.

Section 4.4 Meetings of Council Members: Unless otherwise specified by the Council, meetings of the Council shall be held quarterly and such other times as the Council Members, by resolution, direct, or on call of the Administrative Council Chair or the Pastor. Notice of any

meeting not held at a time fixed by a resolution of the Council shall be given at least twenty-four (24) hours prior to such meeting to each Council Member at his or her home address or in-person notice or by phone or by other electronic means such as text messages or email. Any such notice shall contain the time and place of meetings but need not contain the purpose of any meeting. Meetings may be held without notice if all the Council Members are present or those not present waive notice either before or after the meeting. Meetings may be held electronically by Zoom or similar technological means where each Council Member can acknowledge his or her presence and participate in the meeting.

Section 4.5 Quorum: A majority of Council Members elected and serving at the time of a meeting of the Council shall constitute a quorum for the transaction of business. The act of a majority present at a meeting at which a quorum is present shall be the act of the Administrative Council. Less than a quorum may adjourn any meeting of the Council.

Section 4.6 Leadership Council: The Leadership Council shall be the Pastor, Administrative Council Chair, Secretary, Lay Leader, and Treasurer. The Leadership Council shall have the duty and authority to address ministerial matters of the Church which arise between meetings of the Administrative Council and such other matters that may be delegated to the Leadership Council by the Administrative Council from time to time. All actions taken by the Leadership Council shall be ratified and confirmed at the next meeting of the Administrative Council unless such has been waived by Administrative Council resolution.

Section 4.7 Removal: Any Council Member may be removed from office at a meeting called expressly for that purpose by the vote of a majority of the Council entitled to vote at such meeting.

Section 4.8 Vacancies: Any vacancy occurring in the Council may be filled by an affirmative vote of the majority of the remaining Council Members, even though less than a quorum of the Council, and the term of office of any Council Member so elected shall expire when a successor is elected by a majority of the Members at the annual meeting, or a special meeting of the Members held for that purpose.

Section 4.9 Successive Terms: Due to low membership, Members of the Council shall be allowed to serve until such time Church membership exceeds twenty-five (25) members or as otherwise determined by a majority of Council Members. Upon such time the Council deems a change in term necessary, the Council shall adhere to the following term structure. Members of the Council may serve one successive term. A retiring Member shall be eligible to return to the Council upon absence from the Council for one year.

ARTICLE V

Church Officers

Section 5.1 Officers: The officers of the Church shall be members of the Administrative Council and include the Administrative Council Chair, Secretary, Lay Leader, and Treasurer. A member of the Council may hold more than one office. The officers of the Church shall be elected by the Council. Due to low membership, the officers of the Church shall be allowed to serve until such time Church membership exceeds twenty-five (25) members or as otherwise determined by a majority of Council Members. Upon such time the Council deems a change in term necessary, the Council shall adhere to the following term structure. The officers of the Church shall hold office for a period of one (1) year, until successors shall have been duly elected, or until the tenure of the officer on the Council ends.

Section 5.2 Election of Officers: The Council, upon resolution, shall elect the Officers of the Church. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Council for the unexpired portion of the term.

Section 5.3 Officer Duties: The duties of the officers are as follows:

(i) The Administrative Council Chair shall serve as chair of the Council, shall preside at all meetings of the Council, and shall perform such other duties as may be assigned by the Council.

(ii) The Secretary shall exercise all the powers and authority and perform the duties of the Administrative Council Chair in the absence of the Administrative Council Chair, shall serve as Vice-chairman of the Council, and shall perform any other duties assigned by the Administrative Council Chair or the Council. The Secretary shall be the custodian of the records of the Church, shall be responsible for notices of Council meetings and meetings of the Council Members for recordation of minutes of the meetings, and shall have such other duties as may be assigned by the Administrative Council Chair or the Council.

(iii) The Treasurer shall be responsible for the safekeeping and proper disbursement of all funds received by the Church; shall cause a monthly financial report to be made to the Council; shall prepare a proposed annual budget, necessary reports, and other information required by the Council in the exercise of its duties; and shall have such other duties as may be assigned by the Administrative Council Chair or the Council.

(iv) There may also be other officers, assistant officers, and committee chairs as determined and appointed by the Administrative Council Chair, subject to confirmation by resolution of the Council. Such other officers or assistant officers shall serve at the pleasure of

the Administrative Council Chair and shall have such other duties as may from time to time be assigned to them by the Administrative Council Chair or the Council.

Section 5.4: Any officer may be removed by the Council, with or without cause, whenever in its judgment the best interest of the Church will be served thereby.

ARTICLE VI

Committees of Church

Section 6.1 Standing Committees: Committees of the Church shall be appointed by the Administrative Council Chair with the concurrence of the Council. The Members of the Standing Committees shall serve at the pleasure of the Council, without limitation on tenure, and may be Members of the Council and Members of the Church generally. The Administrative Council Chair, with the concurrence of the Council, shall appoint committee chairs as deemed necessary or appropriate. All committees shall report to the Council and may include:

- (i) Property Committee
- (ii) Children's Ministry
- (iii) Worship Committee
- (iv) Sunday School Committee
- (v) Finance Committee
- (vi) Pastor Parish Relations Committee
- (vii) Outreach Committee
- (viii) Nominating Committee

Section 6.2 Special Committees: Special Committees may be appointed by the Administrative Council Chair, with the concurrence of the Council, for such special tasks as circumstances warrant. Special Committees may include Members of the Council and Members

of the Church generally. A Special Committee shall limit its activities to the accomplishment of the task for which it was appointed and shall have no power to act except such as is specifically conferred by action of the Council. Upon completion of the task for which appointed, such Special Committee shall stand discharged.

ARTICLE VII

Indemnification of Council Members, Officers, and Other Persons

Every person, and the heirs, executors and administrators of every such person, who was or is a party or is threatened, pending, or completed action, suit, or proceeding of any kind whether civil, criminal, administrative, arbitrative, or investigative, or was or is the subject of any claim, and whether or not by or in the right of the Church, by reason of such person being or having served at the request of the Church as a council member, officer, employee, or agent of another corporation, partnership, joint venture, committee, trust, employee benefit plan, or other enterprise, shall be indemnified by the Church against expenses (including attorney's fees), judgments, fines, penalties, awards, costs, amounts paid in settlement, and liabilities of all kinds, actually and reasonably incurred by such person in connection with, or resulting from, such action, suit, proceeding, or claim, provided that no indemnification shall be made against the willful misconduct or a knowing violation of the criminal law by such person. The Church may pay for or reimburse the reasonable expenses incurred by such person in advance of final disposition of the proceeding in accordance with the provisions of the Virginia Nonstock Corporation Act. These provisions are in addition to, and not in substitution for, any other right to indemnity to which any person who is or may be indemnified hereunder may otherwise be entitled, and to the powers otherwise accorded by law to the Church to indemnify any such person and to purchase and maintain insurance on behalf of any such person against any liability asserted against or incurred by such person in any capacity referred to herein or arising out of the status of such person as serving or having served in such capacity (whether or not the Church would have the power to indemnify against such liability).

ARTICLE VIII

Notice to Members

Whenever notice is required to be given to the Members under these by-laws, whether for the annual meeting of Members, a special meeting of Members, or otherwise, due and appropriate notice shall be deemed given if each member on the current roll is notified in person or contacted by phone or other electronic means such as email or text message and stated in the Church Bulletin at least two weeks prior to the scheduled meeting. Such notice shall state the date, time, place, and purpose of the meeting.

ARTICLE IX

Execution of Documents and Affixing of Seal

Any document may be executed in the name of the Church by the Administrative Council Chair, unless otherwise specified by the Council. The Secretary may affix the corporate seal, (if a seal has been adopted), to any document executed in the name of the Church and may attest the same.

ARTICLE X

Seal

The Council may adopt a seal in the event such is deemed necessary by the Council.

ARTICLE XI

Amendments

The Council may amend, substitute, or restate these Bylaws at any regular meeting of the Council or at any special meeting of the Council called for that purpose. All amendments to these Bylaws, any repeal of these Bylaws, and any adoption of new Bylaws must be approved by a two thirds (2/3) majority of the Council.

These Bylaws were unanimously approved by the Council on this 5th day of November, 2023

Brenda Burnette
Brenda Burnette
Secretary and
Acting Administrative Council Chair