

CONSTITUTION AND BYLAWS  
OF  
FIRST BAPTIST CHURCH OF EUGENE

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ADOPTED DECEMBER 7, 2008

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\*DRAFT RECOMMENDED BY THE BOARD FOR APPROVAL 12/13/2022.

\*AFFIRMATION VOTE SCHEDULED FOR 1/29/23

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## CONSTITUTION

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We, the members of First Baptist Church of Eugene, Oregon, approve and adopt this constitution and these bylaws for the purpose of declaring the principles and rules for governance of our church organization.

### PREAMBLE

Resting our faith in the Lord Jesus Christ for salvation, and taking our authority from the Bible, the inerrant and infallible revelation of God, and believing in the teaching and the practices of Baptists and those distinctive principles for which they stand, namely:

1. The Lordship of Jesus Christ,
2. The Bible as the standard of faith and practice,
3. Regenerated membership,
4. Baptism of believers by immersion
5. Progressive sanctification,
6. Each individual's direct access to God through Jesus Christ,
7. Congregational government,
8. Evangelism of the world as our mission, and
9. Separation of church and state.

Therefore, we have joined together as a body of immersed believers in Jesus Christ and adopt, ordain, and establish for our governance and plan of worship and service the following statement of faith, covenants, and bylaws.

### STATEMENT OF FAITH

We believe in the inspired authority of Holy Scripture; in the virgin birth and essential deity of Jesus Christ; in His atoning death and resurrection; in His ascension into heaven; in the indwelling of the Holy Spirit; and in the personal return of Christ and His ultimate undisputed Kingdom and reign.

### COVENANTS

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we solemnly and joyfully enter into covenant with one another, as one body in Christ.

We shall by the aid of the Holy Spirit walk together in Christian love; strive for the advancement of this local church, in knowledge, holiness, and comfort; promote its

prosperity and spirituality; sustain its worship, ordinances, discipline, and doctrines; and contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spread of the gospel through the nations.

We also shall be mindful that we are called to be doers of the Word and not hearers only and thus to serve in this church with our time, our talents, and our possessions; set a proper example before our families at all times; train our children in the doctrines and duties of our faith; maintain family and private devotions; and walk before all men that the light of God's presence may shine from our lives in such manner as to encourage them to come to Him who is the Way, the Truth, and the Life. Therefore, we shall not indulge in practices that might be detrimental to the moral, spiritual, or physical well-being of our fellowship, our community, or ourselves. Where personal habits and indulgence in pleasures may be an offense or cast a stumbling block in the path of others, we will voluntarily abstain from these practices in order to maintain a pure witness (Romans 14:12-23).

We further pledge to watch over one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to cultivate Christian empathy in feeling and courtesy in speech; to be slow to take offense, always ready for reconciliation, (Matthew 18) and, mindful of the command of our Savior, to secure it without delay.

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## Bylaws

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### NAME AND LEGAL STATUS

First Baptist Church of Eugene, Oregon (herein referred to as "the Church" or "the corporation") is a religious corporation subject to the provisions of the Oregon Nonprofit Corporation Act (currently Chapter 65 or Oregon Revised Statutes, herein referred to as "the Oregon Act").

### PURPOSE

The purpose of the Church shall be to provide for the worship of God and the preaching and teaching of the Word of God, to bring people to faith in God through Jesus Christ, to administer the ordinances of the New Testament, to seek spiritual improvement of its members, to minister to its own community, and to aid in evangelization of the world.

### DEFINITIONS

As used in these bylaws, the following terms (unless the context clearly requires otherwise) shall have the following meanings:

"Approved by the members" or "approval by the members" means approved or ratified by the members entitled to vote on the issue through either: (a) the

affirmative vote of a majority of the votes of such members voting at a duly held meeting at which a quorum is present, or such greater proportion of the members as the bylaws or the Oregon Act may provide for specified member action; or (b) a written ballot or written consent in conformity with the Oregon Act.

“Bylaws” means the code of rules herein set forth for governance of the corporation.

“Board” or “Board of Directors” means the Board of Elders, which shall function as the corporation’s board of directors under the Oregon Nonprofit Corporation Act.

“Director” or “Directors” means and refers to Elders, male individuals affirmed by the congregation to act as members of the Board who shall be voting members of the Board.

“Elder” is any member of the current governing Elder Board, which consists of Pastor-Elder(s) and/or Congregant Elders, which are defined as follows:

- “Congregant-Elders” means male members of the congregation, individually approved by the membership, to be Elder(s), that are members of the Church that do not hold any paid position(s) with the organization, and who supervise the performance of Pastor-Elders.
- “Pastor-Elder” means, regardless of job title, a man hired by the Congregant-Elders, affirmed by the congregation to be an Elder, and serves in a senior level staff role. Job title may change at the discretion of the Congregant-Elders.

“Congregation” or “congregational” means all members of this local church, as a group, or, when used in reference to a particular meeting, means those members in attendance at the meeting.

“Member” means any person admitted to membership in the Church, but only members who have attained the age of sixteen years shall be entitled to vote for the election of directors and on other matters of Church policies and business.

#### WORSHIP MEETINGS

Meetings for worship, prayer, praise, fellowship, and similar purposes shall be held as determined by the Board. No prior written notice of any such meeting shall be required, and invitation to such meetings may be made informally or by common practice or schedule. However, meetings for public worship shall be held each Sunday morning and at other times as approved by the Board. Whenever possible, the ordinance of the Lord’s Supper shall be observed at least once each month.

#### FISCAL YEAR AND BUSINESS MEETINGS

The fiscal year of the corporation shall end on August 31. In accordance with State law, the corporation shall hold a membership (business) meeting annually soon after the fiscal-year end, at a date and time fixed by the Board. At the annual meeting, the President (Elder Board Chairman), and any other officer the board or the President may designate, shall report on the activities and financial condition of the corporation. In addition to annual meetings, the corporation may hold regular business meetings of the membership as scheduled by the Board and may hold special business meetings at times specifically designated by the Board. At each annual, regular, or special business meeting, the members shall consider and act upon such matters as may be raised consistent with the notice requirements of the Oregon Nonprofit Corporation Act. All annual, regular, and special business meetings of the membership shall be held at the corporation's principal office in Eugene, Oregon. Except as otherwise expressly required by the Oregon Nonprofit Corporation Act, notice of an annual, regular, or special business meeting shall be sufficient if published at least two weeks in advance of the meeting and distributed with the Church's regular worship service bulletin to members then in attendance, unless otherwise stated in these Bylaws. The Board may choose to hold any membership (business) meeting during a Sunday worship service at its discretion subject to the provisions of this section. The Board may establish a different fiscal year should the need require.

#### OFFICIAL CONGREGATIONAL BUSINESS

For any item listed below, the Board of Elders shall require a vote of the congregation, at a business meeting called for that purpose. Members may participate in-person and or by live video. There must be at least 100 members present to make any of the following actions binding, which must be approved by a simple majority of 50% plus one, unless otherwise specified:

1. Approval of the annual budget.
2. Affirmation of a Congregant-Elder, which must be approved by ninety percent (90%) of the member votes cast.
3. Dismissal of a Congregant-Elder on the recommendation of the other Elders.
4. Affirmation of a Pastor-Elder hired by Congregant-Elders, which must be approved by ninety percent (90%) of the member votes cast.
5. Dismissal of a Pastor-Elder, which must be approved by three-fourths (75%) of the member votes cast.
6. Dismissal of a Pastor-Elder or Pastor, based upon a petition by at least one hundred (100) members of the Church, subject to the approval of three-fourths (75%) of the member votes cast.
7. Affirmation of Ordination of an individual, which must be approved by three-fourths (75%) of the member votes cast.
8. The acquisition or sale of Church real property, which must be approved by two-thirds of the member votes cast.
9. Incurring indebtedness secured by Church real property, which must be approved by two-thirds of the member votes cast.

10. Amendment of these Bylaws, which must be approved by two-thirds of the members votes cast.
11. Other items, at the Board's discretion.

At any business meeting held for any other purpose, those members in attendance, who are eligible to vote, shall constitute a quorum.

#### MEMBERSHIP

Membership in this Church shall be granted to believers in the Lord Jesus Christ who have been baptized by immersion, who have acknowledged substantial agreement with the Statement of Faith and Covenants of this Church, who have completed any class of instruction required by the Church, who have been recommended for membership by the Pastoral Staff, and who have been received into the fellowship by affirmation of the Board. New members shall be presented to the Congregation for the "right hand of fellowship". A former member who has been dis-fellowshipped for cause may be restored to membership upon confession to the Lord Jesus Christ of his or her sins, and upon giving to the Pastoral Staff and Elders satisfactory evidence of repentance.

#### MEMBER PARTICIPATION

Members are encouraged to use their gifts, talents and resources to serve in the Church and in the community to fulfill the purpose, mission and vision of the Church. Some will serve in the context of Ministry Teams, while others will work independently.

#### TERMINATION OF MEMBERSHIP

Membership in the Church shall terminate as follows:

- By letter of Christian standing to another church;
- At the discretion of the board, by transfer to inactive status after two years of non-attendance;
- By exclusion for cause, by the board; or
- By death of the member

#### OFFICERS – ELECTION AND APPOINTMENT

Annually, the Board shall elect one Congregant-Elder as Chairman, and one Congregant-Elder as Vice-Chairman. The Chairman shall, by virtue of his office, be the President of the corporation, and the Vice-Chairman shall, by virtue of his office, be the Vice-President of the corporation. The board shall appoint one Congregant-Elder to serve as Secretary of the corporation. The Board may appoint a Pastor-Elder or Congregant-Elder as Treasurer of the corporation and any other officers and assistant officers as the Board deems appropriate and assign to them such duties and authority.

#### OFFICERS -

The Chairman shall:

1. Conduct all Board and congregational business meetings, and

2. Cooperate and communicate with the Pastor-Elders on all business relating to the staff and ministry of the Church.

The Vice-Chairman shall:

1. Assist the Chairman, at the request of the Chairman, and
2. Perform the duties of the Chairman in the absence of the Chairman.

The Secretary shall:

1. Serve as Secretary of the corporation in all legal matters concerning the Church.
2. Be responsible for having minutes recorded of all Board and congregational business meetings, in conjunction with the Church Clerk. The Church Clerk shall be an office secretary, appointed by the Pastor-Elder(s) to assist the Secretary in his duties. It shall be the Church Clerk's duty, under the direction of the Board Secretary, to perform the following functions:
  - a. Maintain all official records of the corporation;
  - b. Keep accurate minutes of the business proceedings of the Church;
  - c. Keep a complete roll of members of the church and their contact information;
  - d. Issue letters of membership dismissal, as authorized by the Church;
  - e. Handle all official correspondence at the direction of the Secretary; and
  - f. Preserve and properly file all letters, reports, and other documents of the Board.

#### AFFILIATIONS

Believing in the sovereignty of the local church as an autonomous body of believers under the leadership of Jesus Christ and the Holy Spirit, this Church by action of the Board shall determine the maintaining of fraternal fellowship and cooperation with churches of like faith and practice, and with organized groups of Baptists and other evangelical organizations when our cardinal beliefs will not be compromised. To such groups the Church may send statistical reports and be represented at their meetings.

#### LEADERSHIP

Governance and leadership of the Church are based on the Biblical injunctions of integrity, trust, brotherhood, sisterhood, collaboration, and collegiality. The organization of the senior most pastor(s) leadership shall be determined by and amended, as needed, by the Congregant-Elders. Elders (Congregational and Pastoral) shall work together, minister together, meet together and lead together. Pastor-Elder(s) will give regular updates to the entire Board

One or more Pastor-Elders, as determined by the Congregant-Elders, may be appointed then affirmed by the congregation to serve the Church, shall meet the Biblical qualifications of an Elder, and shall be voting members of the Board. a They shall be

excluded from participation in matters that may be a conflict of interest as staff members, such as setting their own compensation. They shall serve the Congregant-Elders, pastors, and congregation, as determined by the Board, and shall consult both the Elders and the Pastoral Staff for wisdom in fulfilling their duties. Any changes to the leadership model and number of Pastor-Elder(s) will be discussed with the Congregation as part of an official congregational (business) meeting.

Appointment and dismissal of a Pastor-Elder(s) shall be subject to the provisions of “Official Congregational Business” discussed above.

#### PASTORAL STAFF (NON-ELDERS)

Additional pastors may be hired and shall submit to the leadership of, and be accountable to, a Pastor-Elder or their designees. They shall work in mutual cooperation while developing and leading ministries that help the Church fulfill its purpose, mission, and vision.

#### VACANCY OF SENIOR LEADERSHIP

Upon a vacancy of a Pastor-Elder, the Congregant-Elders may appoint an interim pastor. If the Congregant-Elders choose to fill the Pastor-Elder position, they may, at their discretion, appoint a committee consisting of members of the congregation at large to secure a successor Pastor-Elder. As provided above, appointment of a new Pastor-Elder shall take place only upon the affirmative vote of at least ninety percent (90%) of the voting members present at a meeting of members called for that purpose.

#### TERMINATION OF PASTORAL STAFF

Any pastor may be terminated by any of the following methods:

1. By resignation, submitted to their leadership, a Pastor-Elder, or the Chairman;
2. By action of a Pastor-Elder(s); or
3. By vote of the members upon receipt by him of a petition signed by at least seventy-five (75) voting members of the Church and subject to the provisions of “Official Congregational Business” outlined above.

#### QUALIFICATIONS, DUTIES AND NUMBER OF ELDERS

Subject to the provisions of Scripture, the laws of the State of Oregon, and these Bylaws, the Directors shall have the control and management of the affairs and operations of the Church and shall exercise all the powers that may be exercised by the Church.

We believe the Bible instructs the Church to affirm Elders who oversee the Church.



1. Elders are men who meet the standards given in 1<sup>st</sup> Timothy and Titus and as a group are accountable to the members.
2. There shall be seven (7) to twelve (12) total Elders, with the exact number to be determined from time to time by the Board.
3. The term of office for each Congregant-Elder will be a minimum of four years, with at least one Elder rotating off the Board each year.
4. A newly affirmed or appointed Congregant-Elder shall serve on a trial basis for the first six months of his term (first term and/or repeat terms). This period is intended to allow both the individual and the Board to evaluate giftedness and cohesion within the Board.
5. The Board of Elders shall be responsible for the ongoing training of current and future Elders.

#### MEETINGS AND QUORUM OF ELDERS

Generally, the Board will hold a Board Meeting at least once a month. Meetings may occur in person, remotely using video/audio-conference technology, or a combination thereof, as necessary. A quorum shall consist of a majority of the members of the entire Board.

#### SELECTION OF CONGREGANT-ELDERS

Upon expiration of one or more Congregant-Elder's term of office, new Congregant-Elders shall be determined and affirmed in the following manner:

1. At any time throughout the year, members of the congregation may submit, in writing, to the Elders, a recommendation to consider a member of the Church for eldership in the church. The responsibility of training, recognizing, and recruiting men to serve as Congregant-Elders rests primarily with the Elders. Individual male members of the congregation who are recognized by the Elders as meeting the qualifications outlined in 1<sup>st</sup> Timothy and Titus, and as having demonstrated servant leadership within the ministries of the Church and readiness to serve as overseers of the Church, shall be asked if they aspire to the office of Congregant-Elder. After a time of self-evaluation, in light of these biblical qualifications, those who aspire will be considered in the following manner:
  - a. The Board shall appoint and lead a committee of seven members, (the Candidate-Elder Interview Committee), consisting of at least four (4) members of the congregation and up to two (2) Congregant-Elders. The committee shall work together to contact and interview those recommended to determine if they should be presented to the congregation for affirmation to the office of Congregant-Elder.

- b. A meeting of the congregation shall be held for the affirmation of persons presented for the office of Congregant-Elder. A person aspiring to the office of Congregant-Elder shall be affirmed only upon receiving votes of affirmation from ninety percent (90%) of the members voting on the question of affirmation of that particular nominee.
2. A Congregant-Elder may serve a term of a minimum of four years, followed by at least 12 month sabbatical. However, if any man is appointed to the Board to complete the last 12 months, or less, of an early-vacated term, that individual could be interviewed, and affirmed by the congregation to complete a subsequent full term.
3. An affirmed Congregant-Elder shall take office and assume their responsibilities on September 1st next following their affirmation, or on the date of their affirmation, if that date is after September 1st.
4. Further details regarding the Congregant-Elder selection process, including training, orientation, and explanation of the role, responsibilities, and recognition of Elders, are outlined in the Elder Handbook.

If a vacancy on the Board occurs for any reason other than the normal expiration of a Congregant-Elders' term of office, the existing Board may, at their discretion, select a replacement Congregant-Elder for a short-term need, in the following manner:

1. The Board shall seek out individual male members of the congregation who meet the qualifications outlined in 1<sup>st</sup> Timothy and Titus, whom they believe should be considered for the office of Elder.
2. Upon review by the Pastor-Elder(s) (who may have knowledge of any spiritual disqualification) each such person shall be contacted for consideration. In keeping with the spirit of 1<sup>st</sup> Timothy 3:1, each person will be asked if he aspires to the office of Congregant-Elder.
3. The Board shall contact and interview those recommended persons, after review by the Pastor-Elder(s), and shall determine which person should be appointed to fill the vacancy.
4. A Congregant-Elder so appointed shall serve for the remainder of the current fiscal year of the Church. Since an appointed Congregant-Elder will have served less than 12 months, he shall complete the originally vacated term, or in the case when the vacated term is completed that fiscal year, he may be eligible for a new full term, if he is approved by the Elder Interview Committee and affirmed by the congregation.

#### REMOVAL OF CONGREGANT-ELDERS

If the Board, by majority vote, determines that a Congregant-Elder no longer meets the qualifications provided in these bylaws, or is not satisfactorily performing his duties as an Elder, he shall be requested to resign and, if he does not resign, may be removed by the Board. The removal shall be effective without the Board being required to specify the cause for such determination and removal. If removed by the Board, the Chairman or Vice-Chair may provide to the Secretary a letter/record stating the action taken. If the chair and vice-chair are both removed or unavailable, the secretary may provide a letter to the remaining Board for approval and record keeping.

#### LICENSING

Upon recommendation by the Pastor-Elder(s), any member of the Pastoral Staff, or employee supervised thereby, who gives evidence by their Christian life, zeal and aptness to teach, that they are called of God to the work of the ministry, may be granted a license for a term of one year as a minister of the gospel of Jesus Christ, provided that the Board approves. Such a license may be renewed annually upon approval by the Board.

#### ORDINATION

A candidate seeking ordination shall present their name to the Board for consideration. Upon recommendation by the Board, a candidate who possesses the qualifications for ordination, shall be examined by a Council of ministers and lay members (Ordination Council) of the Church called by the Board for that purpose. Upon recommendation of the Ordination Council, a seventy-five percent (75%) affirmative vote of the church members present at a business meeting shall be required to confer the ordination on the candidate. At the request of the ordained minister, or for cause, the Board may rescind the ordination at any time. Further details of the Ordination process will be included in an Ordination policy approved by the Board.

#### DISCIPLINE OF MEMBERS

It shall be the duty of the Board to discipline members, in accordance with the discipline policies of the Church (as found in the Church Policy Manual).

#### ACCESS TO RECORDS

Except as otherwise determined by the Board of Elders, a member shall have no right to inspect or copy any membership list or any other business, financial, or personnel record of the Church.

#### INDEMNIFICATION

Indemnification against liability for each Elder shall be provided under the provisions of the Oregon Nonprofit Corporation Act and by policy established subject to Board approval.

#### CONFLICT OF INTEREST

The Church shall establish a Conflict of Interest Policy as approved by the Board. Elders are bound by that Conflict of Interest Policy and are expected to conduct Church business as good stewards that does not result in decisions that conflict with the Church's mission or that would otherwise result in the private benefit of an Elder.

#### PERIODIC REVIEW AND AMENDMENT OF BYLAWS

The Board will review and update the provisions contained in the Church's constitution and bylaws as necessary. Provisions of the Church's constitution and bylaws may be amended, repealed, or supplemented by the affirmative vote of at least two-thirds of the members present at any business meeting of members, provided written notice of the proposed changes has been given and distributed as provided in these bylaws.

#### AMENDMENT OF ARTICLES OF INCORPORATION

Approval of these bylaws by the members shall constitute authorization for the Board to cause to be filed with the Oregon Secretary of State amended and restated articles of incorporation for the corporation, containing such provisions as the Board deems appropriate, including but not limited to provisions that may be required by state or federal law or regulations in order to assure the continuing status of the Church as an organization exempt from Oregon and United States income taxes and to which contributions of money or property shall be deductible by donors for income tax purposes.