



IMMANUEL

By-Laws

Preamble

Immanuel Baptist Church was organized on November 2, 1890 as Logan Street Baptist Church. In 1905, Logan Street moved their place of meeting to a newly purchased piece of property at the corner of Oak and Clay streets and changed their name to Immanuel Baptist Church. Immanuel was recognized under the non-profit corporation laws of the state of Kentucky in August of 1920.

Article 1 - Name

This corporation will be known as Immanuel Baptist Church.

Article 2 – Purpose

Section 1 – Purpose of the Church

A. This church exists by the grace of God, for the glory of God. The Glory of God will be the ultimate purpose of all that we do. This Church glorifies God by building a community from all cultures where Christ is King through

- truth that transforms lives,
- community that displays Christ,
- worship that feeds the soul,
- prayer that cries 'your kingdom come', and
- mission that welcomes everyone in.

B. Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two of these By-Laws.

Section 2 – Purpose of the By-Laws

The purpose of these By-Laws is to guide Immanuel in governing herself under the direction of the Holy Scriptures. These By-Laws are intended to liberate Immanuel to move swiftly and

safely in fulfilling her purpose in the world, and they are also intended to help protect her from unbiblical and destructive abuses of power. Each individual article must be read in light of the whole set of By-Laws, and in light of our Church Confession of Faith, and Church Covenant.

Article 3 – Membership

Section 1 – Qualification for Membership

A. To qualify for membership in Immanuel, a person must repent of his or her sins, confess faith in Jesus Christ as Savior and Lord, give evidence of regeneration by means of living consistently with his or her profession, have been baptized by immersion following his or her regeneration, and wholeheartedly believe in the Christian faith as it is revealed in the Bible. Each member must not hold settled convictions that are contrary to the teaching of Scripture as expressed in Immanuel's Confession of Faith, and each member must promise to keep the commitments expressed in the Church Covenant.

B. The elders will be responsible for determining each person's qualification for membership by personal interview. In making their determination, they will rely on the person's confession of repentance and faith, evidence of regeneration in his or her life, and, when possible, a letter from the person's previous church.

Section 2 – Admission of Members

A. The admission of members will be approved by vote of the church upon recommendation of the elders. Applicants for membership will provide a public declaration of their faith in Jesus and will, by publicly agreeing to submit to the pastors of Immanuel, give verbal waiver of their right to voluntarily withdraw from membership. This vote may take place at any of the regular meetings of the church, and it will require a 75% majority of votes cast to admit a new member into Immanuel. Once admitted, members will relinquish their membership in any other churches.

B. Baptism will be administered to a candidate for membership who is recommended to the congregation by the elders and who meets the above qualifications for membership (excluding baptism). The candidate will then be baptized at the church's earliest convenience and will become a member upon receiving baptism.

Section 3 – Duties and Privileges of Membership

A. A New Testament Christian is a minister. Membership is ministry. Each member is expected to be faithful to a New Testament Christian life as outlined in the Church Covenant and to recognize that he or she is the basic minister of the church. Therefore, each member will diligently seek to discover his or her gifts and areas of ministry in order to become equipped for and to fulfill that ministry.

B. Only members of this congregation will be entitled to serve in the ministries of the church; non-members may serve on an ad-hoc basis with the approval of the elders. Non-members

may also serve the church for purposes of administration, maintenance, professional consultation, and construction, at the discretion of the elders.

C. It is the privilege and responsibility of members to attend all members' meetings and vote on the election of elders and deacons, on decisions regarding the admittance and excommunication of members, modification of the Doctrinal Statement and these By-laws, on the adoption of an annual budget, and on any other matters that the elders may submit to a vote.

D. In the event that the members of Immanuel Baptist Church vote to dissolve as an organization, the members will determine by simple majority of votes cast what will happen to the assets of the Immanuel Baptist Church. Assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This vote will take place in the same meeting as the vote for dissolution.

Section 4 – Watch-Care Membership

A. Those who are living in the Louisville area temporarily may apply for Watch-Care membership. The qualifications are identical to those of full membership with the exception that the individual must retain membership in his or her home church. A letter of commendation will be sought from the applicant's home church. Watch-Care membership will immediately end upon the termination of residence in the Louisville area.

B. Disciplinary measures will be the same as those for full members except the home church will be notified of the actions taken. While Watch-Care members are encouraged to participate in meetings and ministry, they will not be eligible to vote or stand for any office.

Section 5 – Church Discipline

A. Formative Discipline – Is inherent in the preaching, teaching, and exercising of other ministries in the church through which the people are conformed to the image of Christ. Corrective Discipline – Occurs when a member is found in sin, and Immanuel seeks his or her repentance and restoration to obedience to Christ. Corrective Discipline may include individual confrontation and admonition, and it may possibly extend to excommunication from the membership of the church by recommendation of the elders and a vote of 75% of votes cast at a regular members' meeting. Corrective discipline will be carried out under executive sessions of Members' Meetings where all non-members are excluded from attendance and under the authority and guidance of Scriptures pertinent to it including, but not limited to: Matthew 18:15-17, I Corinthians 5:1-8, Galatians 6:1-2, I Thessalonians 5:14. Corrective discipline is not to be entered into lightly.

B. The purpose and practice of Corrective Discipline should be:

- For the repentance, reconciliation, and spiritual growth of the disciplined party (see Proverbs 15:5; 29:15; I Corinthians 4:14; Ephesians 6:4; I Timothy 3:4-5; Hebrews 12:1-11;

Psalms 119:115, 141:5; Proverbs 17:10, 25:12, 27:5; Ecclesiastes 7:5; Matthew 7:26-27, 18:15-17; Luke 17:3; Acts 2:40; I Corinthians 5:5; Galatians 6:1-5; II Thessalonians 3:6, 14-15; I Timothy 1:20; Titus 1:13-14; James 1:22);

- For instruction in righteousness and the good of other Christians as an example to them (see Proverbs 13:20; Romans 15:14; I Corinthians 5:11, 15:33-34; Colossians 3:16; I Thessalonians 5:14 [note that this instruction is written to the whole church, not just the elders]; I Timothy 5:20; Titus 1:11-12; Hebrews 10:24-25);
- For the purity of the church as a whole (see I Corinthians 5:6-7; II Corinthians 13:10; Ephesians 5:27; II John 10; Jude 24; Revelation 21:2, 7-8);
- For the good of our corporate witness to non-Christians (see Proverbs 28:7; Matthew 5:13-16; John 13:35; Acts 5:10-14; Ephesians 5:11; I Timothy 3:7; II Peter 2:2; I John 3:10); and
- Supremely for the glory of God by reflecting His holy character (see Deuteronomy 5:11; I Kings 11:2; II Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8; Romans 2:24, 15:5-6; II Corinthians 6:14-7:1; Ephesians 1:4, 5:27; I Peter 2:12).

Section 6 – Termination of Membership

Termination of membership will be recognized by the church following the death of a member, or transfer of membership to another church, or the honorable release of membership upon the recommendation of the Elders. Membership transfers and releases will be passed by a majority of votes cast at a regular Members' Meeting. Membership may also be terminated as an act of Corrective Discipline upon the recommendation of the elders and with the vote of 75% of votes cast. Members who are under corrective discipline by Immanuel forfeit and waive the right to resign from membership in this assembly. Resignations from membership are possible only by those members in good standing and according to the parameters outlined in this article and section of these By-Laws and who are not under any disciplinary action.

Article 4 – Church Government

Section 1 – General Statements

A. The Biblical offices in the church are elders and deacons. In addition to these offices and in deference to the non-profit corporation laws of the state of Kentucky, our church will also recognize the administrative offices of clerk and treasurer, whose responsibilities will be outlined in these By-Laws. All officers must be members of Immanuel prior to taking office or assuming their responsibilities. No one may hold more than one administrative office at the same time.

B. Any officer of the church who is correctively disciplined will, since they are no longer members of Immanuel, also be removed from the office that he or she holds.

C. Congregationalism and Elder Leadership - Because of the fundamental equality of believers, each member plays an important role in the mission of Immanuel. Immanuel members are called to a shared life together, involving fellowship, discipline, and care. Although the entire church does not have responsibility for the governance of the church, each member contributes greatly to the health or demise of Immanuel. The leadership of elders in no way contradicts the prerogatives and liberties given to all who are in Christ. Among other authority enumerated in Article 3, Section 3, sub-section C of these By-Laws, Immanuel members participate, under the leadership of the elders, in the joyful welcoming of new members and the excommunication of unfaithful members. The congregation is involved in the evaluation and election of Elder and Deacon candidates (Acts 6:3-6) and has a responsibility to bring charges to the Elders against a leader in serious sin (1 Tim. 5:19-20). All believers are responsible to reject false teachers and unbiblical leadership (Gal. 1:1-2; 2 Tim. 4:3), so the congregation establishes and maintains a doctrinal statement of commonly held truths. All believers have the right to approach God freely through Christ and to study the Scriptures for themselves. All believers are gifted by the Holy Spirit for active ministry in the church. Of course, the congregation must also recognize the value and role of elders in the church. We should pray for our leaders, maintain the unity of the Spirit with them, and joyfully submit to their biblical leadership.

No church polity will work without the necessary qualifying character on the part of the Elders and the correspondent faith-filled submission of the congregation. Within the general equality of all believers, God orders and gives leaders to his church. The congregation's submission to Christ finds expression in its submission to godly elders (1 Thess. 5:12-13; Heb. 13:17; 1 Pet. 5:5). All ministry to the church is ultimately Christ's own ministry and, as gifts from God, elders are an extension of Christ's ministry to his people. Jesus is the apostle (Heb. 3:1), the prophet (Matt. 13:57), the teacher (Matt. 10:24-25), the shepherd (John 10:11; 1 Pet. 5:4), the evangelist (Luke 4:18), the preacher (Matt. 4:17), and the servant (Mark 10:45). All leaders in the church carry on Jesus' own ministry. This is a voluntary submission which must not be coerced and which assumes that elders are serving as faithful examples and are faithfully leading the congregation in obedience to God's Word. God's Word circumscribes the elders' authority. Only Scripture can bind the conscience of the Christian, and leaders forfeit their authority when they deviate from God's Word. Biblical texts that specifically address the notion of authority with respect to the congregation and its leaders affirm elder leadership and congregational submission.

- a. Elders rule/govern/manage: 1 Tim. 3:4-5; 5:17; 1 Thess. 5:12; Rom. 12:8
- b. Elders lead: Heb. 13:7, 17, 24
- c. Elders exercise oversight: Acts 20:28; Phil. 1:1; Titus 1:7; 1 Pet. 5:2
- d. The congregation respects: 1 Thess. 5:12
- e. The congregation esteems: 1 Thess. 5:13
- f. The congregation obeys: Heb. 13:17

g. The congregation submits: Heb. 13:17

h. The congregation imitates: Heb. 13:7; 1 Cor. 11:1; 2 Thess. 3:7, 9

Section 2 – Elders

A. In keeping with the principles set forth in Acts 6:1-7 (the role of the twelve), 20:28-31; I Timothy 3:1-7, 5:17; Titus 1:5-9; Hebrews 13:17; James 5:14; and I Peter 5:1-4, the elders will oversee the ministry and the resources of the church. They will seek the mind of Christ through the guidance of the Holy Spirit and the Word of God as they shepherd the flock of God. They will be given to prayer, study, and teaching of the Word; they will gladly and honorably shepherd the flock, teach and exhort, refute those who contradict the truth, pray for the sick, and care for the souls of the church members. Elders will also be responsible for interviewing candidates for membership, examining and recommending all prospective candidates for offices, overseeing the work of the deacons, conducting worship services, overseeing the administration of baptism and the Lord's Supper, equipping the members for the work of the ministry, encouraging sound doctrine, overseeing church discipline, and mobilizing the church for world missions.

B. The elders will be no less than three men who meet the qualifications of the office as set forth in I Timothy 3:1-7; Titus 1:6-9. Only men can serve as elders in accord with I Tim. 2:12, 3:2-7; Titus 1:5-9, and following the example elsewhere set forth in Scripture. All elders must be wholeheartedly in agreement with the Confession of Faith and Church Covenant. Elders may or may not be in the regular pay of the church. These men will be recognized by the church as gifted and willing to serve in this calling, and they will be received as gifts of God to the church and set apart as elders. If an insufficient number of qualified men are available then the church is not required to have three elders and should seek the leadership of a biblically qualified preaching elder, Titus 1:5.

C. An elder's term of office may be terminated by resignation or dismissal. Any member with reason to believe that an elder ought to be dismissed should express such concern to the elders. Any such action ought to be done in accordance with the instructions of our Lord in Matthew 18:15-17 and I Timothy 5:17-21. Any elder may be dismissed at the recommendation of the elders and then by a vote of 66% of the votes cast at any regular members' meeting.

D. The elders have the primary responsibility for the employment, supervision, evaluation, and termination of staff members, any of which they may delegate to others. The elders will organize themselves however they discern best for the overall accomplishment of Immanuel's vision and mission.

E. The elders will elect a chairman who will chair all elders meetings and act as moderator in members' meetings. In his absence, the elders will appoint another to fill his place. For the purpose of compliance with the nonprofit corporation laws of the state of Kentucky, the chairman of the elders will serve as the president of the corporation.

F. In accord with KRS273.161(7), the Council of Elders serve as the Board of Directors of the corporation.

Section 3 – Deacons

A. In keeping with the principles set forth in I Timothy 3:8-13 and Acts 6:1-7, deacons will be given to serving the temporal needs of the church (so that the elders can be given to prayer and the ministry of the Word) and guarding the unity of the body. Only men may serve as deacons in accordance with I Timothy 2:12, 3:8-13, and Acts 6:1-7. These men will be received as gifts of God to the church and set apart as deacons.

B. The deacons will care for the temporal needs of the church: mercy ministries, accommodations for public worship, overseeing the financial activities and properties of the church. The deacons may be organized by the elders in the most fitting way to accomplish their mission to the church. At the recommendation of the elders, the church may recognize deacons to serve in other specific capacities as needs arise in the church.

C. A deacon's term of office may be terminated by resignation, discipline, dismissal, or when the elders judge that a particular deacon's area of ministry is no longer needed.

Section 4 – Clerk

The elders will appoint a clerk who will record the minutes of all regular and special members' meetings. The clerk will serve a one year term. For the purpose of compliance with the nonprofit corporation laws of the state of Kentucky, the clerk will serve as the secretary of the corporation.

Section 5 – Treasurer

The elders will appoint a treasurer who will be sure that all funds and securities of the church are properly secured in such banks, financial institutions, or depositories as designated by the elders. The treasurer will 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 agents of the church. The treasurer will render to the elders, the deacons, and the church annually an account of all transactions as treasurer and of the financial condition of the church. The treasurer will serve a one year term. For the purpose of compliance with the nonprofit corporation laws of the state of Kentucky, the treasurer will serve as the treasurer of the corporation.

Article 5 – Meetings

Section 1 – Worship Meetings

Worship services will be held each Lord's Day, and may be held throughout the week as the elders determine. Communion will be served during regular worship services at the elders' discretion and only immersed believers will be invited to partake. The elders may cancel any

worship service on a specific occasion, due to inclement weather or other like occurrence, if they see fit.

Section 2 – Members’ Meetings

A. In every meeting together, members will act in that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ. In special circumstances, when it is deemed necessary by the elders, non-members will not be allowed to attend members’ meetings.

B. Regular Members’ Meetings- Will be held at least once a quarter and at a time agreed upon by the elders and acceptable to the church. An annual members’ meeting will be held for the approval of the new year’s budget at least one month prior to the new year. The chairman of the elders will moderate members’ meetings. In his absence the elders will appoint a moderator.

C. Notice- The date, time, and purpose of all members’ meetings must be announced at Sunday public worship gatherings for at least two weeks prior to the meeting.

D. Special Meetings- May be called by the elders or by a written request to the elders by 10% of the members. If a special meeting is called for by 10% of the members, this meeting will take place within one month of the request. The date, time, and purpose of all special meetings must be announced at Sunday services for at least two weeks prior to the meeting.

E. Emergency Meetings- May be called by a majority of the elders. All resolutions passed at emergency meetings are subject to review at the next regular members’ meeting.

F. Meetings will be conducted according to these by-laws. On any matter where these by-laws are silent Robert’s Rules of Order will be used as a general guide. On any matter that is brought to vote, a vote of 66% is needed for it to pass unless these by-laws specify otherwise. Abstentions will not be considered as votes cast.

Article 6 – Election of Biblical Officers

Section 1—Principles

The election of officers ought to be undertaken with substantial prayer both individually and corporately, and the process ought to express that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

Section 2 – Selection of Officers

A. The elders should seek input and recommendations from the members. These recommendations for any office within the church will go to the elders for their approval. Only elder-approved nominees will be presented to the congregation.

B. The elders will inform the church of officer nominees at least two weeks prior to voting. Any member with reason to believe a candidate nominated by the elders is unqualified for an office should express this concern to the elders as soon as possible.

C. The chairman of the elders will declare elected all persons receiving a 75% majority of all votes cast for any office. The persons elected will assume office immediately unless another date has been specifically designated by the elders. Elections to fill any vacancies that may occur during the course of the year may be held at any members' meeting upon the recommendation of the elders.

Section 3 – Calling of a Lead Pastor (Elder)

In calling a man to this position, the same basic process outlined for calling an elder must be followed. In addition, the church must be given adequate opportunity to assess the leadership capacity, preaching ability, and Biblical soundness of any candidate. Before voting, the church must receive assurance that the candidate undoubtedly is qualified and gifted for the position and is wholeheartedly in agreement with the Confession of Faith and Church Covenant. Only one man may be recommended at a time to the church for a given position. Following a candidate's nomination to serve as a Lead Pastor (Elder), which will constitute his election to membership, notice of a pending church vote must be given at two Sunday morning services prior to the vote at a members' meeting. A Lead Pastor (Elder) must receive a vote of at least 75% of **votes cast** to be elected.

Article 7 – Marriage and Sexuality

Section 1 – The Meaning of 'Marriage'

We believe that the term "marriage" has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture.

Section 2 – Sexual Intimacy

We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

Section 3 – Sexual Immorality

We believe that any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography or any attempt to modify one's body to correspond with a perceived gender, or disagreement with one's biologically determined gender, is sinful and offensive to God.

Section 4 – Membership/Volunteer/Staff Implications

We believe that in order to preserve the function and integrity of the church as the local Body of Christ, and to provide a biblical role model to Immanuel members and the community, it is imperative that all persons employed by the church in any capacity, or who serve as

volunteers, should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly.

Section 5 – Forgiveness, Reconciliation and Love

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. We believe that 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 the doctrines of Immanuel.

Article 8 – Indemnification

Section 1 – Mandatory Indemnification

If a legal claim or criminal allegation is made against a person because he or she is or was an officer, employee, or agent of the church, the church shall provide indemnification against liability and costs incurred in defending against the claim if the elders determine that the person acted (a) in good faith, (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and (c) in a manner the person reasonably believed to be in the best interest of the church, and the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2 – Permissive Indemnification

At the discretion of the elders, the church also may indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the church's best interest and not unlawful.

Section 3 – Procedure

If a quorum of the elders (51% of the elders) is not available for an indemnification determination because of the number of elders seeking indemnification, the requisite determination may be made by the membership or by special legal counsel appointed by the membership.

Article 9– 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 (Matthew 18:15-20; I Corinthians 6:1-11), the church will require its members to resolve conflict among themselves according to biblical principles without reliance on the secular courts. When consistent with its call to peacemaking, the church will encourage the use of biblical principles and the avoidance of suits of law to resolve disputes between itself and those outside the church, whether Christian or non-Christian and whether individuals or corporate entities. The elders will adopt policies and procedures to effect these requirements and aspirations.

Article 10– Amendments

Section 1 – Confession of Faith and Church Covenant

The Confession of Faith and Church Covenant may be amended by a vote of 75% of votes cast at a regular members' meeting (not a special members' meeting), provided that the amendment had been offered in writing at the regular members' meeting in the previous quarter, and had been announced from the pulpit at church services two successive Sundays prior to such a vote.

Section 2 – By-Laws

These By-Laws may be amended by a vote of 75% of votes cast at a regular members' meeting provided that the amendment was offered in writing at the regular members' meeting in the previous quarter, and had been announced from the pulpit at church services two successive Sundays prior to such a vote.