

**The Valley Baptist Church - Cincinnati, Inc.  
Bylaws**

**ARTICLE 1**

**Offices**

The principal office of The Valley Baptist Church-Cincinnati, Inc., doing business as The Valley Church is 3836 South Madison Avenue, Norwood, Ohio 45212. The Corporation may have other offices, either within or without the State of Incorporation, as the Elder Board may determine.

**ARTICLE 2**

**Statement of Faith**

The sole basis for our belief is the Bible, which is uniquely God-inspired, without error, and the final authority on all matters on which it speaks. As the Bible teaches, there is one God, eternally existing in three persons- Father, Son and Holy Spirit- each possessing all the attributes of deity.

God created humans to have fellowship with Him, but they defied God by sinfully going their own way. As a result, we need God's saving grace to end our alienation from Him. Salvation comes only through God's grace- not human effort- and must be received personally by repentance and faith.

Jesus Christ, second Person of the Trinity, lived a sinless life on earth and voluntarily paid for our sin by dying on the cross as our substitute. This accomplished salvation for all who receive grace by trusting in Him alone. He rose from the dead and is the only mediator between God and us. He baptizes believers in the Holy Spirit. He will return to earth to consummate history.

The Holy Spirit draws sinners to Christ and equips believers for personal growth and service to the Church.

The Church's role is to glorify God and serve those in need. At the end, everyone will experience bodily resurrection and the judgment. Only believers will enjoy eternal fellowship with God.

**ARTICLE 3**

**Purpose and Limitations**

**3.01 Purposes.** The Corporation is organized and will be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

A To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible.

- B To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Ohio and elsewhere.
- C To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- D To make distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code of 1986 as amended.
- E To educate the body of Christ through any and all educational means deemed appropriate.
- F This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)3 of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**3.02 Limitations.** In order to carry out the above-stated purposes, the Corporation will have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- A No part of the net earnings of the Corporation will inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation will be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation will be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (I) a corporation exempt from Federal Income Tax under section 501©(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170©(2) of the Internal

Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- B Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it will be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further will be prohibited from: (I) any act of “self dealing” as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess building holdings” as defined by Section 4943 © of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- C The Corporation will not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation’s religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.
- D Upon the liquidation, dissolution or winding up of the Corporation, the Elder Board of the Corporation will, after paying or making provision for payment of all the liabilities of the Corporation, distribute all Corporation to any organization designated by the Elder Board of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501©(3) (or the corresponding provision of any future tax law of the United States).

#### **ARTICLE 4 MEMBERSHIP**

The qualifications and stipulations to become a covenant member of the Valley Church is outlined in the official covenant membership agreement.

#### **ARTICLE 5 MINISTRY LEADERSHIP**

**5.01 Nomenclature:** The title of Ministry Leader is synonymous with the biblical role of Deacon.

**5.02 Appointment and Roles:** Ministry leaders shall be appointed and managed by the Eldership board. Their responsibilities and duties shall be delegated and determined by the Eldership Board.

**5.03 Qualifications of Ministry Heads:** “Deacons likewise must be dignified, not double-tongued, not addicted to much wine, not greedy for dishonest gain. They must hold the mystery of the faith with a clear conscience. And let them also be tested first; then let them serve as deacons if they prove themselves blameless. Their wives likewise must be dignified, not slanderers, but sober-minded, faithful in all things. Let deacons each be the husband of one wife, managing their children and their own households well. For those who serve well as deacons gain a good standing for themselves and also great confidence in the faith that is in Christ Jesus.” (1 Timothy 3:8-13).

## **ARTICLE 6**

### **ELDERSHIP**

#### **Elders**

**6.01 The Valley Church Requirements for Elders:** These will be men who have embraced the mission and vision of The Valley Church, who are investing in the lives of unbelievers, and who are actively serving in the Church. They must agree to make themselves available to serve The Valley Church and must be willing to provide spiritual protection to the church through prayer and by exemplifying honorable Christian lives.

**6.02 Biblical Qualifications for Elders:** "Now the overseer must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent, but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap" (1 Timothy 3:2-7).

**6.03 Selection of Elders:** The selection process of new Elders is the responsibility of the current Elder board. Men who are qualified for Eldership should be identified, vetted, trained and appointed by the Elder board.

**6.04 Ordination of Elders:** Upon completion of the selection process and having received an appointment by the Elder board, an Elder candidate shall be ordained by the church covenant members. The candidate shall be interviewed privately by an ordination counsel consisting of current Elders and external pastoral representatives to validate the adequacy for Eldership. Upon unanimous decision of the ordination counsel, the Elder candidate shall present a personal doctrinal statement to the covenant membership. After which the candidate has been officially ordained.

**6.05 Function of Elders:** The Eldership Board will be considered the board of directors of the Church. **The Eldership Board shall be composed of at least three (3) and no more than fifteen (15) directors.** The Eldership Board will have all of the rights, powers, and responsibilities of a board of directors pursuant to the Act, subject to any limitations under the Act, the Articles of Incorporation of the Church and these Bylaws. All corporate powers will be exercised by or under the authority of the Eldership Board. The Eldership Board will have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. The Eldership Board will be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Eldership Board will have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness. The Eldership Board will also be responsible for setting the fiscal year budget.

**6.06 Elders Role in Hiring and Paying Staff:** The board of Elders will be provided with the ending year's budget and projected budget for the next fiscal year and establish the total compensation for the paid staff for the fiscal year.

**6.07 Elders Role in Appointing Ministry Leaders:** The board of Elders shall appoint the ministry leaders and may delegate responsibilities to the ministry leaders.

**6.08 Elders Role in Approving Budget:** The Eldership board is responsible approving the annual budget per Article 8.

**6.09 Elders Role in Bylaws and Amendments:** The Eldership board is responsible for the review and amending of the Bylaws per Article 12.

**6.08 Meetings:** Regular or Special meetings of the Eldership Board may be held either within or outside the State of Ohio, but will be held at the Church's registered office in Ohio if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Eldership Board Members, either before or after the meeting. If such consents are given, they will be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Eldership Board Members participating in the meeting can hear one another. All Eldership Board Members will be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

A **Regular Meetings:** Regular meetings of the Eldership Board may be held without notice if the time and place of such meetings are fixed by a resolution of the Eldership Board.

B **Special Meetings:** A special meeting of the Eldership Board may be called by the any Elder.

C **Notice of Special Meetings:**

- 1 Manner of Giving. Notice of the time and place of special meetings will be given to each Eldership Board Member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Eldership Board Member or to a person at the Eldership Board Member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Eldership Board Member; or (d) by email or SMS communication
- 2 Time Requirements. Notice sent by first class mail will be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, eMail or SMS will be delivered, telephoned to the Eldership Board Member or given at least twenty-four (24) hours before the time set for the meeting.
- 3 Notice Contents. The notice will state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.
- 4 Waiver. Attendance of a Eldership Board Member at a meeting will constitute waiver of notice of such meeting, except where the Eldership Board Member attends a meeting for the express purpose of objecting that the meeting is not properly called.
- 5 Action Without Meeting. Any action required or permitted to be taken by the Eldership Board may be taken without a meeting, if all of the Eldership Board Members, individually, or collectively, consent in writing to the action. Such action by written consent or consents will be filed with the minutes of the proceeding of the Eldership Board Members.
- 6 Quorum. A majority of the number of Eldership Board Members then in office will constitute a quorum for the transaction of business at any meeting of the Eldership Board. The Eldership Board Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Eldership Board Members leave the meeting so that less than a quorum remains. However, no action may be approved without the unanimous vote of the quorum.

## **ARTICLE 7**

### **OFFICERS**

**7.01 Officers:** The officers of the Corporation will be a president, secretary, and treasurer along with any other officers that the Eldership Board may authorize from time to time. Each office and term length shall be decided by the Elder board.

- A **President:** The president of the board shall have executive authority.
- B **Secretary:** The secretary shall document the meeting minutes.
- C **Treasurer:** The treasurer maintains the official accounts and reports to the board.

## **ARTICLE 8 FINANCES**

**8.01 Annual Budget:** The Church will have an annual budget, approved by the Eldership Board, to serve as the normative guide for financial operation of the Church.

**8.02 Development of annual budget:** The annual Church budget will be established through the following process:

- A All individuals involved in ministry leadership should submit their expected financial needs to the Eldership Board for the coming fiscal year.
- B A proposed budget is then prepared by the Finance Ministry team and made available to all members or interested parties.
- C Budget is/isn't approved by the Eldership Board.

**8.03 Budget Management:** The budget is to be managed by the Eldership Board and the various staff persons according to their area of responsibility.

**8.04 Modifying Budget:** Minor modifications within the budget can be made by the Eldership Board, Pastors, or other staff with budget responsibilities if extenuating circumstances in the life of the Church mandate such a change. For example, if a budgeted item is not needed, or if expenses in a particular area are less than expected, the Eldership Board, pastors, or staff can reallocate those resources as needed. The budget should, however, be the normative guide for the financial operation of the Church.

**8.05 Fiscal Year:** The fiscal year of the Church will begin on January 1st and end on December 31st.

**8.06 Checks, Drafts, or Orders:** All checks, drafts, orders for payment, notes or other evidences of indebtedness issued in the name of the Church will be signed by such officer or officers or agent or agents of the Church and in such manner as will from time to time be determined by the Eldership Board or of any committee to which such authority has been delegated by the Eldership Board.

**8.07 Deposits:** All funds of the Church will be deposited to the credit of the Church in such banks, trust companies or other depositories as the Eldership Board select in accordance with these bylaws. For the purpose of deposit and for the purpose of collection for the account of the Church, checks, drafts, and others may be endorsed, assigned, and delivered on behalf of the Church by any officer or agent of the corporation.

## **ARTICLE 9**

### **Books and Records**

The Church will keep correct and complete books and records of account. The Church will also maintain at its principal office all appropriate records in accordance with state law including, but not limited to: a permanent record for minutes of all meetings of the Eldership Board and advisory boards, a record of all actions taken by the Eldership Board or advisory boards, articles of incorporation, bylaws, resolutions, appropriate accounting records and a list of the names and business or home addresses of its current Eldership Board, officers, and members.

## **ARTICLE 10**

### **Church Discipline**

**10.01 Disciplining Church Members:** Only members are subject to church discipline as described in the official church covenant membership agreement.

#### **10.02 Disciplining Elders:**

**A Criteria for Discipline:** Should the Elder demonstrate immoral conduct, financial practices or theological views, contrary to the unanimous agreement of the Eldership Board other than the Elder in question may require either personal correction or termination of his position. This will begin the Eldership investigation.

**B Process for Investigation:** Should the Elders have to investigate alleged Elder misconduct, a consensus of Elders is required to take disciplinary action. With such a consensus, the Elders will assume complete authority over the Elder in question. They may decide to remove him from his position or to discipline him in a way they deem necessary.

**C Member involvement in Elder Discipline:** It is the intention of the Church to protect the hearts of all involved in matters of Elder discipline. Using the method outlined in these bylaws, the "sheep" never have to pass judgment upon their "shepherd".

## **ARTICLE 11 Affiliation**

The Church will have full power and authority to associate itself with and participate in organizations in keeping with the purpose and character of the Church as set forth in the Bylaws of the Church. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control.

## **ARTICLE 12**

### **Amendments**

**12.01 Amendments to Bylaws:** These Bylaws may only be altered, amended, or



repealed, and new Bylaws may only be adopted by the Eldership Board. All requests for amendments to these Bylaws must be written and will be submitted to the Eldership Board for study and consideration. The Eldership Board will issue a timely response to the proposed amendment, alteration or revision to these Bylaws. The Eldership Board will determine if the amendment is adopted.

**12.02 Construction of Bylaws:** These Bylaws will be construed in accordance with the laws of the state of Ohio. All references in the Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and will not be considered in constructing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender will be deemed to include the female or neuter gender except in the case of Eldership, all singular words will include the plural, and all plural words will include the singular.

### **ARTICLE 13**

#### **Indemnification**

Every member of the Eldership Board, officer, or employee of The Valley Church may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Eldership Board, staff member, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Eldership Board, staff member, officer or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement of indemnification herein will apply only when the council approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition and not exclusive of all other rights which such member of the Eldership Board, staff member, officer or employee is entitled.

### **CERTIFICATION**

I, Charles Smith, hereby certify that the foregoing copy of the Bylaws of The Valley Baptist Church - Cincinnati, Inc. is a complete and accurate copy of the original as adopted by The Valley Baptist Church - Cincinnati, Inc. Board of Directors and in force as of May 1, 2018.

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Charles Smith, President  
The Valley Baptist Church - Cincinnati, Inc.

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Date