

BY-LAWS of KOZA BAPTIST CHURCH

an Okinawa Religious Corporation

Current Revision as of 8/01/2017

Preamble

We establish this constitution in order to preserve the principle of our faith, to assure that this body of believers is governed in an orderly manner with the rights and liberties of each member safeguarded and to ensure the freedom of action of this church in its relationship to other churches of like faith.

ARTICLE I

Name and Location

The name of this church will be known as KOZA BAPTIST CHURCH. It is a Religious Corporation of Okinawa, Japan. This Corporation will be further referred to in the By-laws as "KBC". The office of this Religious Corporation is located at 686 Noborikawa, Okinawa City, Okinawa Prefecture, Japan 904-2142.

ARTICLE II

Purpose & Strategy

The purpose of KBC is *"to become followers of Christ on Mission with God"* by creating environments where people are encouraged and equipped to pursue three vital relationships: **Worship** to develop intimacy with God, **Connect** with the community of believers, and **Serve** others to strengthen the body of Christ and bring non-believers to the saving knowledge of salvation through Jesus Christ.

ARTICLE III

Articles of Faith

- 1) We believe there is one, and only one, living and true **God**, the Maker and Supreme Ruler of Heaven and Earth; that in the unity of the Godhead there are three persons: the Father, the Son, and the Holy Spirit; each equal in every divine perfection.
 - a) God the Father
We believe God as Father reigns with providential care over His universe and His creatures; according to the purposes of His grace. He is all powerful, all knowing, all loving, and all wise. God is Father in truth to those who become children of God through faith in Jesus Christ. He is fatherly in His attitude toward all men.
 - b) God the Son
We believe that Jesus Christ is the virgin-born Son of God, being true God and true Man, and that His sacrificial death on the cross and subsequent resurrection bring redemption and hope to every penitent believer. He is the Lord of our lives and the Head of the Church.
 - c) God the Holy Spirit
We believe the Holy Spirit exalts Christ, convicting men of sin, of righteousness, and of judgment. He is present in the world to make men aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with

power for living, understanding of spiritual truth, and guidance in doing what is right. He gives every believer a spiritual gift when they are saved. As Christians, we seek to live under His control daily.

- 2) We believe that the **Holy Bible** is a perfect treasure of heavenly instruction, that it has God for its author, salvation for its end, and truth without any mixture of error for its matter; and that it is the sole and sufficient authority as the rule of doctrine and practice.
- 3) We believe the **New Testament Church** of the Lord Jesus Christ is an autonomous local congregation of baptized believers, associated by covenant in the faith, and fellowship of the gospel. The church observes two ordinances of Christ governed by His laws; exercising the gifts, rights, and privileges invested in them by His Word; and seeking to extend the gospel to the ends of the earth. Each congregation operates under the Lordship of Christ. The New Testament speaks also of the church as the body of Christ which includes all the redeemed of all the ages, believers from every tribe, and tongue, and people and nation.
- 4) We believe and hereby affirm "*The Baptist Faith & Message*" as revised on June 14th, 2000.

ARTICLE IV

Affiliation

KBC is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, KBC voluntarily affiliates with the Southern Baptist Convention through the Hawaii Pacific Baptist Convention in association with the Asia Baptist Network.

ARTICLE V

Membership

SECTION 1: General

Membership in KBC shall consist of all persons who have met the qualifications for membership. Members will be identified in the KBC database.

SECTION 2: Receiving New Members

Members will be received in any one of the following ways:

Full Membership

By statement of Christian faith, having subscribed to the same doctrinal statements as outlined above and having experienced believer's baptism by immersion. Membership is activated once the KBC membership class has been completed which includes the signing of the membership covenant.

Watchcare Association

We strongly recommend full membership as the best way to serve. However, KBC offers the alternative of Watchcare association. Watchcare is offered to those persons who are professing Christians affiliated with another church and who desire to worship and participate in the work of KBC while retaining their original church membership. Such individuals may participate in any and all ministries of KBC with the exception of those offices which involve doctrinal teachings. For the

purpose of conducting business, these persons shall not act or vote in the transactions of KBC.

SECTION 3: Membership Covenant

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 do now covenant with one another in the presence of God as one body in Christ concerning the following:

For the Advancement of this Church -- By the power of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this church, in knowledge, holiness, and unity; to promote its growth and spirituality; and to sustain its worship, ordinances, discipline, and doctrines.

As Christian Stewards -- To contribute cheerfully and regularly to the support of the ministry, the expenses of church, the relief of the poor, and the spread of the Gospel throughout all nations.

Home and Community -- To maintain family and personal devotions; to educate our children biblically; and to seek the salvation of our friends, family, and acquaintances.

Before the World -- To live as Christ in the world; to be just in our dealings, faithful in our engagements, and exemplary in our behavior; to refrain from any habit which would hinder our health or Christian witness; and to be zealous in our efforts to advance the kingdom of our Savior.

Toward One Another -- 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 sympathy in feeling and courtesy in speech; and to be slow to take offense, but always ready for reconciliation and according to biblical principles to secure such reconciliation without delay.

When We Move -- To unite with another church as soon as possible, where we can carry out the spirit of this covenant and the principles of God's Word.

SECTION 4: Voting Rights of Membership

All Members, without respect to age or length of membership, shall have equal rights as to voice and vote on matters of business and KBC policy.

SECTION 5: Discipline of Members

Members who fail to comply with the spirit of Section 3 of this article or are in violation of biblical guidelines may be counseled by the Elders, in the spirit of Christ, for the purpose of encouraging them to fulfill their responsibilities to God and the church in a loving spirit as described in Matthew 18:15-17.

SECTION 6: Inactivation of Membership

1. When a member of KBC joins, or becomes active in a different church.
2. Upon request or permanently departing Okinawa.
3. When a member refuses to abide by Elder recommendations during the discipline process.

ARTICLE VI

Membership Meetings

SECTION 1: Worship Meetings

1. Public worship services shall be held weekly.
2. The Lord's Supper and Baptism shall be observed as frequently as seems best for the spiritual welfare of KBC.
3. Special worship meetings may be called by the Elders at their discretion or by vote of KBC.

SECTION 2: Annual General Meeting

An Annual General Meeting of the members shall be held on one weekend in January. These General Meetings shall be for the purpose of giving a report of the previous year's ministry; sharing the vision for the coming year's ministry and approving items listed in ARTICLE VI, SECTION 7. The Meeting must meet the quorum requirements as stated in ARTICLE VI, SECTION 8.

SECTION 3: General Meeting for Yearly Budget Approval

The yearly budget will be formed before the beginning of the coming fiscal year and the documents including the following must be submitted to and approved by a General Meeting of KBC: a) Statement of Accounts, and b) Balance Sheet. The Meeting must meet the quorum requirements as stated in ARTICLE VI, SECTION 8.

SECTION 4: General Meeting Regarding KBC Property

Special approval is needed for the:

1. disposal or holding a mortgage on real estate and other properties.
2. obtaining of loans and guarantees.
3. construction, selling, or demolition of an existing building.

The above matters will require:

1. the quorum requirements as stated in ARTICLE VI, SECTION 8.
2. the approval of 2/3 or more votes of the members present at a General Meeting of KBC is required.
3. a resolution by the Elders (Responsible Officers).
4. a notification of the actions to KBC members and other interested parties should be given at least thirty (30) days before, and shall be included into a public notice.
5. however, urgent and other matters that are limited to a period of time shall not need to meet the aforementioned requirements as determined by the Elders.

SECTION 5: Special General Meetings

Special meetings may be called at any time and for any purpose when:

1. the Lead Pastor finds it necessary.
2. or confirmed by the Elders (Responsible Officers).

SECTION 6: Notice Requirements for Special General Meetings

Whenever Members are required or permitted to take any action at a meeting, notice shall be given to Members no less than fourteen (14) days prior to a meeting. Notification of Special General Meetings shall be given in any of the following manners, any of which shall be deemed to be a reasonable method of calling a membership meeting:

- a) distribution of written material to the congregation in attendance at a regular weekend service(s).
- b) oral announcement to the congregation at a regularly scheduled service(s).

SECTION 7: Authority of the General Meeting

The General Meeting of KBC is an advisory body and the following will be decided by votes at the General Meeting:

1. The management of properties of KBC and important matters related to other properties.
2. The preceding and current year's ministry plans.
3. Matters related to the budget income and expenses.
4. Matters related to the modification or the alteration of the Articles of Incorporation and KBC By-laws.
5. Matters related to public utility works and other works.
6. Matters related to the consolidation and dissolution of the religious corporation.
7. Matters decided by the Elders that need approval of a General Meeting.
8. Other matters important for KBC.

SECTION 8: Quorum for a General Meeting

A General Meeting of KBC requires the majority of the total number of KBC members be present. The matters placed on the agenda for a General Meeting are decided by the Elders.

ARTICLE VII

Elders (Responsible Officers)

SECTION 1: Number, Qualification, Term and Election

The Responsible Officers, as set forth in the *Articles of Religious Corporation of Koza Baptist Church*, shall be hereafter referred to as Elders.

1. The Elders of the Corporation shall be Members of KBC and are men who possess the gifts and calling for the ministry of KBC Elder. They will meet the qualifications outlined in 1 Timothy 3 as interpreted by the standing Elders and in keeping with the spirit of the Baptist Faith and Message. They will be nominated by the Lead Pastor, confirmed by the standing Elders, and approved by 2/3 majority vote of KBC members present at time of voting during a General Meeting.
2. The authorized number of Elders shall be a minimum of three (3), and one of the Elders will be the Representative Officer, who is the Lead Pastor of KBC.
3. Elders will consist of the Pastoral Staff and Lay-Elders, ideally in equal proportion.

SECTION 2: Chairman of the Board of Elders

The Lead Pastor, once called by Koza Baptist KBC, will serve as the Chairman (Representative Officer). The term of the Representative Officer (Lead Pastor), will be as long as he is the Lead Pastor of KBC.

SECTION 3: General Corporate Powers

Subject to the provisions and limitations of the Articles of Religious Corporation of Koza Baptist Church as established with the Okinawa Prefecture; or these By-laws, the activities, business and affairs of KBC shall be conducted and all corporate powers shall be exercised by or under the direction of the Elders.

SECTION 4: Specific Powers

Without prejudice to the general powers set forth above, and subject to the same limitations, the Elders, with approval of the members and in consultation with other committees, shall have the

power of:

1. Budget formation, along with the Finance Committee.
2. Approval of Asset Reports, Budget Reports, and Balance Sheets.
3. Management of the Surplus at the end of the fiscal year.
4. Classification and modification of special and fundamental assets.
5. Acquisition, disposal and mortgage, and other important matters concerning real estate.
6. Construction, renovation, and the use of KBC facilities.
7. Alteration of the land and change in its use.
8. Loan and Securities.
9. Management and operation of KBC business.
10. Modification and abolishing of rules.
11. Consolidation or dissolution and disposal of remaining properties.
12. Other matters related to the works of KBC.

SECTION 5: Regular Meetings

Regular meetings of the Elders will be held regularly as determined by the Representative Officer (Lead Pastor). The Chairmen of Deacons, Personnel, Missions, and Budget and Finance Committees will be invited to attend the meetings.

SECTION 6: Quorum of Elders

A majority of current Elders present at the beginning of a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Elders shall be the act of the Elders.

SECTION 7: Vacancies on Board of Elders

A vacancy on the Board of Elders, because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in Article VII, Section 1 of these By-laws.

ARTICLE VIII

Pastoral Team and Ministry Staff

SECTION 1: Pastors

1. Pulpit Committee: To function when a pastor is to be called, shall be selected by the Elders and shall be made up of persons holding full membership. This committee shall consist of not less than five (5) and not more than seven (7) members to include at least two (2) women.
2. Interim Pastor: As often as necessary and desired, Pulpit Committee with approval from the Elders will recommend to KBC a minister of good report to serve as interim pastor.
3. Procedure for calling a Pastor: A Pastor shall be chosen and called by KBC whenever a vacancy occurs. His election shall take place at a meeting called for that purpose, of which fourteen (14) days public notice shall be given through the KBC bulletin and/or from the pulpit. The Pulpit Committee's recommendation which is confirmed by the Elders will constitute a nomination, though any member has the privilege of making other suggestions through the Pulpit Committee. The committee may seek other avenues of assistance in securing a prospective pastor, including state Baptist conventions and associations and Baptist seminaries. To be considered, candidates must hold at least a Master's degree from an accredited Seminary (Southern Baptist preferred); meet the requirements as outlined in I Timothy 3:1-7; and agree with the Baptist Faith &

Message. Education requirements may be waived at the discretion of the Elders in certain circumstances. The committee shall bring to the consideration of KBC only one man at a time.

4. Duties: The duties will be determined by the Elders.
5. Termination of Service: In the event termination is required, the Elders will make this recommendation to KBC. Voting can only occur after fourteen (14) days' notice stating the purpose and shall be given to KBC by way of KBC bulletin and/or an announcement from the pulpit. The meeting may be called upon the recommendation of a majority of the Elders or by written petition signed by not less than one-fourth (1/4) of the resident KBC members. The vote shall be by written ballot during the weekend worship services. An affirmative vote of 3/4 of those members present and voting shall be necessary to terminate any full-time pastor.

ARTICLE IX

KBC OFFICERS

SECTION 1:

- 1) Qualifications: Deacons should meet the scriptural requirements as stated in I Timothy 3:8-13 as interpreted by the Elders and in keeping with the spirit of the Baptist Faith and Message.
- 2) Election: The deacons will initiate the election of additional deacons by recommending the number and names of nominees to the Elders for approval. Members of the congregation are encouraged to submit nominations to the Deacons. Once approved by the Elders, the examination process continues. The nominees who complete the process will be voted on by KBC during a General Meeting.
 - a) Potential candidates will meet the following guidelines:
 - b) A person having at least twelve months expected retainability.
 - c) A person who has completed the membership process at least three months prior to the projected election date.
 - d) If married, the wife must meet the qualifications of I Timothy 3:8-13 as interpreted by the Elders and in keeping with the spirit of the Baptist Faith and Message.
 - e) Willingness to serve.
 - f) The Deacons shall examine the nominees. Names of deacon nominees shall not be released until they have been contacted and indicate a response to the nomination. Deacon nominations are confirmed by the Elders.
- 3) Election shall take place during a regular weekend worship service with at least fourteen day notice. Election of nominees occurs when found worthy by 2/3 majority vote of KBC members present at time of voting.
- 4) Ordination: Those elected to the active Deacon body, not previously ordained, shall be ordained as soon as practical. The Elders and Deacons shall make necessary arrangements for the Ordination Service.
- 5) Term of Service: Due to uniqueness of the local situation, no stipulation relative to the term of office shall be made.
- 6) Duties: In accordance with the meaning of the Word and the practice of the New Testament, Deacons are to be servants of KBC.

SECTION 2: Ministry Coordinators

1. Purpose: Ministry Coordinators are individuals (paid or volunteers) who serve in areas of specific ministry. They plan and coordinate the overall ministry in which they serve. They are responsible for the recruitment, training, and leadership of ministry volunteers.
2. Supervision: Ministry Coordinators shall be under the supervision of the Elders.
3. Procedures for Selecting: These individuals will be selected locally from among KBC and community. Pastors will interview and hire the candidate of choice and will keep the Elders informed. This person will not need to be approved by KBC.
4. Adding a new Ministry Coordinator position: New positions may be added, as the Elders deem necessary in coordination with the Personnel and Finance Committees.

SECTION 3: Support Staff Positions

1. Purpose: Staff members who serve in areas of specific support ministries for KBC office and various ministries. These would include secretarial staff, ministry assistants, administrative assistants, interns, and others.
2. Supervision: KBC Staff shall be under the supervision of the Elders.
3. Decision to Add a KBC Staff Position: KBC Staff positions may be added, as the Elders deem necessary in coordination with the Personnel and Finance Committees.
4. Procedures for Selecting: The following procedures will be completed in order to select an individual for the position: a) Resumes will be collected from local individuals, b) the Pastors will interview and hire the candidate of choice and will keep the Elders informed. This person will not need to be approved by KBC.

ARTICLE X

Ministry Committees

SECTION 1: Regular Ministry Committees

Ministry committees will be established by the Elders. These committees will serve various needs within KBC. The Ministry Committees may include the following, but can be added or dissolved as needed:

1. Budget and Finance Committee
The Budget and Finance Committee shall be composed of three to five members to include the Finance Pastor, Financial Secretary, a lay Chairperson, and up to two other lay members.
2. Personnel Committee
The Personnel Committee will provide support to the Pastors, Ministry Coordinators, Staff, and other hired positions within KBC. They will submit salary suggestions to the Budget and Finance Committee to consider for the yearly budget. They will maintain current job descriptions.
3. Missions Committee
The Mission Committee will oversee the planning, praying, giving, and going opportunities to support KBC's mission to share the gospel in Okinawa, Japan, Asia, and around the world. The

committee is led by the Elders.

4. Teller Committee

This team, composed of five (5) to six (6) members, shall be responsible for the counting and safekeeping of all monetary receipts from each weekend. Records reflecting all receipts will be maintained by the committee as well as copies of each being forwarded to the Financial Secretary.

SECTION 2: Special Ministry Committee

Special Ministry Committee may be selected by the Elders as deemed necessary to carry out special functions. The Special Ministry Committee shall be dissolved upon completion of the assigned duties. Examples of these teams are: 1) Long Range Planning, 2) Building and Construction, 3) KBC Planting, etc.

ARTICLE XI

KBC Ministry Structure

KBC Ministry Structure will be based on the current needs and vision of KBC as administered by the Elders. KBC Ministry workers shall serve for an indefinite period. All individuals who serve in a teaching position must be a member of KBC, complete a ministry leadership application, have a background check if they work with students or children, and have an interview with the Ministry Coordinator.

ARTICLE XII

Property and Finance

SECTION 1: Property

1. Title and Deed: The title and deed to KBC land and property shall be held by KBC. If at any time KBC should cease to cooperate with the Southern Baptist Convention, or it becomes impossible for KBC to continue for any reason whatsoever, the use of this property will be disposed of in the following manner. All assets in United States banks will be distributed to the Hawaii Pacific Baptist Convention to be used in outreach and KBC planting in the Pacific region. All assets in Japan will be distributed and the details of their use will be determined by the Hawaii Pacific Baptist Convention of the Southern Baptist Convention.
2. Use of Property:
 - a) KBC facilities shall be made available to the needs of the organizations and activities of KBC. These shall be coordinated, in general, through the annual KBC calendar which is prepared by the Elders. In any event, preference will be given to requests first appearing on KBC calendar.
 - b) Other Organizations: It is the intent of KBC to make available its facilities to others whose purpose is aligned with the KBC mission statement. Requests for use of KBC facilities shall be directed to the Elders.

SECTION 2: Finance

1. General: The duties of ensuring the accuracy of KBC's financial records, preparing a proposed annual budget and related financial matters shall be the responsibility of the Elders in coordination with the Finance Committee. KBC financial records shall undergo an internal audit at least annually and upon change of KBC Financial Pastor and/or Financial Secretary. In addition, an external audit shall be conducted when so directed by the Elders in coordination with the

Financial Committee. KBC will prepare and submit an annual Shukyo Hojin report in accordance with Japanese law.

2. Budget: KBC shall be supported by a unified budget adopted by KBC annually. The budget will be effective for a calendar year. The proposal for the upcoming year will be presented to KBC at least fourteen (14) days prior to the vote as outlined in Article VI, Section 3 and will be discussed at an information meeting, prior to the voting. It will then be voted on during a General Meeting of the Membership in December without further discussion. The budget may be amended by a majority vote of KBC at a General Meeting of the congregation.
3. Offerings: All funds collected through any organization of KBC except special funds for special events to be used within that organization, or designated gifts for special items, shall be deposited to the account of KBC and will be properly recorded in the financial records. KBC shall receive, deposit, and disburse all designated gifts which conform to the policies and beliefs of KBC.
4. Special Offerings: Special offerings will be received upon recommendation from the Elders.

ARTICLE XIII

Amendments to the By-laws

These By-laws, or any part thereof, may be altered, amended or repealed, and/or new By-laws may be adopted, by a vote of two-thirds majority of the Members present at any special or regular membership meeting called according to ARTICLE VI, hereof, at which a quorum is present.

Adopted - October 1973: Committee Members: Ken Russell-Chairman, Jim Brooks, Art Wade, Mary Ann Watkins, Brenda Whitley.

Revised October 1987: Committee Members: Floyd Lewis-Chairman, Dave Moye, Laura Allen, Madaline Bryant, Russ Hewitt.

Revised and Rewritten January 2001: Committee Members: Ben Baccus, Brad Bragg, Jim Brooks, Rose Marie Favors, Mike Knapp, Steve Ross, Bo Russell, Cathy Smith.

Amended October 2003: Men on Mission name change, Women's Ministry Director added.

Amended October 2004: Business Meeting time change.

Amended, October, 2005: Business Meeting time change.

Amended, April 2009; Sunday School Literature change.

Revised and Rewritten June 2010: Committee Members: Andrea Franklin, Bo Russell, Dale Durand, Dana Nolf, Diann Hill, Don Salsberry, Greg Loflin, John Reimer, Lisa Krason, and Tim Smith.

Revised August 2017: Committee Members: John Reimer, Jason Beams, Chris Eyre, Duane Calvin, Jody Stelly, Jim Knickerbocker, Sam Ishikawa, Brock Fallon, John Velker, Rob Macfarlane, and Ed Guthrie.