

**BYLAWS of THE FIRST BAPTIST CHURCH IN AMERICA
and of the CHARITABLE BAPTIST SOCIETY
Revised July 18, 2004**

PREAMBLE

This church, The First Baptist Church in America, affirms its historic conviction that the Scriptures, interpreted under the guidance of the Holy Spirit, are a sufficient guide for the believer in matters of faith and practice. We also covenant together to:

- be one body in Jesus Christ, upheld by His Spirit and living in His love;
- uphold each other in prayer and fellowship;
- seek ways in which we can grow together through sharing our individual gifts;
- worship and study together that God's Word may become our way;
- share our money, time and talent in support of local, state, national and international ministries.

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ARTICLE I - NAMES

The First Baptist Church in America was established in 1638 by Roger Williams and has been in continuous operation as a church since that date.

The Charter of The Charitable Baptist Society, issued in 1774 in Providence, in the Colony of Rhode Island and Providence Plantations by the colonial legislature, remains in effect. By the terms of the Charter, the Charitable Baptist Society is the legal owner of the property of the First Baptist Church in America.

These related but distinct organizations (also referred to herein as the Church or FBCIA, and the Society or CBS, respectively) are governed by the members and administered by the elected officers, boards and committees set forth in these Bylaws.

ARTICLE II - MEMBERSHIP

Section A. Church Membership

1. Any person who is in substantial accord with the faith and practice of this Church, upon recommendation by the Board of Deacons, may become a member by a two-thirds (2/3) vote of the members present and voting at any Church meeting by:
 - baptism; or
 - letter from a recognized Christian church releasing them from membership; or
 - affirmation of believer's baptism and Christian experience; that is, one who has been a member of a recognized Christian church but who has no letter of dismissal may be received by giving satisfactory evidence to the Deacons of Christian faith and conduct.

1. Affiliate Members. Affiliate Membership recognizes that a person whose residence in this area is likely to be limited may not wish to give up membership in his/her "home" church. Such a member of a recognized Christian church who wishes to engage in the work and worship of this Church may apply and may become an Affiliate member in accordance with Section 1 above, upon evidence of membership in such a church.

All references in these Bylaws to Active members shall include Affiliate Members and Affiliate Membership carries all of the privileges and responsibilities of Church Membership.

Affiliate Members will not be included in denominational reports, and such membership will cease automatically when the member moves from the area.

2. Inactive Members. Any member who has neither contributed to the Church nor been present for a year or more may be placed on the Inactive list by majority vote of the members present and voting at any Church meeting. Members on the Inactive list may not vote in Church meetings and are not included in denominational reports.

To return to Active membership, an Inactive member will request active membership by letter or e-mail to the Clerk, giving evidence of renewed interest in, and support of, the Church; and be voted into Active membership by the Church (Section 1 above).

4. Applications for membership may be made to the Pastor(s), the Clerk, or any Deacon, and will be referred to the Board of Deacons for action and recommendation to the Church.

ARTICLE II - MEMBERSHIP (Continued)

1. Membership may be terminated by:
 - . written resignation; or
 - . request of a letter of transfer to another church; or
 - . vote of the Church because of extended inactivity; or
 - . moving of Affiliate members from the area.

Section B. Society Membership.

1. All active and affiliate members of the Church are Members of the Charitable Baptist Society as long as they remain active members of the Church. To fulfill the requirements of the Charter, the Church will make a contribution of twenty dollars (\$20.00) to the Society on behalf of each new member.
2. Persons whose church membership terminates shall retain their membership in the CBS through the end of the calendar year in which their church membership terminates. Thereafter, they shall retain their membership in the CBS until the end of the first calendar year in which they fail to make a contribution of at least twenty dollars (\$20.00) to the Church or CBS, at which time their membership ceases without further action.
3. Persons who are not members of the CBS by virtue of paragraphs 1 or 2 above may become members of the CBS upon a vote of a majority of members present at a regular meeting of the Society or a special meeting called for that purpose, and upon making a contribution of twenty dollars (\$20.00) to the Church or CBS. Thereafter, they shall retain their membership in the CBS until the end of the first calendar year in which they shall fail to make a contribution of at least twenty dollars (\$20.00) to the Church or CBS, at which time their membership shall cease without further action.
4. Members of the Society who are not Church members may serve on all boards and committees except the Board of Deacons, the Pastoral Relations Committee and the Search Committee.

ARTICLE III - MEETINGS

Meetings of the Church and of the Society will normally be held concurrently on the same dates.

Section A. Annual Meetings.

Annual Meetings of the Church and of the Society will be on the the fourth Sunday in January each year. The agenda for these meetings will include:

1. Convene and open with Prayer.
2. Approve minutes of previous meetings.
3. Receive written reports from all Officers, Boards, Committees, and the Pastor(s).
3. Act on Committee reports.
4. Approve a budget for the ensuing year.
6. Elect new Officers and Committee members; and engage the newly elected Officers.
7. Consider such other business as may come before the respective meetings.

At least ten days prior to each annual meeting, the responsible bodies will have available to members:

- the Annual Report for the year just completed;
- the Budget for the ensuing year;
- recommendations of the Nominating Committee for the ensuing year.

Section B. Regular Meetings.

Regular Meetings of the Church and of the Society will be held quarterly on a schedule determined and published by the Executive Committee prior to the Annual Meeting.

Section C. Special Meetings.

Special Meetings may be called:

1. For the Church: by The Pastor(s), the Moderator, the Chairman of the Board of Deacons, or by the Clerk when requested by not less than ten (10) members of the Church.
2. For the Society: by The Moderator, or by the Clerk when requested by not less than ten (10) members of the Society.

The Clerk will be responsible for notifying members of Special Meetings at least two Sundays in advance. Notice will be published in the FBCIA newsletter/bulletin, posted in the church and announced from the pulpit during services of the Church. The purpose(s) of Special Meetings must be stated in the notice.

ARTICLE III – MEETINGS (Continued)

Section D. Quorum.

Twenty-one (21) members of the respective bodies will constitute a quorum for the transaction of business at any Church or Society meeting.

Section E. Parliamentary Authority.

Robert's Rules of Order, The Modern Edition will govern the meetings of the Church and of the Society in all cases to which they apply and in which they are not in conflict with these Bylaws.

ARTICLE IV - GOVERNANCE

Section A. Officers.

The Church and the Society will elect at the Annual Meeting the following Officers to serve for both groups:

1. The Moderator will preside at all business meetings of the Church and of the Society, and at all meetings of the Executive Committee.

The Moderator will remind all boards and committees of their responsibilities as set forth in Section C-I-b below.

2. A Deputy Moderator will:
 - . serve in the place of the Moderator in the event of the Moderator's illness, absence, or inability to preside;
 - . be responsible to see that all committees maintain and file with the Secretary of the Church reports, minutes, budgets, and other documents in a timely manner; and
 - . follow up with the Secretary periodically to see that this is done.
3. The Clerk will record and keep the minutes of all Church and Society meetings and maintain lists of all Church and Society members and of those elected to an office, and to boards and committees. After meetings at which new members of boards or committees are elected, the Clerk will update appropriate lists. The Clerk will receive all letters and sign all requests for transfer of membership and issue letters of dismissal, upon vote of the Church and/or Society.
4. A Deputy Clerk will serve in the absence of the Clerk.

ARTICLE IV - GOVERNANCE (Continued)

5. The Treasurer will fulfill legal requirements for the office and additional duties as directed by the Finance Committee. The Treasurer will present written financial reports of all income and expenses at each quarterly and annual meeting.
5. A Deputy Treasurer(s) will serve in the place of the Treasurer in the event of his/her illness, absence, or inability to serve. The Deputy Treasurer(s) may have additional duties as the Finance Committee shall direct.
6. The Auditor will cause the financial records of the Church and Society to be audited or reviewed annually to the extent directed by the Society.
7. The Church and/or Society may elect other ad hoc officers at the Annual Meeting with prior notice given by January 1.
9. Terms. Officers will be elected for terms of one year, and may serve for no more than three consecutive one-year terms. Officers will assume their duties following the close of the meeting at which they are elected.
10. Engagement of Officers. Following election at the Annual Meeting, officers shall be engaged by the Chairperson of the Board of Deacons of The First Baptist Church in America, using the following form:

"I _____, do solemnly affirm that I will perform faithfully the duties pertaining to the office of _____ in the First Baptist Church in America and in the Charitable Baptist Society for the term ensuing, so help me God."
11. An officer may be removed by secret ballot of the Church or of the Society at any Regular or Special Meeting, provided that notice of the intended removal is given to such officer prior to the call to the meeting.

ARTICLE IV - GOVERNANCE (Continued)

Section B. The Executive Committee will:

1. consist of the Moderator, Deputy Moderator, Treasurer, Clerk, one (1) member-at-large of the Church elected at the Annual Meeting for a three-year term, and the Chairperson or a representative of each of the following Boards and Committees:

Board of Christian Education;	Music Committee;
Board of Deacons;	Properties & Sexton Committee;
Finance Committee;	Publicity Committee;
Board of Missions & Evangelism;	Social Committee.

2. coordinate the business affairs of the Church and provide general Church policy, other than spiritual;
3. determine administrative and personnel policies for all full- and part-time employees;
4. communicate to one another, to the Pastor(s) and to the Church – through timely articles in the Church newsletter and/or other publications -- such matters as may impact upon, or be of special interest to, other parts of the Church body;
5. plan (during September) with the Finance Committee regarding financial commitments for the on-going and proposed work of the Church for the ensuing year;
6. be responsible for providing the Pastor(s) with secretarial services, and fulfill the duties set forth in Article VII with regard to the Secretary's position;
7. review and approve substantial disciplinary steps being considered with respect to any paid staff employee other than the Pastor(s);
8. comply with the provisions of Section C-1, c-g below.

ARTICLE IV - GOVERNANCE (Continued)

Section C. Boards and Other Committees.

1. The Church and Society will elect the Boards and Committees at the Annual Meeting named in this Section. The Church and/or the Society may elect other boards and committees, specifying the numbers of members, duties, composition, and terms of office for such boards or committees when they are formed.

Each Board and Committee will:

- . consist of at least the number of members specified. At each Annual Meeting, one-third (1/3) of the members of each committee (or the number required to fill all vacancies) will be elected for terms of three years (or for persons elected to fill vacancies, for the balance of the term of the position vacated). After serving one full (three-year) term as an elected member of any committee, one year will elapse before a member becomes eligible for re-election to the same committee.

Exceptions to the three-year terms are members of the Search Committee (Article VI Section B), of the Bylaws Committee (Article IX Section B), and those elected to fill unexpired terms;
- b. meet within thirty (30) days of the Annual Meeting to:
 - (1) elect a Chairperson;
 - (2) elect or appoint other officers as needed, including a representative to the Executive Committee;
 - (3) set a regular time and place for its meetings;
 - (4) establish and/or ratify written committee operating procedures; and
 - (5) provide to the Church office and to the Executive Committee written notification of the results of these actions and a copy of the committee operating procedures as adopted;
- c. recognize one more than half of the Board or Committee as a quorum for its meetings;
- d. submit written minutes of all meetings for filing in the Church office and report to the Church and Society at the Quarterly Meetings;
- e. submit in September to the Finance Committee a budget for income expected from, and expenses related to, the programs and functions for which it is responsible;
- a. by January 10 of each year, submit a written report summarizing its year's work to the Church office for inclusion in the published Annual Report;
- b. make such other reports as the Church or Society may require.

ARTICLE IV - GOVERNANCE (Continued)

0. The Board of Christian Education, consisting of five (5) members, will:
 - a. initiate and supervise a program of Christian Education for the Church;
 - b. oversee the operation of the Church Sunday School;
 - c. select, and train as necessary, teachers for the Sunday School;
 - d. be responsible for a Director of Christian Education per Article VII. The Director will serve as an ex officio member of the Board.

3. The Board of Deacons, consisting of nine (9) members, will:
 - a. oversee the spiritual interests and concerns of the Church;
 - b. confer with the Pastor(s) regarding the worship, programs, and general welfare of the Church;
 - c. prepare and assist in baptisms and in the conduct of the Lord's Supper;
 - d. be responsible for oversight of the work of, and evaluate the performance of, the Pastor(s) annually, and recommend compensation for the Pastor(s) to the Finance Committee for inclusion in the proposed budget;
 - e. consider and recommend to the Church applicants for membership in accord with Article II Section A-1;
 - f. administer money(s) contributed and/or designated for the purpose of aiding members of the Church in need of financial assistance including the Deacon's Fund (or Fellowship Fund) or other funds and/or bequests designated for similar purposes;
 - g. receive and act upon reports from the Pastoral Relations Committee.

4. The Pastoral Relations Committee, consisting of three (3) members, one of whom will be a Deacon, will:
 - a. foster constructive communication between the congregation and the Pastor(s);
 - b. seek ways to implement the congregation's responsibility for the professional growth and personal well-being of the Pastor(s);
 - c. attempt to provide spiritual and emotional support to the Pastor(s) and to the family(ies) of the Pastor(s);
 - d. meet with the Pastor(s) at least once each quarter;
 - e. following such meetings, report to the Board of Deacons any suggestions to improve the life of the Church and the effectiveness of its ministry, as well as any questions or concerns which the Committee thinks should be addressed by the Deacons.

ARTICLE IV - GOVERNANCE (Continued)

5. The Finance Committee, consisting of seven (7) members, will:
 - a. from the budget recommendations submitted to it (Section C-1-e above) consolidate and make available a proposed Budget for the coming year, at least ten days prior to the Annual Meeting;
 - b. arrange for the investment of the capital funds of the Society by a qualified trust company or other agency selected by the Committee and approved by the Society;
 - a. meet not less than twice a year to review performance of the investments and of the agents the Society has used to make investments, and to make changes in the investments and agents as necessary;
 - b. report on the Society's investments at the Annual Meeting;
 - c. supervise the application of income from such funds, and of all other income of the Society, in accord with the requirements of the donors or, in the absence of such requirements, in accord with the votes of the Society;
 - d. supervise and direct the collection, handling, disbursing, and accounting for Church funds (or of any funds which shall otherwise be available for expenditure at Church direction), appointing such sub-committees as needed for these purposes;
 - g. provide a written report on finances for Quarterly Meetings and for the Annual Meeting;
 - h. oversee and direct:
 - (0) the work of the Treasurer and Deputy Treasurer(s), who shall be ex officio members of the Committee;
 - (0) the work of the Bookkeeper (per Article VII);
 - (0) other financial activities of the Church (such as the "Store", First Night, etc.).

9. The Board of Missions & Evangelism, consisting of five (5) members, will:
 - a. develop, oversee, and implement the missions and evangelism programs of the Church;
 - b. inform the congregation of activities in foreign and home mission fields;
 - c. provide leadership for the special mission offerings;
 - d. cooperate with the Pastor(s) and the Board of Deacons, particularly in implementing evangelistic outreach.

10. The Music Committee, consisting of five (5) members, will:
 - a. be responsible for the music program and instruments of the Church;
 - b. be responsible for the Minister of Music and paid soloists (per Article VII);
 - c. encourage the use of the Church facilities for musical activities which will enrich the spiritual life of the Church;
 - . include the Minister of Music as an ex officio member of the Committee.

ARTICLE IV - GOVERNANCE (Continued)

8. The Properties and Sexton Committee, consisting of five (5) members, will:
 - a. supervise the maintenance and operation of the buildings, grounds, furniture, furnishings and equipment belonging to the Society;
 - b. be responsible for a Sexton and any necessary assistants (per Article VII);
 - c. direct all repairs, improvements and alterations, subject to the provisions of Article V, Section C (Expenditures);
 - d. grant permission for the use of the Meeting House and grounds to the public for religious and social purposes (such as the Brown University commencement exercises) which, in the judgment of the Committee, are consistent with the general purposes of the Church;
 - a. determine what charge(s), shall be made for such use;
 - b. serve as liaison with the Old Meeting House Foundation with authority to request payment from the Foundation in accord with procedures determined by the Foundation.

9. The Publicity Committee, consisting of three (3) members, will:
 - . support the Church, its officers, committees, and staff with the design, production, and placement of promotional and informational materials for use in and out of the Church;
 - . schedule and release to appropriate media notices of forthcoming events;
 - . maintain the Church website;
 - . advise the Church of other effective means of bringing to public attention the work of the Church.

10. The Social Committee, consisting of five (5) members, will:
 - d. supervise and coordinate all functions related to meals and refreshments for Church-related activities including as needed, the acquisition, preparation, serving and clean-up of food, dishes, etc.;
 - e. work with any boards or committees which have requested, or are hosting, any meals and refreshments;
 - f. coordinate with the Sexton the use of equipment, supplies, and facilities.

1. A Nominating Committee, consisting of five (5) members, will:
 - a. select a candidate for each office, board and committee, and delegate position to be filled and present these nominees at the Annual Meeting. Only persons who have signified their consent to serve if elected shall be nominated for such offices or committees;
 - b. at any regular or special meeting of the Church or Society, nominate persons for offices or committees to fill vacancies for any unexpired terms.

ARTICLE V – FINANCES

Section A. The Church fiscal year will be the calendar year.

Section B. Budget.

In September, each board and committee will estimate its financial needs for the coming year and submit its budget in writing to the Finance Committee, who will prepare a consolidated proposed budget to be available at least ten (10) days prior to the Annual Meeting.

Section C. Expenditures.

All monies (with the exception of funds administered by the Deacons per Article IV, Section C-3-f above) will be held by the Society to be expended only in accordance with:

1. the budget approved at the Annual Meeting; or
2. a special vote of the Church or Society to significantly exceed the budget approved at the Annual Meeting; or
3. authorization of the Finance Committee in emergencies. Such emergency authorizations must be brought before the Society at the next meeting for ratification.

All expenditures must be approved through the signature of the Chairperson of the responsible Board or Committee.

ARTICLE VI - PASTOR(S)

Section A. Call and Term of Office

The Pastor(s) is (are) called by the members of the Church and serve(s) an unspecified term. This term shall expire on:

0. written letter of resignation; or
0. two-thirds (2/3) vote by secret ballot of the Church members present and voting at a Special Meeting called for that purpose.

Section B. The Pastor(s) Responsibilities.

The Pastor(s) will:

1. be the spiritual leader(s) of the Church;
2. provide pastoral care to the members;
3. conduct, or plan for, worship and other services;
4. administer the day-to-day operations of all paid staff positions;
5. evaluate all paid staff positions (other than his/her own) recommend to the responsible committees (at least annually, prior to preparation of budgets) changes in compensation, and advise the responsible committee chairperson of any contemplated disciplinary measures;
6. be ex officio member(s) of all Boards and Committees of the Church and Society (except the Pastoral Relations Committee {Article IV, Section C-4} and the Search Committee {Section C of this Article}) and make recommendations to them and to the Church.

Section C. Vacancies.

If a vacancy occurs in the office of Pastor, or upon notification that an incumbent Pastor intends to resign, a Search Committee of seven (7) members of the Church will be elected at the earliest convenience of the Church, to consider and interview candidates for the position. The Church will provide funds for such expenses as the Committee deems reasonable. The Committee will recommend to the Church a compensation package to be offered to a candidate for the office of Pastor.

After the Committee has selected a candidate by unanimous vote of those present and voting, it will nominate the candidate at a subsequent Church meeting. Two-thirds (2/3) of the church members present and voting by secret ballot will be required to call a Pastor.

ARTICLE VII - OTHER PAID STAFF POSITIONS

Section A.

The following (full- or part-time) paid positions are authorized (in addition to the Pastor(s); see Article VI above). Day-to-day administration of these positions is the responsibility of the Pastor(s). The specific duties set forth in Section B, below, are the responsibility of the following Boards and Committees:

<u>Responsible Committee</u>	<u>Position</u>
Christian Education	Director of Christian Education
Executive	Secretary
Finance	Bookkeeper
Music	Minister of Music
Properties and Sexton	Sexton

Section B.

These Boards and Committees will, considering the Pastor's recommendations:

1. establish and maintain Job Descriptions for the respective positions, outlining general responsibilities and priorities for these positions;
2. interview applicants and hire qualified person(s) to fill these positions;
3. meet with individual(s) filling these positions at least annually to evaluate job performance and to consider recommendations by the incumbent(s), the Pastor(s), and/or other interested Church members;
4. review hours of employment and compensation at least annually;
5. if any disciplinary steps (up to and including termination) are being considered, outline a plan for resolution of the problem(s) and discuss this plan with the Pastor(s), the Moderator, and the incumbent prior to enacting the proposed discipline.

Section C.

The Pastor(s) and the responsible Boards and Committees may, after consulting with each other, and after approval of the Executive Committee, change or add to the paid positions specified above.

ARTICLE VIII - AFFILIATIONS AND REPRESENTATION

Section A. This church is affiliated with:

1. The American Baptist Churches of Rhode Island (ABCORI);
2. American Baptist Churches United States of America (ABC/USA);
3. The Rhode Island State Council of Churches (RISCC);
4. The National Council of Churches of Christ (NCC);
5. The World Council of Churches (WCC); and
6. The Providence Intown Churches Association (PICA).

The Church may elect to such bodies delegates or representatives to which it is entitled.

Section B. The Church has also maintained historic ties with, and has provided support to, the following organizations:

1. The John Clarke Retirement Center (JCRC);
2. South Providence Neighborhood Ministries (SPNM);
3. Other religious or humanitarian groups including Amnesty International, Bacone College, Habitat for Humanity, The Baptist World Alliance, etc.

The Church may change such support as recommended by the Missions and Evangelism Committee and/or as approved in the passage of the annual budget.

Section C. The Church may establish a "sister-church" relation with other church(es) upon written documentation as to how the relation is defined and after a two-thirds (2/3) vote by secret ballot of the members present and voting at any Special Meeting called for that purpose.

ARTICLE IX - AMENDMENTS

Section A.

These Bylaws may be amended by the vote of two-thirds (2/3) of the members present and voting at any Annual or Quarterly Meeting, provided that notice with description of any such proposed amendment has been given both at the Regular Meeting previous to the Meeting at which the vote is to be taken, and by distribution in the FBCIA newsletter/bulletin.

Section B.

A Bylaws Committee will be elected every third year for a term of one year to review these Bylaws; and, if necessary, recommend amendments to the membership.

Section C.

An amendment will become effective upon passage unless otherwise provided.