

Bylaws

Warrenton Baptist Church

Revision 2015-A

1/25/2015

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57 BYLAWS OF WARRENTON BAPTIST CHURCH**58 *Article I. Definitions***

59 For the purpose of corporate law, and as used herein, the term “Church” or “WBC” shall mean
60 the Warrenton Baptist Church, a Virginia church corporation, as defined in the Articles of
61 Incorporation of Warrenton Baptist Church.

62 The term “he” used in this document is to be interpreted as gender neutral implying “he or she.”

63 *Article II. Membership***64 Section A. General**

65 This is a sovereign and democratic Baptist church under the Lordship of Jesus Christ. The
66 Membership retains unto itself the exclusive right of self-government in all phases of the
67 spiritual and temporal life of WBC. The Membership reserves the exclusive right to determine
68 who shall be members of WBC and the conditions of such membership. The Membership of
69 Warrenton Baptist Church shall consist of persons who have met the qualifications for
70 membership and are listed on the Membership Rolls.

71 No member of WBC, to include Pastors, Deacons, and Officers (including Corporate Directors)
72 shall by virtue of such membership, office or position, incur or be subject to personal liability to
73 any extent for any indebtedness, obligations, acts or omissions of WBC Corporation.

74 Section B. Membership Types

75 There is only one class of membership in Warrenton Baptist Church, designated “Member”, with
76 all rights and privileges set forth herein. The Membership, as the need arises and deems
77 appropriate, reserves the right, at any time, to amend this classification. The Ministry Council
78 shall have the authority to review the Membership Rolls at least annually.

79 Section C. Candidacy

80 Any person may offer himself as a candidate for membership in Warrenton Baptist Church. All
81 such candidates shall present themselves to WBC for membership at any regular church worship
82 service in any of the following ways:

- 83 1. By profession of faith in Jesus Christ and for baptism by immersion
- 84 2. By promise of a letter of recommendation from another Baptist church
- 85 3. By statement of prior conversion experience and baptism by immersion in some other
86 Christian church when no letter is obtainable

87 All candidates will be considered for membership by the Senior Pastor in consultation with the
88 Clerk. All candidates recommended for membership by the Senior Pastor and the Clerk will be
89 voted on by the Ministry Council at a Ministry Council meeting. A unanimous vote of those
90 Ministry Council members present shall be required to elect such candidate(s) to membership.
91 The results of this vote will be communicated to the candidates by the Clerk. Once voted in, new
92 members will be announced and welcomed at a near-term worship service by the Senior Pastor
93 or Associate Pastor. The Ministry Council shall determine and define, in the best interest of
94 WBC and the candidate, any special handling procedures required for those candidates not
95 approved for membership.

96 Section D. New Member Orientation

97 New WBC members are encouraged and expected to participate in the Warrenton Baptist Church
98 New Member Orientation Plan.

99 Section E. Voting Privileges of Members

100 Every Member of WBC not under church discipline is entitled to vote on the following matters
101 submitted to WBC in duly called business meetings, provided the Member is present (proxy
102 voting is prohibited). A majority vote by those Members of WBC present is required for
103 approval of the following matters, except as otherwise stated in these Bylaws:

- 104 1. Approval of Annual Budget and any greater than fifteen (15%) percent change in the
105 budget during the fiscal year – simple majority vote
- 106 2. Call or Dismissal of the Senior Pastor – three-fourths (3/4) majority vote
- 107 3. Election of lay leadership (e.g., Ministry Council, Deacons) – simple majority vote
- 108 4. Election of Officers – simple majority vote
- 109 5. Acquisition, sale, or transfer of real property and any related indebtedness – two-thirds
110 (2/3) majority vote
- 111 6. Merger or dissolution of the Church – three-fourths (3/4) majority vote
- 112 7. Sale of all or substantially all of the Church's assets – three-fourths (3/4) majority vote
- 113 8. Amendments to the Articles of Incorporation, Constitution or Bylaws – voting
114 requirements as stated in each document
- 115 9. Any other major event or decision as designed by the Ministry Council – simple majority
116 vote unless otherwise stated.

117 Voting methods may be varied by the Moderator to include voice, show of hands, and standing.
118 In addition, these Bylaws require a ballot vote on certain matters relating to personnel action for
119 the Senior Pastor, Associate Pastor, and Music Director; and election of Deacons and Ministry
120 Council members to include the Corporate Directors. Any Member present at business meetings
121 may call for a written ballot. A simple majority vote by those voting Members of WBC present is
122 required for voting by ballot, except when these Bylaws prescribe ballot voting. The call for
123 voting by ballot is made after discussion is completed and prior to the Moderator asking
124 assembled Members to vote.

125 Section F. Termination of Membership

126 Membership shall be terminated in the following ways to be managed by the Ministry Council in
127 collaboration with the Clerk:

- 128 1. Death
- 129 2. Transfer to another church
- 130 3. Resignation by the Member
- 131 4. Exclusion by discipline action of WBC

132 Section G. Discipline and Restoration

133 WBC emphasizes to its Members that every reasonable measure to reach peace and
134 reconciliation will be taken to assist any troubled Member. The Senior Pastor, other members of
135 the Church Staff, and the Deacons are available for counsel and guidance. Redemption rather

136 than punishment shall be the guideline which governs the attitude of one Member toward another
137 as outlined in Matthew 18:15-17 and Galatians 6:1-2.

138 WBC shall look to the Senior Pastor and the Deacons for effective functioning and discipline of
139 its Members. Should some serious condition exist which would result in a Member to become a
140 liability to the general welfare of WBC, every reasonable measure will be taken by the Senior
141 Pastor and by the Deacons to bring about repentance. All such proceedings shall be pervaded by
142 a spirit of Christian kindness and forbearance. Only after good faith efforts by the Senior Pastor
143 and Deacons to bring about repentance and reconciliation have proven futile, the Senior Pastor
144 will recommend to the Ministry Council to give notice to that member of the unrepentant sin(s),
145 the time, and the place to address the charges. The Ministry Council will review the situation and
146 vote on the Senior Pastor recommendation of discipline at a duly called Ministry Council
147 meeting. A unanimous vote of those Ministry Council members present shall be required to
148 discipline a Member. Discipline can include but not be limited to dismissal, censure, suspension
149 or any other measures that the Ministry Council decides that will bring about repentance. The
150 results of this vote will be communicated to the disciplined Member by the Clerk. If disciplined,
151 the Senior Pastor may announce it to the Church to carry out the Biblical admonitions to bring
152 about repentance and restoration of the disciplined member. The Ministry Council will handle
153 the discipline.

154 Any person whose membership has been terminated for any condition which has made it
155 necessary for WBC to exclude him may, upon his request and the recommendation of the Senior
156 Pastor, be restored to membership upon evidence of his repentance and reformation and by a
157 unanimous vote of those Ministry Council members present at a duly called Ministry Council
158 meeting.

159 Any person excluded from WBC shall be offered the opportunity of appeal to the entire Body of
160 Membership of WBC. The Ministry Council shall define and facilitate this process on behalf of
161 the excluded person giving them every reasonable opportunity to present their case for
162 restoration as a Member. The Ministry Council shall implement the will of WBC Membership as
163 determined through the appeal process.

164 *Article III. Ministry Leaders*

165 **Section A. Ministry Council (serving as Board of Directors)**

166 1. General Powers: The corporate powers of the Church shall be exercised by or under the
167 authority of the Board of Directors, also referred to in these bylaws as the "Board," the
168 "Directors," the "Ministry Council," or the "Council." The powers, business and property
169 of the Church shall be exercised, conducted and controlled by the Board for the purposes
170 of overseeing the legal, business, financial and administrative affairs of the Church with
171 consensus agreement. If, in the course of the decision-making processes, the Board
172 cannot unanimously agree, then the decisions will be made by majority vote of the Board
173 members present and voting at that meeting. The Ministry Council Chairperson will be
174 the tie breaking vote if that case ever arises. This vote is in addition to the Chairperson's
175 regular vote as a member of the Ministry Council.

176 2. Composition: The Ministry Council shall consist of the Senior Pastor, the Secretary, the
177 Treasurer, and a number of members nominated by the membership and the Senior Pastor

- 178 and elected by the membership at the annual business meeting of WBC in accordance
179 with the Bylaws. The authorized number of members shall be such number as authorized
180 from time to time by the Ministry Council, provided that such number shall not be less
181 than three (3) or more than ten (10). Except for the Senior Pastor, all Ministry Council
182 members shall be lay members of the Church, and spouses of all may not serve
183 simultaneously. The Ministry Council shall annually elect a Chairperson and a Vice-
184 Chairperson from among the lay members of the Ministry Council to facilitate meetings.
- 185 3. Qualifications: For the purposes of evaluating a Ministry Council member nominee, the
186 following criteria must be met by a candidate:
- 187 a. At least twenty-five (25) years of age
 - 188 b. At least five (5) year WBC Member – most recent and continuous without break
189 in service
 - 190 c. Good reputation
 - 191 d. Generally considered to be a spiritually mature disciple of Jesus Christ
 - 192 e. Concerned for everyone in WBC – Members and non-Members alike
- 193 4. Process for Electing Ministry Council Members: The Members nominate seven (7) of the
194 ten (10) elected Ministry Council (MC) members and the Senior Pastor nominates three
195 (3). The 7 Member nominees are selected using the following process:
- 196 a. Each WBC Member can make up to three (3) nominations, with self-nominations
197 allowed. Each nomination (one nominee per form) is submitted in writing by the
198 published date on the appropriate form, with both the printed and signed names of
199 nominee. The original signed form is given to the Moderator, with a copy being
200 delivered to the Deacon Chairperson.
 - 201 b. In consultation with the Senior Pastor, each nomination is reviewed and
202 considered by the group of outgoing Deacons as described below in Section D.
203 The nominations from the Senior Pastor do not require the approval and
204 recommendation from the Deacons, but the Senior Pastor will consult with the
205 Deacons about his/her nominations. All nominees must meet the five (5) criteria
206 set forth above in Paragraph 3 – Qualifications.
 - 207 c. After review, the outgoing Deacons vote on the various nominees, with each
208 outgoing Deacon allowed one (1) vote for each position available. Voting twice
209 for the same candidate is not allowed. The candidates receiving the highest
210 number of votes are recommended to the Deacon body for consideration. In the
211 event of a tie, outgoing Deacons will, at their discretion, devise a fair and
212 impartial method of breaking the tie.
 - 213 d. The Deacon body votes on the nominees. A two-thirds (2/3) majority of those
214 voting Deacons present is required to send the nomination to the WBC Members
215 for a vote. The vote of the Deacons will be conducted in writing by secret ballot.
216 In the event a nominee does not receive the required votes, then the nominee
217 having received the next highest number of votes by the outgoing Deacons is
218 considered by the Deacons for recommendation to the WBC Members.

- 219 e. A nomination, either originating from the Senior Pastor or the WBC Members,
220 may be voted on at the Annual Business Meeting or a special called business
221 meeting. A quorum of nine percent (9%) of the WBC Members is required to vote
222 on Ministry Council nominations. A simple majority (written secret ballot) of
223 those voting Members of WBC present is required to approve.
- 224 f. If a nomination by the Senior Pastor is not approved by the WBC Members, the
225 position remains unfilled until the Senior Pastor brings a new nominee before the
226 Members for a vote.
- 227 5. Ministry Council Member Terms: Ministry Council member terms are three (3) years.
228 There shall be three annual classes of Ministry Council members so that approximately
229 one-third (1/3) are up for election every year to maintain continuity and make for smooth
230 transitions within the Council. Except for the Senior Pastor, all Ministry Council
231 members may serve two (2) consecutive terms (a total of 6 years), with partial terms not
232 counting toward the requirement, before taking a one-year sabbatical. There is no
233 prohibition against multiple non-consecutive terms.
- 234 6. Specific Purposes and Duties: Without prejudice to the general powers outlined above,
235 and subject to the same limitations, the roles and responsibilities of the Ministry Council
236 include, but are not limited to:
- 237 a. Create a document laying out vision and purpose of the Ministry Council for
238 WBC-wide visibility.
- 239 b. Oversee the legal, business, financial and administrative affairs of the Church.
- 240 c. Establish governing principles, policies and determining practices for WBC,
241 including the creation and maintenance of policies and procedure manuals, which
242 shall contain all controlling policies and procedures governing any and all aspects
243 of WBC's affairs, including but not limited to, committee task descriptions and
244 policies regarding the handling of funds, use of facilities, and employment
245 policies and practices.
- 246 d. Collaborate with the Senior Pastor on matters of ministry, staff, volunteer, facility
247 and financial resources.
- 248 e. Assist the Senior Pastor and Associate Pastor in selecting team and committee
249 leaders.
- 250 f. Evaluate program achievements in terms of the Church's goals and objectives.
- 251 g. Collaborate with the Senior Pastor to ensure open lines of communication
252 between the Ministry Council and the Members.
- 253 h. Nominate the Church Officers identified in Article IV.
- 254 i. Manage, direct, supervise, and approve all financial decisions of WBC, including
255 the recommending of the borrowing of money and incurring indebtedness on
256 behalf of the Church and the cause to be executed and delivered for the Church's
257 purpose and in the Church's name promissory notes and other evidence of debt
258 and securities.
- 259 j. Use contingency funds for extraordinary/emergency expenditures.

- 260 k. Reallocate financial resources within WBC ministries and WBC operations, as
261 needed, including the ability to approve expenditures above the approved budget
262 up to a maximum of 15% above the approved budget.
263 l. Review annually the WBC baseline governance documents (Articles of
264 Incorporation, Constitution, and Bylaws) to ensure accuracy, completeness, and
265 currency. The Ministry Council will prepare and coordinate updates to these
266 documents, as needed.

267 The Ministry Council may delegate some of its authorities and duties to individual
268 Pastors, staff Deacons, ministry teams and others as long as the delegation does not
269 breach its fiduciary duties to the Church. The Council may also invite the Chairpersons of
270 the teams/committees of the Church to be non-voting invitees to Council meeting
271 whenever projects or programs in which their team/committee may be involved are to be
272 considered, for example, preparation of the annual Church calendar.

273 7. Vacancies: A vacancy on the Council because of death, resignation, removal,
274 disqualification or any other cause may be filled by the nomination and election
275 procedures outlined above.

276 8. Resignation and Removal: Any elected Council member may at any time deliver a
277 written notice of intent to resign to the Senior Pastor or Chairperson, which shall be
278 effective upon acceptance by the Ministry Council. Other than the Senior Pastor, any
279 Officer or Director may be removed at any time with or without cause when, in the sole
280 judgment and discretion of the Council, it is so recommended by a three-fourths (3/4)
281 majority of the Council present and voting at a duly called meeting that such Council
282 member should no longer serve. In the event any Director is so removed, a new Director
283 may be nominated and elected through the above procedure for the remainder of the term.
284 Removal of the Senior Pastor is addressed separately in Article III Section B.

285 9. Limitations to the Ministry Council's Authority: The Ministry Council will act in
286 accordance with the general will of the WBC Members. The Members have the right to
287 call for a no-confidence Vote of the entire elected Ministry Council. A vote of no-
288 confidence may only be invoked if fifteen percent (15%) of the WBC Members sign a
289 petition. A special called business meeting is then called for by the Moderator. An
290 affirmative majority vote (written secret ballot) of those voting members of WBC present
291 removes the entire elected Ministry Council. The Ministry Council members so removed
292 will continue to serve in their elected capacity until replacements are duly elected through
293 the process defined in these Bylaws. Note that the Senior Pastor is not an "elected"
294 Ministry Council member. Removal of the Senior Pastor is addressed separately in
295 Article III Section B.

296 10. Transactions with Interested Parties: A contract or other transaction between the Church
297 and one or more of its Council members, Officers, Deacons, or family members thereof
298 (hereinafter "Interested Party"), or between the Church and any other entity, of which one
299 or more of the Church or its Council Members, Deacons, are also Interested Parties, or in
300 which entity is an Interested Party has a financial interest – shall be voidable at the sole
301 election of the Church unless all of the following provisions are satisfied:

- 302 a. The Church entered into the transaction for its own benefit;

- 303 b. The transaction was fair and reasonable as to the Church, or was in furtherance of
304 its exempt purposes at the time the Church entered into the transaction;
305 c. Prior to consummating the transaction, or any part, the Council authorized or
306 approved the transaction, in good faith, by a vote of a majority of the Directors
307 then in office, without counting the vote of the interested Director or Directors,
308 and with knowledge of the material facts concerning the transaction and the
309 Interested Parties' interest in the transaction; and
310 d. Prior to authorizing or approving the transaction, the Council, in good faith,
311 determined after reasonable investigation and consideration, that either the
312 Church could not have obtained a more advantageous arrangement, with
313 reasonable effort under the circumstances, or the transaction was in furtherance of
314 the Church's tax-exempt purposes.

315 Common or interested Council Members may not be counted in determining the presence
316 of a quorum at a meeting of the Council (or a committee thereof) which authorizes,
317 approves, or ratifies such contract or transaction. The Council may adopt additional
318 Conflicts of Interest policies that shall provide for full disclosure of material conflicting
319 interests by Council members, Deacons, Officers, or employees so as to permit the
320 Council to determine whether the contemplated transaction may be authorized as just, fair
321 and reasonable to the Church. Notwithstanding the above, no loan shall be made by the
322 Church to any of its Council Members, Officers or Deacons or Members.

323 11. No Compensation for Directors: No salary or compensation shall be paid to any member
324 of the Council in his capacity as Member of the Council, but nothing herein shall be
325 construed to preclude any Council member from serving the Church in any other capacity
326 and receiving reasonable compensation. Moreover, the Council member may receive
327 reasonable reimbursement for travel and other approved expenses upon request and
328 written documentation.

329 12. Place and Time of Regular Meetings: Regular meetings of the Council shall be held at
330 least monthly and at any place that has been designated by the Council and at any time
331 designated by the Council.

332 13. Special Meetings: Special meetings of the Council may be called by the Senior Pastor,
333 the Chairperson, the Chairperson Elect, or by a majority of the Council members for
334 whatever purpose or purposes at any time. The transactions of any meetings of the
335 Council however called and noticed and wherever held shall be as valid as though at a
336 regular meeting.

337 14. Notice: Notice of the time and place and in the case of a special meeting the purpose of
338 every meeting of the Council shall be in writing and shall be duly sent, mailed, or
339 otherwise delivered to each Director not less than five (5) days before the meeting,
340 provided that no notice of any regularly scheduling or adjourned meeting need be given.

341 15. Quorum: A majority of voting Council members present at the start of a meeting shall
342 constitute a quorum for the purposes of transacting business at a meeting.

- 343 16. Manner of Acting: Except as otherwise provided in these Bylaws, the acts of the majority
344 of the Directors present at a meeting at which a quorum is present shall be the act of the
345 Council.
- 346 17. Participation by Conference Telephone or Similar Electronic Device: Members of the
347 Council or of any committee thereof may participate in a meeting of such Council or
348 committee by means of a conference telephone or similar communications equipment
349 whereby all persons participating in the meeting can hear each other. Participation by
350 such means shall constitute presence in person at such meeting. When such a meeting is
351 conducted by means of a conference telephone or similar communications equipment, a
352 written record shall be made of the action taken at such meeting, noting participation of
353 those who were present by means of such communications equipment.
- 354 18. Advisory Teams: The Council, by majority vote of all Directors in office, may appoint
355 two or more persons from among its number to serve as special Advisory team, such as
356 the Council may determine are necessary, which shall have such powers and duties as
357 shall from time to time be prescribed by the Council. Except as otherwise provided by
358 law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Council, each
359 Advisory team may not exercise the authority of the Council.
- 360 19. Minutes: Minutes of the meetings of the Council shall be recorded and taken by the Clerk
361 who shall have custody thereof (files are to be kept in the Church office) and be
362 responsible for circulating copies to the Council members in a timely manner.

363 **Section B. Senior Pastor**

- 364 1. The Senior Pastor's Role: The Senior Pastor is responsible for leading WBC to function
365 as a New Testament church. The Senior Pastor will lead the Members, the organizations
366 and supervise the Church Staff in the performance of their tasks. The Senior Pastor is the
367 leader of pastoral ministries in WBC and is a member of the Ministry Council. As such
368 he works with the Ministry Council, the Deacons and Church Staff to: (1) lead WBC in
369 performing its tasks, (2) lead WBC to engage in a fellowship of worship, witness,
370 education, ministry, and application, (3) proclaim the gospel to believers and unbelievers
371 and (4) care for the Members, their families, and other persons in the community.
- 372 2. Calling the Senior Pastor and Term: A Senior Pastor shall be chosen and called by WBC
373 whenever a vacancy occurs. His election shall take place at a meeting called for that
374 purpose, of which at least fourteen (14) calendar days of public notice has been given to
375 the election – without specifically identifying by name the person to be voted on to
376 ensure the privacy of the individual. A Senior Pastor Selection team shall be appointed by
377 the Ministry Council to seek out a suitable Senior Pastor, and make recommendations to
378 the Ministry Council including their top three (3) candidates in order of the preference of
379 the Senior Pastor Selection Team. They will arrange for, and coordinate additional
380 meetings between the candidates and the Ministry Council. After review of Candidates,
381 the Ministry Council will decide which candidate to bring before the WBC Members, one
382 (1) name at a time. Election shall be by ballot, an affirmative vote of three-fourths (3/4)
383 majority of those voting Members of WBC present being necessary for a choice. The
384 Senior Pastor thus elected, shall serve until the relationship is terminated by his request or
385 WBC request. The Senior Pastor shall give at least fourteen (14) calendar days of notice

386 at the time of voluntary resignation before terminating his responsibilities as Senior
387 Pastor. WBC shall give the Senior Pastor at least thirty (30) calendar days of total
388 compensation as severance when terminating the Senior Pastor/WBC relationship at the
389 request of WBC.

390 3. Compensation: The Ministry Council shall specify the Senior Pastor's initial
391 compensation at the time of his calling. The Senior Pastor shall recuse himself from any
392 discussions and vote regarding his compensation. WBC shall provide, as possible,
393 adequate salary, housing allowance, health insurance, continued education, pension,
394 conference funds, vacation time, and other special funds as needed for his ministry. This
395 Church may also defray the costs of sending the Senior Pastor to out-of-town
396 conferences, conventions or mission trips attended for the Church, as approved by the
397 Ministry Council.

398 4. Disciplining or Dismissing the Senior Pastor: The Senior Pastor may be dismissed only
399 by vote of WBC Members taken by written secret ballot at a duly called business meeting
400 of the Membership. If two (2) or more Members (with preference to unrelated
401 individuals) have a grievance against the Senior Pastor, those Members must bring their
402 grievances to the Deacons. If the conduct of the Senior Pastor is immoral or egregiously
403 improper, the Deacons, upon majority vote, shall recommend dismissal of the Senior
404 Pastor to the Ministry Council. Upon majority vote of the Ministry Council members
405 present and voting affirming the Deacon's recommendation, the Ministry Council shall
406 bring the motion to the WBC Members at a special called business meeting. To dismiss
407 the Senior Pastor, three-fourths (3/4) majority of those voting Members of WBC present
408 need to approve of the dismissal at a duly called business meeting of the Membership,
409 with nine (9%) percent of the WBC Membership present at the start of a duly called
410 business meeting constituting a quorum.

411 **Section C. Church Staff**

412 1. Senior Pastor: The Senior Pastor is the leader of the WBC Staff. WBC shall call or
413 employ such staff members as WBC shall need. The Senior Pastor has the authority to
414 direct the activities of any WBC Staff member, with the advice and consultation of the
415 Ministry Council.

416 2. Ministry Council role: Except as prohibited herein, the Ministry Council has the role of
417 creating positions, filling positions or dismissing WBC Staff. A job description may be
418 recommended for approval to the Members by the Ministry Council when the need for a
419 new position or revision of an existing position is determined necessary.

420 3. Church ministerial and vocational staff employment: The Associate Pastor and Music
421 Director shall be recommended to Members at the Annual Business Meeting, or a special
422 called business meeting, by the Ministry Council and employed by WBC upon the
423 affirmative vote of three-fourths (3/4) majority of those voting Members of WBC
424 present. The Associate Pastor and Music Director may be dismissed by a vote of three-
425 fourths (3/4) majority of those voting Members of WBC present taken by written secret
426 ballot at a duly called business meeting of WBC.

- 427 4. All other WBC support staff: Administrative Assistants, Church Secretaries, Financial
428 Secretaries, Custodians, contract workers, and others will be hired and dismissed solely
429 by the action of the Ministry Council, in consultation with the Senior Pastor. In the event
430 of a dismissal, at least fourteen (14) calendar days of notice shall be given to the staff
431 member. Any staff member may at any time submit a written intent to resign to the
432 Senior Pastor, which will be effective upon acceptance by the Ministry Council.

433 **Section D. Deacons**

- 434 1. Responsibilities: In accordance with the meaning of the work and the practice of the New
435 Testament, the Deacons are to be servants of WBC. The task of the Deacon is to serve
436 with the Senior Pastor and staff in performing pastoral ministries tasks: proclaim the
437 gospel to believers and unbelievers; care for WBC members and other persons in the
438 community; lead WBC to engage in a fellowship of worship, witness, education,
439 ministry, and application; lead the Church in performing its tasks, and serve the Lord's
440 Supper. Deacons may also assist in Baptisms as determined by the Senior Pastor.
- 441 2. The role of outgoing Deacons: The Deacons, who rotate off the Deacon Body completing
442 their designated term, will serve as the group to review nominations to the Ministry
443 Council and make recommendations about Ministry Council nominees back to the
444 Deacon body. The Deacons will vote on the Ministry Council nominees recommended by
445 the outgoing Deacon body and rank the nominees in order of the number of votes each
446 nominee received. The number of Ministry Council nominees recommended by the
447 Deacons to the Members will match the number of Ministry Council openings. Should a
448 recommended Ministry Council nominee not be approved by the Members, the Deacons,
449 at their discretion, may submit for Member consideration, the Ministry Council nominee
450 with the next highest number of votes.
- 451 3. Term of Office: Deacons shall be elected for a three (3) year term of office. Each year the
452 term of office of one-third (1/3) of the number of Deacons shall expire, and election shall
453 be held to fill the vacancies. In case of death, removal, resignation, or incapacity to serve,
454 Members will elect a Deacon to fill the unexpired term as soon as possible. After serving
455 a term of three (3) years, a Deacon shall be eligible for reelection after the lapse of at
456 least one (1) year. There is no obligation to constitute as an active Deacon any person
457 who comes to WBC from another church where he has served as a Deacon.
- 458 4. Election:
- 459 a. Number of Deacons: There shall be no more than one (1) Deacon elected for
460 every fifteen (15) resident WBC Member household.
- 461 b. Process for Electing Deacons: The Deacons shall self-nominate Deacon
462 Candidates through their own Deacon Nominating Committee.
- 463 1) These candidates are to be interviewed by a Senior Pastor-Deacon Committee,
464 appointed by the Deacon Chairperson, to ascertain consent of the candidates
465 to be nominated; and to share Biblical qualifications, doctrine, WBC policies,
466 and the duties of a Deacon.

- 467 2) After the Senior Pastor-Deacon Committee has informed the Deacon
468 Nominating Committee of the candidates who are qualified and receptive to
469 the nomination, the Deacon Nominating Committee will present the names in
470 nomination for election at the next annual or special called business meeting.
471 Voting procedures are prescribed in subparagraph 4.c below.
- 472 3) After these names are voted on, the Moderator will open the floor for
473 additional nominations for the office of Deacon.
- 474 4) If additional nominations are received from the floor, the Moderator will:
- 475 a) Refer the names of the additional nominee(s) to the Senior Pastor-Deacon
476 Committee to carry out the provisions of subparagraph 4.b.2 above. The
477 Senior Pastor-Deacon Committee shall then notify the Moderator of their
478 findings.
- 479 b) Notify WBC members of the additional consenting and qualified
480 nominees. This notification shall be carried out in accordance with these
481 Bylaws.
- 482 c) Schedule the election of these Deacons at the next annual or special called
483 business meeting as requested by the Senior Pastor-Deacon Committee.
- 484 c. Voting: Voting shall be by secret ballot at the annual or special called business
485 meeting of WBC. The ballots will be counted by the Deacon Nominating
486 Committee.

487 **5. Organization:**

- 488 a. Officers: The Deacons shall annually elect a Chairperson, vice-Chairperson, and
489 Secretary.
- 490 b. Meetings: The Deacons may meet monthly and in special session when called by
491 the Senior Pastor or Chairperson of the Deacons.
- 492 c. Support: One (1) Deacon, designated by the Chairperson of the Deacons, shall
493 serve on the Weekday Elementary Education (WEE) Committee.

494 ***Article IV. Officers***

495 **Section A. General**

496 The Officers of WBC shall be the President, Corporate Secretary, Corporate Treasurer, the
497 Chairperson of the Council, Vice Chairperson of the Council, Moderator, Clerk, Assistant Clerk,
498 Treasurer, Assistant Treasurer and such other officers as the Council may from time to time
499 determine necessary. A person may hold one of these offices as a second office exempt for that
500 of President and Secretary or as otherwise provided in these Bylaws.

501 **Section B. President**

502 The Ministry Council Chairperson shall simultaneously occupy the office of President and shall
503 be the chief executive officer with all the rights and powers attributed thereto and which the
504 Council sets unless he delegates some of the duties to other Council members, Deacons, or staff.

505 Should the Chairperson vacate the position for any reason, the Vice Chairperson assumes the
506 role of Chairperson.

507 **Section C. Corporate Secretary**

508 The Board of Directors shall appoint a Corporate Secretary to act as Secretary to the Board. It
509 shall be the duty of the Secretary to keep in a suitable book a record of all meetings and actions
510 of the Board.

511 **Section D. Corporate Treasurer**

512 The Board of Directors shall appoint a Corporate Treasurer to act as Treasurer to the Board. It
513 shall be the duty of the Treasurer to oversee the financial affairs of the Church reporting to the
514 Board. The Corporate Treasurer shall be bonded.

515 **Section E. Moderator**

516 The Moderator will be a WBC Member other than the Senior Pastor and shall be elected to a
517 three (3) year term at the Annual Business Meeting. The Moderator shall preside at WBC
518 business meetings. In absence of the Moderator, the Chairperson of the Deacons shall preside; or
519 in the absence of both, the Clerk shall call WBC to order and an acting Moderator shall be
520 elected for that meeting. The Moderator is nominated by the Ministry Council. The Moderator is
521 eligible to serve a second such term if duly elected. The initial Moderator will be the one serving
522 at the last Association Meeting of the unincorporated Church; thereafter he/she is nominated by
523 the Ministry Council.

524 **Section F. Clerk and Assistant Clerk**

525 With the Ministry Council nominating, WBC Members shall elect annually a Clerk and an
526 Assistant Clerk. The Assistant Clerk shall act as Clerk if the Clerk is not available for service. It
527 shall be the duty of the Clerk to keep in a suitable book a record of all the actions of WBC,
528 except as otherwise herein provided. The Clerk is responsible for keeping a register of names of
529 WBC Members, with dates of admission, transfer, exclusion, resignation, or death, together with
530 a record of baptisms. The Clerk shall issue letters of exclusion voted by the Ministry Council,
531 preserve on file all communications and written official reports, and give legal notice of all
532 meetings where such notice is necessary, as indicated in these Bylaws. The Clerk will also be the
533 custodian of the WBC governance documents managed by the Ministry Council. The Church
534 may delegate some of the clerical responsibilities to a Church secretary. The Clerk and the
535 Assistant Clerk are nominated by the Ministry Council, elected by WBC Members, and serve for
536 a term of one (1) year. The Clerk and Assistant Clerk are eligible for unlimited consecutive terms
537 if duly elected. The initial Clerk and Assistant Clerk will be the ones serving at the last
538 Association Meeting of the unincorporated Church; thereafter they are nominated by the
539 Ministry Council.

540 **Section G. Treasurer and Assistant Treasurer**

541 With the Ministry Council nominating, WBC Members shall elect annually a WBC Treasurer
542 and an Assistant Treasurer. The Assistant Treasurer shall act as Treasurer if the Treasurer is not
543 available. It shall be the duty of the Treasurer to receive, preserve and pay out, upon receipt of
544 vouchers approved and signed by authorized personnel, all money or things of value paid or
545 given to WBC, keeping at all times an itemized account of all receipts and disbursements for the

546 preceding month. All accounts shall be available in the WBC business office. The Treasurer's
547 report shall be audited annually by an auditing committee or public accountant. The Treasurer
548 and Assistant Treasurer shall be bonded. The Treasurer will consult with the Ministry Council on
549 budgeting and other fiscal activities. The Treasurer and Assistant Treasurer serve for a term of
550 three (3) years. The Treasurer and Assistant Treasurer are eligible to serve a second such term if
551 duly elected. The initial Treasurer and Assistant Treasurer will be the ones serving at the last
552 Association Meeting of the unincorporated Church; thereafter they are nominated by the
553 Ministry Council.

554 *Article V. Ministries and Committees*

555 **Section A. Standing and Special Teams and Committees**

556 The Ministry Council may establish such other ministry teams or committees (Standing and
557 Special) as needed to assist in the performance of its responsibilities. These ministry teams or
558 committees shall function under the oversight of the Council but shall continue to pursue their
559 designated responsibilities as defined by the Church and those tasks specifically delegated to
560 them. A Special Committee may not exist beyond the duration of one year without
561 reauthorization by the Council.

562 **Section B. Organization and Responsibilities**

563 Unless identified in the Bylaws, the organization, authorities and responsibilities of each
564 Standing and Special team or committee shall be described more fully in the WBC Policy and
565 Procedures Manual.

566 **Section C. Committee Members and Chairpersons**

567 Unless otherwise provided in these Bylaws, candidates for ministry teams and committees may
568 be recommended to the Ministry Council for consideration and appointment by the Council.
569 Unless otherwise stated in these Bylaws, leaders or chairpersons shall be appointed by the Senior
570 Pastor, with the advice and consent of the Ministry Council.

571 *Article VI. Church Meetings*

572 **Section A. Worship Service**

573 The Church shall meet regularly each Sunday morning for preaching, instruction, evangelism,
574 and for the worship of Almighty God. These meetings will be open for the entire Membership of
575 WBC and for all people and shall be conducted under the direction of the Senior Pastor.

576 **Section B. Special Services**

577 Any special service deemed essential in the promotion of the mission of WBC (e.g., revival
578 service) shall be placed on the WBC calendar.

579 **Section C. Annual Business Meeting**

580 An annually scheduled business meeting shall be held in November and shall be scheduled by
581 the Ministry Council, with all other business meetings designated "special called". Public notice
582 of the time and place for the annual meeting shall be published in the Church bulletin and
583 announced at Sunday Worship Service at least fourteen (14) calendar days preceding the date of

584 the meeting. The business conducted in the Annual Business Meeting shall include but not be
585 limited to:

- 586 1. Election of members of the Ministry Council
- 587 2. Adoption of the WBC annual budget
- 588 3. Adoption of any proposed changes to the governance documents (i.e., Articles of
589 Incorporation, Constitution, and/or Bylaws)
- 590 4. Election of Moderator, Clerk, Assistant Clerk, Treasurer, and Assistant Treasurer
- 591 5. Election of the new Deacons

592 **Section D. Annual Budget Process**

593 The annual budget is published thirty (30) calendar days ahead of the Annual Business Meeting.
594 All amendments, except those taken from the floor, are required to be submitted fourteen (14)
595 calendar days in advance of the Business Meeting, and require two (2) signatures: the person
596 amending and the person seconding. All submitted amendments to the budget will be published.
597 This provision may be waived for a future business meeting by an affirmative vote of two-thirds
598 (2/3) majority of those voting Members of WBC present. Other WBC meetings shall not be
599 scheduled for that day, except in the case of an emergency, other than regularly scheduled
600 worship services.

601 **Section E. Special Called Business Meetings**

602 A special called business meeting may be called by at least two (2) of the following individuals:
603 Moderator, Senior Pastor, Ministry Council Chairperson, and Deacon Chairperson. A special
604 called business meeting addresses matters of significant nature or immediate need. A notice of
605 seven (7) calendar days detailing the subject, date, time, and location must be given for the
606 special called business meeting unless extreme urgency renders such notice impracticable.
607 Notice of a special called business meeting shall be the same methods for calling the annual
608 business meeting.

609 **Section F. Quorums**

610 Nine percent (9%) of the WBC Members present at the start of a duly called business meeting
611 shall constitute a quorum for the transaction of business. If quorum is not met, then another
612 meeting shall be called, with proper notice given. As the second meeting on the same subject(s),
613 quorum shall be satisfied by the number of WBC Members present at the start of the meeting.

614 **Section G. Parliamentary Rules**

615 Modern Rules of Order, Third Edition, is the authority for parliamentary rules of procedure for
616 all business meetings of WBC, Ministry Council, committees and teams, and the Deacons.

617 **Section H. Order of Business**

618 The following order is suggested for the Annual Business Meeting of WBC:

- 619 1. Call to Order and Devotion
- 620 2. Approval of the minutes of the previous meeting
- 621 3. Election of members of the Ministry Council.
- 622 4. Adoption of the WBC annual budget.

- 623 5. Adoption of any proposed changes to the governance documents (i.e., Articles of
624 Incorporation, Constitution, and/or Bylaws).
- 625 6. Election of Moderator, Clerk, Assistant Clerk, Treasurer, and Assistant Treasurer
- 626 7. Election of new Deacons
- 627 8. Clerk's report
- 628 9. Treasurer's report
- 629 10. Unfinished Business
- 630 11. New Business
- 631 12. Reports of the Ministry Council and Organizations
- 632 13. Reports from the Pastor(s)
- 633 14. For the Good of WBC
- 634 15. Adjournment

635 **Section I. Minutes**

636 Minutes of the Annual and Special Called business meetings of WBC shall be taken and kept in
637 the records of the Church under the custody of the Clerk.

638 *Article VII. Church Policy and Procedures Manual*

639 **Section A. Development of the Manual**

640 The development of a Church policy and procedures manual shall be overseen by the Council.
641 This manual shall include all Church policies, procedures, job descriptions, and organization
642 charts depicting lines of responsibility in the administration of the Church. The manual shall be
643 kept in the Church office and made available for use by any member of the Church. The Clerk
644 shall maintain the manual. The Board or its designee shall review the manual at least annually,
645 with the authority to recommend changes for the Board to consider and vote on.

646 **Section B. Compilation and Maintenance of the Manual**

647 The Council or its designee will be responsible for compiling and maintaining a policy and
648 procedures manual for the day-to-day administrative functions of the Church not covered in the
649 Constitution and Bylaws. Subjects covered may include, but are not limited to, the following:

- 650 1. Personnel policies and procedures not covering in the Bylaws
- 651 2. Church property policies and procedures
- 652 3. Church discipline procedures and policies
- 653 4. Christian conciliation and dispute resolution policies and procedures
- 654 5. Child protection policies and procedures
- 655 6. Other policies and procedures as needed

656 *Article VIII. Financial Matters*

657 **Section A. Budget and Audit**

658 The Ministry Council, or its designee, shall prepare and submit an annual budget to the Church
659 for approval at the Annual Business Meeting. The inclusive budget shall be presented indicating
660 the amount needed and sought for all local and other expenses with an annual strategic plan. The
661 Council, or its designee, shall conduct or arrange for an annual review or audit of a type and

662 nature they deem appropriate; however, every five (5) years, WBC shall conduct either a review
663 or audit by an outside auditor.

664 **Section B. Accounting Procedures**

665 All funds received for any and all purposes shall pass through the hands of the Treasurer, or their
666 designee, and be properly recorded on the books of the Church. A system of accounting for
667 handling of all funds shall be the responsibility of the Council, or its designee.

668 **Section C. Deposits**

669 The Ministry Council will select banks, trust companies, or other depositories in which all funds
670 of the Church not otherwise employed will, from time to time, be deposited to the credit of the
671 Church.

672 **Section D. Checks**

673 All checks or demands for money and notes of the Church shall be signed by such Officer(s) or
674 such other persons as the Ministry Council may from time to time designate. Any check over the
675 amount of five thousand dollars (\$5000.00) shall require two (2) authorized signatures from two
676 (2) disinterested Council members or Officers.

677 **Section E. Fiscal Year**

678 The Ministry Council, in consultation with the necessary committees, will have the power to fix,
679 and from time to time to change, the fiscal year of the Church. Accurate records will be kept by
680 all organizations of the Church and report made on the fiscal year basis. All funds handled by
681 any and all organizations will be reported to the Council.

682 **Section F. Contracts**

683 The President (Chairperson of the Ministry Council) and/or the Vice Chairperson of the Ministry
684 Council can sign contracts to bind the Church once approved by the Ministry Council or
685 according to its procedures. However, the Ministry Council may authorize any Officer or
686 agent(s) of the Church, in addition to Officers so authorized by these Bylaws, to enter into any
687 contract or execute and deliver any instrument in the name of or on behalf of the Church,
688 including real estate transactions once proper approval has been sought and obtained. Such
689 authority may be general or confined to specific instances. All contracts for major services or
690 expenditures should be reviewed by a competent attorney.

691 **Section G. Endowments**

692 The Ministry Council may establish on behalf of the Church any endowments for the general
693 purposes or for any special purposes of the Church.

694 **Section H. Designated Contributions**

695 The Church may accept any designated contributions, grant, bequest, or devise consistent with its
696 general tax exempted purposes, as set forth in the Articles of Incorporation. As so limited, donor
697 designated contributions will be accepted for special funds, purposes, or uses as approved by the
698 Ministry Council, and such designations generally will be honored. However, the Church
699 reserves all rights, title, and interest in and to and control of such contributions, as well as full
700 discretion as to the ultimate expenditure or distribution thereof in connection with any funds

701 (including designated contributions) to assure that such funds shall be used to carry out the
702 Church's tax exempt purposes.

703 **Section I. Benevolence Fund**

704 The Ministry Council shall establish procedures to receive and disburse by check all funds
705 allocated to them in the Benevolence Fund. It shall be the duty of the Council, or a designed
706 Benevolence Team, to determine needs of the congregants or others in the community as they
707 arise. The Council or its designee shall examine the need of the recipients of these designated
708 funds.

709 **Section J. Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations**

710 The Ministry Council may authorize in writing any officer(s) or agent(s) of the Church to enter
711 into any partnerships or joint ventures or create auxiliary corporations or limited liability
712 companies that the Council determines will advance the religious purposes and goals of the
713 Members as described herein and not violate the Church's tax exempt status.

714 **Section K. Purchase or sale of property and borrowing**

715 Neither officers nor agents of the Church may purchase or sell real or personal property on
716 behalf of the Church unless authorized by the Ministry Council and in cases of real property, the
717 Members according to these Bylaws. Any borrowing of money must be approved by the
718 Ministry Council and the Members according to these Bylaws.

719 **Section L. Financial Emergency**

720 In the event of a financial emergency, the Ministry Council is authorized to transfer into the
721 checking account from the money market (designated) account not more than \$30,000 for a
722 period of not more than three (3) months, provided such funds have been in the account for more
723 than three (3) years. The action of the Ministry Council regarding the transfer, and the
724 replacement thereof, shall be reported to the Members at the next annual or special called
725 business meeting following such transfer and/or replacement. A previous transfer shall be
726 replaced in full before another transfer occurs.

727 **Article IX. Indemnification**

728 Any person made or threatened to be made a party to any action or proceeding, whether civil or
729 criminal by reason of the fact that he or his testator is or was a Director, Deacon, Officer,
730 employee or agent of the Church, may be indemnified by the Church, and the Church may
731 advance his related expenses, to the full extent permitted by law. The Church may purchase and
732 maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the
733 indemnification specified above; and (b) its Directors, Deacons, and Officers.

734 **Article X. Amendments**

735 An amendment to any part or all of these Bylaws may be proposed by the Ministry Council or by
736 a petition signed by five percent (5%) of the Members of WBC. The proposed amendment(s)
737 must first be submitted in writing to the Clerk who will present it to the Ministry Council for
738 review. The Ministry Council will consider the best approach to accommodate the proposal and
739 prepare a recommendation for WBC Member review. The proposal and Ministry Council

740 recommendation shall then be placed on the agenda for WBC Member review at a future annual
741 or special called business meeting, subject to the following restrictions:

- 742 1. Notice of the motion to review the proposal and Ministry Council recommendation must
743 be published to WBC Members at least twenty-one (21) calendar days prior to the vote
744 on the proposal.
- 745 2. Copies of the proposal and Ministry Council recommendation shall be available to WBC
746 Members in the principal Church office within seven (7) calendar days after the Ministry
747 Council prepares its recommendation and shall continue to be available in that office
748 until the Members of WBC vote on the proposal.
- 749 3. The proposal and Ministry Council recommendation shall be provided in written form
750 within the Sunday worship bulletin or appropriate inserts for two (2) consecutive Sundays
751 prior to the business meeting at which the proposal will be voted upon.
- 752 4. To pass the proposed amendment(s) to these Bylaws, two-thirds (2/3) majority of those
753 voting Members of WBC present need to approve the amendment(s) at a duly called
754 meeting of the Membership.

755 -END-

756

DOCUMENT CHANGE LOG

No.	Revision	Date	Description of Change
1	2015-A	1/25/2015	Initial document release approved in WBC business session held 1/25/2015. Includes Amendment to Article IV (<i>Officers</i>) Section E (<i>Moderator</i>), Section F (<i>Clerk</i>), and Section G (<i>Treasurer</i>) approved in business session held 1/19/2015.

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