

BYLAWS OF FIRST BAPTIST CHURCH OF NASHVILLE

PREAMBLE

The Baptist Church of Nashville was organized on July 22, 1820. Incorporation of the church under the current name did not occur for another thirty-eight years when First Baptist Church of Nashville was granted a charter as a corporation organized and existing by special act of the legislature of Tennessee on March 2, 1858. On April 13, 1858, the church accepted the charter granted by the legislature.

Because the charter was granted by special legislative act prior to adoption of the Tennessee Constitution of 1870, the corporation is exempt from compliance with current statutes applicable to non-profit corporations.

By vote of the church on January 9, 1974, the church adopted a restated charter. This restated charter reaffirmed the long-held Articles of Faith adopted by the church on July 9, 1836, and updated language relating to membership, trustees, and other matters. The restated charter was not filed as a public record in order to preserve the exemption from compliance with later non-profit corporation requirements.

Rules and regulations are in the church records which are thought to have been enacted by the church in 1892. Many of the provisions of the rules and regulations are at variance with current practices of the church.

These bylaws supplement the prior governing documents and will control over any inconsistent provisions of the prior documents. The purpose of these bylaws is to reaffirm long-held foundational beliefs, make consistent the governing documentation of the church with many current administrative practices, and strengthen the responsibilities of the trustees to more effectively administer the work of the church.

I. PURPOSE

First Baptist Church of Nashville was organized for divine worship and the spreading of the faith once issued to the saints, as set forth in the Articles of Faith long adopted and held by the church and which are restated in these bylaws. First Baptist Church of Nashville proclaims in Nashville and around the world the redemptive love of Jesus Christ through worship and witness, education and fellowship, ministry and missions.

II. ARTICLES OF FAITH

The members of First Baptist Church of Nashville reaffirm these Articles of Faith:

(a) The Scripture. We believe that the Holy Bible was written by inspired men and that it is a perfect rule of faith and practice.

(b) God. We believe that there is one only living and true God; who is infinite in every natural and moral excellence, and that He has revealed Himself to us as Father, Son, and Holy Spirit, the same in essence, and equal in divine qualities.

(c) Human Depravity. We believe that man was created holy; that he by transgression fell, and as a consequence he and his descendants became corrupt; and that as all have sinned, all are by nature the children of wrath.

(d) The Way of Salvation. We believe that the only way of salvation is through the righteousness and blood of Jesus Christ our Lord, whom God hath set forth to be the propitiation for our sins through faith in His blood.

(e) Grace and the Work of the Holy Spirit. We believe that all those who are the subjects of repentance and faith, become such in consequence, not of their own merit, but of God's own purpose and grace, which was given us in Christ Jesus before the world began. That the Holy Spirit, without whose influence none would repent and believe, performs the work of regeneration; and that only such as are truly converted, and become new creatures, are proper subjects of membership in the church of Christ.

(f) Final Perseverance. We believe that all true believers will, by the grace of God, persevere in His love and service, being kept by the power of God through faith unto salvation.

(g) The Ordinances. We believe that in the church of Christ there are but two ordinances, Baptism and the Lord's Supper; and that believers are the only proper subjects. That immersion, in the name of the Father, Son and Holy Spirit upon profession of faith in Christ, is the only Christian Baptism, and is a prerequisite to the Lord's Supper.

(h) Church Offices. We believe that the gospel authorizes but two officers by ordination in the church of Christ—that of the Pastor and the Deacon.

(i) Church Government. We believe that each individual church, with the Word of God for its guide, possesses within itself, all the requisite authority for self-government.

(j) The Lord's Day. We believe that, according to the example of the apostles and early Christians, sanctioned by the repeated presence of the Son of God, after the resurrection, the first day of the week is to be observed as the Lord's Day.

(k) Resurrection and Judgment. We believe that there will be a resurrection, both of the just and unjust, and that the Son of Man shall come in His glory, and all the holy angels with Him, then shall He sit upon the throne of His glory; and before Him shall be gathered all nations; and He shall separate them one from the other, as a shepherd divideth His sheep from the goats; and He shall set the sheep on His right hand, but the goats on the left. Then shall the King say unto them on His right hand, "Come ye blessed of my Father, inherit the kingdom prepared for you from the foundation of the world." Then shall He say also unto them on the left hand, "Depart from me, ye cursed into everlasting fire, prepared for the devil and his angels."

III. MARRIAGE

As adopted by vote of the members on April 20, 2016, First Baptist Church of Nashville affirms its long-standing, traditional interpretation of the biblical covenant of marriage as a marriage commitment between one man and one woman, intended for life.

IV. DENOMINATIONAL AFFILIATION

First Baptist Church of Nashville is an autonomous body of believers. The church is in cooperation and fellowship with the Nashville Baptist Association, the Tennessee Baptist Convention, and the Southern Baptist Convention.

V. MEMBERSHIP

Church membership is an important commitment for the spiritual growth of the individual and the health of the church family. In accordance with the membership policy adopted on April 20, 2016, satisfaction of the following criteria are prerequisites to membership. As a condition to membership, candidates must first:

- (a) Give testimony and witness of a conversion experience where they admit they were a sinner, believe that Christ died for their sin and was raised from the dead, and confess Christ as Lord.
- (b) Have been, or will be prior to the granting of membership, baptized by immersion.
- (c) Demonstrate a willingness to support the mission of the church and be in fellowship with the members of this congregation.
- (d) Complete a new member's class led by members of the pastoral staff.

Membership transfers will be considered upon the reception of a letter of good standing. In cases where no such letter is available, membership consideration will be made by the statement of one's faith and baptismal experience following an interview with a member of the pastoral staff. Upon satisfaction of these requirements, membership will be granted upon affirmative vote of a majority of members present and voting at a meeting of members.

An individual meeting the requirements for membership, other than attendance at a new member's class, but only in the Nashville community on a temporary basis may apply for fellowship with the church by watchcare. A person identifying with the church by watchcare will have the benefits and responsibilities of membership other than voting on decisions placed before the membership.

VI. TERMINATION OF MEMBERSHIP

Membership will be terminated and the member's name removed from the roll of the church on the following basis:

- (a) Upon due request from another Baptist congregation, the church may grant letters at its discretion.
- (b) When a member of this church joins a church of different faith and order, membership in this church shall be deemed terminated by common consent.
- (c) Membership will terminate when a member requests to be dropped from the roll of the church.
- (d) Exclusion by action of the trustees and deacons in consultation with the pastoral staff on behalf of the church for conduct inconsistent with the purpose and Articles of Faith set forth herein.

- (e) When a member who cannot be located is dropped from the roll in accordance with the policy for such circumstances adopted by the church.
- (f) Death of the member.

VII. CHURCH STAFF

The church will call a senior pastor, executive pastor, and worship and music pastor, as well as other ministers and administrative and support personnel, as the church may deem appropriate in accordance with personnel policies and procedures established from time to time. The pastoral and ministerial staff members, as well as administrative and support staff members, serve a vital role in leadership of the church and ministry in their respective spheres and areas of responsibility. Each are called to fulfill their ministry and leadership assignments in harmony with church members, other pastoral, administrative and support staff members, trustees, deacons, and committee, service group and task force members, as well as education, fellowship, missions, and ministry organizations of the church. Pastoral and ministerial staff members will strive to empower church members to perform the work of the church. While each will be responsible for their assigned areas of ministry, all are expected to carry out their duties in a manner consistent with and supportive of the larger ministry, vision, and objectives of the full church body.

The senior pastor, executive pastor, and worship and music pastor will serve as the primary leadership team working in consultation with and relating to the trustees. The senior pastor and executive pastor, in consultation with the chair of the trustees, will prepare trustee meeting agendas and be responsible for bringing before the trustees such information and personnel as may be necessary or appropriate for the trustees to be informed as to the ongoing work of the church, and her opportunities and challenges.

VIII. TRUSTEES

The church entrusts a body of lay leaders, called trustees, to collaborate with the members, pastors, staff, deacons, and standing committees to oversee the work of the church. Management of church business by trustees has long been authorized by church governing documents. The 1858 charter called for the election of nine (9) trustees “to manage the affairs of said church...” The 1974 restated charter again provided for the election of nine (9) trustees “to manage such affairs of the church as may be vested in them.” However, the actual duties of the trustees have been limited to holding title to church property and signing deeds and contracts for the church. These bylaws expand the role of the trustees to encompass management functions authorized under the church charters.

The trustees facilitate the planning, coordination and communication of church affairs. The trustees shall assist the senior pastor and the church in defining the vision or mission of the church, planning and coordinating the activities of the church, reviewing the scope of the various church committees for gaps or overlap of responsibilities, serving as trustees for church assets, and reviewing and evaluating the senior pastor.

Becoming a trustee is a sacred calling that requires prayer, discernment, prudence and wisdom. A trustee must be competent, committed, gracious and God-honoring. The trustees will encourage the church membership to be open to the working of the Holy Spirit.

In summary, the trustees are delegated with authority to make decisions and act for the church, except

for the major matters enumerated in Article IX of these bylaws. The deacons, committees, service groups and task forces will continue to function and exercise authority in their spheres of responsibility in accordance with the policies and procedures of the church and these bylaws.

(a) Duties and Responsibilities

The duties and responsibilities of the trustees are as follows:

- (1) Serve as a lay leadership body, which will perform the functions set forth herein, nominated and selected by, and accountable to, the members.
- (2) Ensure the alignment of ministries with the church's mission, vision, and ministry plans.
- (3) Provide oversight to the ongoing operations of the church.
- (4) Provide oversight, counsel, and support to the pastors and staff.
- (5) Select annually a senior pastor relations team of trustees which will provide counsel and support, and conduct the annual performance review for the senior pastor.
- (6) Serve as a liaison between the church membership and staff, deacons, and committees to integrate the total work of the church.
- (7) Receive recommendations and reports from pastors and staff and standing and ad hoc committees for approval and, where required or appropriate, submit to the church for final approval.
- (8) Work with the pastoral staff to develop long-range plans.
- (9) When necessary, after consultation with the Personnel Committee, to terminate the employment of pastoral staff other than the senior pastor in accordance with personnel policies.
- (10) Recommend the acquisition, sale, conveyance, or mortgaging of real property. Acquisition, sale, conveyance, or mortgaging of real property requires church approval by two-thirds (2/3^{ths}) of the members present and voting at a regular or special business meeting. The trustees hold title to any property in trust for the use and benefit of the church.
- (11) Except for matters contained in these bylaws, adopt policies and procedures, consider for approval the policies and procedures proposed by committees of the church, and assure that accurate and current records of church policies and procedures are maintained.
- (12) Remove trustees who no longer meet the qualifications for service as a trustee.
- (13) Submit an annual report for the church membership of the work of the trustees.
- (14) The members of the church delegate and entrust to the trustees all governing authority for the church not specifically retained by the members, or delegated to deacons, committees, service groups or task forces as stated in Article IX.

(b) Number and Tenure

There shall be nine (9) trustees. Three (3) trustees shall be selected annually by the church membership to serve three (3) year terms which shall run by calendar years, provided that the terms of the initial trustees selected under this process will be for varying periods as set forth below. A trustee may serve two (2) consecutive terms. After a sabbatical year, a trustee may be selected again.

(c) Qualifications

In seeking to fill the office of trustee, the goal is to identify persons who have demonstrated the fruit of the Spirit described in Galatians 5. In addition, a nominee must meet the following qualifications:

- (1) Have been a member of the church for a minimum of three (3) years at the time service as a trustee begins.
- (2) Have demonstrated spiritual maturity, godly wisdom, leadership, and a committed faith that gives evidence of the lordship of Jesus Christ.

- (3) Have demonstrated a consistency in stewardship by tithing to the church as a minimal level of giving.
- (4) Be an active participant in the church and have demonstrated a commitment to the mission, objectives, and values of the church.
- (5) Be willing to follow scriptural principles for conflict resolution, maintain confidentiality, and make decisions objectively without bias to particular areas of ministry or other matters.
- (6) Have demonstrated a high standard of the Christ-like life and be free of behavior that would negatively affect the ministry of the church.
- (7) Agree with the Articles of Faith and beliefs of the church as set forth in the charter and bylaws.
- (8) No church staff member may serve as a trustee. A trustee may not serve as a deacon officer or a member of the finance, personnel, property management, or missions committees at the same time the person serves as a trustee. A person serving in one of these positions may be nominated and selected as a trustee but must resign the conflicting position prior to assuming the role of trustee. Deacons may serve as trustees. The trustees may designate a trustee to serve as a non-voting liaison to the above named committees.

(d) Meetings

The trustees shall meet monthly, and more often as needed. The senior pastor and executive pastor will ordinarily sit with the trustees in meetings and will consult with and provide counsel and information concerning the work and ministry of the pastoral, administrative, and support staff, and all aspects of church life. With advance notice and approval of the trustee chair, other ministerial staff, worship leaders, and interested members may attend meetings to present matters concerning the work and ministry of the church. Participation in trustee deliberations, however, shall only be by invitation of the trustee chair.

Special meetings may be called by the chair, the senior pastor, the executive pastor, or by one-third (1/3rd) of the trustees with at least a two (2) day notice to all trustees, or less notice to address emergencies.

By call of the chair or action of a majority of trustees prior to or at a meeting, the trustees may meet in executive session with only the trustees and such other persons as they deem necessary or appropriate in attendance.

Each trustee shall be entitled to one (1) vote upon any matter properly submitted for a vote to the trustees. Six (6) trustees shall constitute a quorum, and the affirmative vote of five (5) trustees shall be required in order to pass any resolution or take any action. A trustee absent from a meeting may not submit a proxy vote. A trustee may attend and vote remotely by telephone or other electronic media if the trustee participates in the discussion related to the vote. A meeting may be held by telephone conference or similar communication equipment, provided that all trustees participating are able to hear one another and have capacity to interact in the discussion.

The trustees shall be furnished a copy of the minutes of the meeting within ten (10) days of the meeting. Trustees shall submit periodic reports to the church membership on significant items of business and as otherwise necessary or proper.

(e) Officers

Trustees will select a chair, vice-chair, and secretary. Officers will serve terms of one (1) year each and may serve one (1) additional consecutive term in that office. Any legal documents

approved for execution by required or appropriate action of the trustees or members shall be signed for the church by the trustee chair and trustee secretary, or other designated trustees in case of absence or inability to serve. A resolution of a meeting or actions of the trustees shall be sufficient to evidence the authority of such officers to take such action. Execution of any document by a trustee, and the taking of any action by a trustee on behalf of the church, shall be in a representative capacity only and shall be without personal liability.

(f) Nomination and Selection

(1) Initial Trustee Selection Process

The initial trustee selection process will be conducted by the Church Governance Task Force, the members of which will not be eligible to be nominated to serve as a trustee in the initial selection process. It will begin with the nomination of nine (9) trustees; three (3) with a one-year term, three (3) with a two-year term, and three (3) with a three-year term. These trustees will be eligible to serve a full second three-year term. The role of new trustees is significantly different from previous responsibilities of trustees. The trustee body in effect on adoption of these bylaws will be dissolved effective on selection of the new trustees, but the previous trustees will be eligible to be nominated and selected as new trustees. The initial trustees selected upon adoption of these bylaws replace the Executive Leadership Council.

The initial trustee selection process may begin at such time as the Church Governance Task Force may determine. The Church Governance Task Force will give church members an opportunity to nominate persons in writing for service as a trustee, and will consult with the senior pastor concerning nominees. The Church Governance Task Force will submit a slate of nine (9) nominees to the church membership for their approval or disapproval of each nominee. To be selected, a nominee must receive at least two-thirds ($2/3^{\text{rds}}$) approval by the members voting. Upon approval, a nominee shall serve for the term specified. If not approved, the position will be vacant until the next regular trustee selection process, unless the trustees determine that an interim selection process should be held to fill the position. The Church Governance Task Force shall conduct an orientation process for newly selected trustees.

(2) Regular Selection Process

In subsequent years, the trustee selection process shall be conducted by an ad hoc committee (the "Trustee Selection Committee") named by the trustee chair, with trustee approval. The Trustee Selection Committee shall consist of two (2) trustees, the deacon chair, and two (2) other members of the church. The trustee selection process shall occur during the last quarter of the year preceding the year in which the term of office begins. The Trustee Selection Committee will give church members an opportunity to nominate persons in writing for service as a trustee, and will consult with the senior pastor concerning nominees. Trustees eligible for a second term are automatically considered a nominee if their qualifications are maintained and if the Trustee Selection Committee affirms the nomination. The Trustee Selection Committee shall submit a slate of nominees to the church membership for their approval or disapproval of each nominee. To be selected, a nominee must receive at least two-thirds ($2/3^{\text{rds}}$) approval by the members voting. Upon approval, a nominee shall serve for the term specified. If not approved, the position will be vacant until the next regular trustee selection process, unless the trustees determine that an interim selection process, conducted by either the previous or a new Trustee Selection Committee, should be held to fill the position. Trustees selected shall assume office on January 1 of the year following their selection. Existing trustees shall conduct orientation

for new trustees.

(3) Trustee Vacancies

A trustee vacancy due to death, resignation, removal, or termination of membership may be filled for the unexpired portion of the term by the previous year's Trustee Selection Committee. Serving an unexpired term of one (1) year or less shall not constitute a full term.

IX. CHURCH MEMBERSHIP AUTHORITY

The membership delegates authority to the trustees as described above. The membership retains sole authority with regard to each of the following matters:

- (a) Calling all pastors and ministers.
- (b) Upon recommendation of the trustees, terminating the senior pastor.
- (c) Nominating and electing deacons, church officers, committee, service group and task force members, and messengers to the Nashville Baptist Association, Tennessee Baptist Convention, and Southern Baptist Convention as provided in church policies and procedures and these bylaws.
- (d) Selection by approval or disapproval of nominees for trustee.
- (e) Approving the church's mission, objectives, and values.
- (f) On recommendation of the trustees, adopting or amending the church's charter and bylaws, including the Articles of Faith, which will require the affirmative vote of two-thirds (2/3rds) of members present and voting at a regular or special business meeting.
- (g) Approving the church's annual budget.
- (h) Purchase, sale, conveyance, or mortgage of real property, which will require the affirmative vote of two-thirds (2/3rds) of members present and voting at a regular or special business meeting.
- (i) Borrowing money and conducting capital campaigns.
- (j) Constructing new church facilities.
- (k) Admitting members into the church.
- (l) Upon recommendation of the trustees, constituting new committees, service groups and task forces, and deleting committees, service groups and task forces.

X. CHURCH OFFICERS

A treasurer, assistant treasurers, financial representative, church clerk, and assistant church clerk shall be elected annually by the church membership as officers of the church.

XI. MEETINGS

The regular meetings for worship shall be at such time and place as the church membership may direct.

Action by the church must be taken through a vote of the church membership at a regular or special business meeting in accordance with the requirements set forth herein. Unless another number is otherwise specified herein, action may be taken by majority vote of members present and voting.

Regular business meetings moderated by the chair of the trustees or designee of the chair shall be held every other month. Any member, committee, service group or task force desiring to bring a motion, resolution, or other matter before the church membership must first submit such matter to the trustees for consideration. The trustees shall consider whether or not such matter or a modification thereof should be recommended to the church membership for adoption. In the event the trustees determine that such matter or modification should be submitted to the church membership, it shall be placed upon the agenda for consideration at the next possible business meeting. In the event the trustees decline to act on such matter or to recommend the matter to the church membership, or in the event the trustees submit a modified proposal to the church membership, then the member, committee, service group or task force submitting the question may bring it before the church membership at the next possible business meeting but with a statement that the matter was not recommended by the trustees.

A motion to amend a matter at a business meeting will be handled as follows:

- (a) It must be seconded, if not made by a standing committee or other standing body of the church. If a second is required, but not made, the motion to amend will fail.
- (b) The membership will then vote in the same meeting on whether to refer the main motion and the motion to amend back to the trustees for further consideration. If the motion to refer fails, then the motion to amend also fails, and the main motion will be considered by the membership without the amendment.
- (c) If the motion to refer passes, then the main motion and the motion to amend will be referred back to the trustees for further consideration. The trustees will then consider the matter and determine whether or not it should be recommended to the church membership on the same basis as an original motion.

Notwithstanding anything herein to the contrary, reports of the nominating committee to fill positions on committees, service groups and task forces will be received by the trustees for advice and comment and will be submitted by the trustees for consideration by the church at the next possible business meeting, subject to any nomination the trustees may refer back to the nominating committee for further consideration.

Special business meetings moderated by the chair of the trustees or designee of the chair may be called by the trustees, the senior pastor, or by the chair of deacons. At such special business meetings, no business shall be transacted except that noted in the call for the special meeting. Such call must be issued at least seven (7) days before the meeting and must be given reasonable publicity.

Town hall meetings moderated by the chair of the trustees or designee of the chair may be held as deemed necessary to facilitate communication with the church membership.

XII. DEACONS

The deacons shall be elected in a number and in a method as prescribed by the church membership.

XIII. CALL OF SENIOR PASTOR

When the church is without a senior pastor, the trustees shall nominate a Senior Pastor Search Committee to be approved by the church membership. The Senior Pastor Search Committee will organize its work and recommend a nominee for consideration by the church membership.

XIV. COMMITTEES, SERVICE GROUPS AND TASK FORCES

Standing committees of the church are childhood ministry, deacon election, finance, missions, music, nominating, personnel, and property management, which may be changed by church action. The church may appoint service groups and task forces as needed. The trustees may recommend constituting committees, service groups and task forces, and deleting committees, service groups and task forces. Constitution or deletion of committees, service groups and task forces will require approval by the church membership on recommendation of the trustees. Committee, service group and task force members will be nominated by the nominating committee. The nominations will be submitted to the trustees for review and advice prior to submission to the membership of the church at a business meeting.

Committees will submit periodic reports to the trustees. Task forces will submit reports to the trustees when requested. Proposed new or changed policies or procedures from committees, service groups, and task forces or from church membership, and proposals for staff changes and job descriptions shall be submitted to the trustees for consideration. Such new or changed policies or procedures may also be implemented by trustee initiative after consultation with the affected group.

XV. INDEMNIFICATION

The church shall indemnify to the fullest extent allowed by law the officers and trustees of the church from and against liability, loss, and damages arising out of service as an officer or trustee, provided that there shall be no indemnity for intentional or willful, wanton or reckless wrongful actions, or any action which may constitute a criminal offence, whether or not charged.

XVI. AMENDMENT

This document may be amended on recommendation of the trustees with church membership approval, which will require the affirmative vote of two-thirds (2/3rds) of members present and voting at a regular or special business meeting.