

BYLAWS

Warrenton Baptist Church

Revision 2015-B

11/8/2015

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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 the
60 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 spiritual
67 and temporal life of WBC. The Membership reserves the exclusive right to determine who shall
68 be members of WBC and the conditions of such membership. The Membership of Warrenton
69 Baptist Church shall consist of persons who have met the qualifications for membership and are
70 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 shall
78 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. In the absence of the Senior Pastor, the Associate Pastor will serve in his/her stead. All
89 candidates recommended for membership by the Senior Pastor and the Clerk will be voted on by
90 the Ministry Council at a Ministry Council meeting. A unanimous vote of those Ministry Council
91 members present shall be required to elect such candidate(s) to membership. The results of this
92 vote will be communicated to the candidates by the Clerk. Once voted in, new members will be
93 announced and welcomed at a near-term worship service by the Senior Pastor or Associate Pastor.
94 The Ministry Council shall determine and define, in the best interest of WBC and the candidate,
95 any special handling procedures required for those candidates not 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 voting
102 is prohibited). A majority vote by those Members of WBC present is required for approval of the
103 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. In
118 addition, these Bylaws require a ballot vote on certain matters relating to personnel action for the
119 Senior Pastor, Associate Pastor, and Music Director; and election of Deacons and Ministry Council
120 members to include the Corporate Directors. Any Member present at business meetings may call
121 for a written ballot. A simple majority vote by those voting Members of WBC present is required
122 for voting by ballot, except when these Bylaws prescribe ballot voting. The call for voting by ballot
123 is made after discussion is completed and prior to the Moderator asking assembled Members to
124 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 reconciliation
134 will be taken to assist any troubled Member. The Senior Pastor, other members of the Church
135 Staff, and the Deacons are available for counsel and guidance. Redemption rather than punishment

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

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

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

163 *Article III. Ministry Leaders*

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

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

178 meeting of WBC in accordance with the Bylaws. The authorized number of members shall
179 be such number as authorized from time to time by the Ministry Council, provided that
180 such number shall not be less than three (3) or more than ten (10). Except for the Senior
181 Pastor, all Ministry Council members shall be lay members of the Church, and spouses of
182 all may not serve simultaneously. The Ministry Council shall annually elect a Chairperson
183 and a Vice-Chairperson from among the lay members of the Ministry Council to facilitate
184 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 can be submitted 1) in writing on the appropriate form,
198 or 2) via email by the published date. All nominations must be accompanied by the
199 “nominee” agreeing to serve, confirmed by “nominee” 1) signature, or 2) email
200 correspondence. Nominations can be delivered to the Church Office, the
201 Moderator, or the Deacon Chairperson.
- 202 b. In consultation with the Senior Pastor, each nomination is reviewed and considered
203 by the group of outgoing Deacons as described below in Section D. The
204 nominations from the Senior Pastor do not require the approval and
205 recommendation from either the Outgoing Deacons or the Deacons, but the Senior
206 Pastor will consult with the Outgoing Deacons about his/her nominations to gain
207 feedback. All nominees (Senior Pastor and Member nominated) must meet the five
208 (5) criteria set forth above in Paragraph 3 – Qualifications.
- 209 c. After consulting with the Senior Pastor, as well as performing their own review,
210 the outgoing Deacons vote on the Member nominations, with each outgoing
211 Deacon allowed one (1) vote for each Member nominated position available.
212 Voting twice for the same candidate is not allowed. In the event of a tie, the
213 “Outgoing Deacons” will, at their discretion, devise a fair and impartial method of
214 breaking the tie. The Member nominated candidates receiving the highest number
215 of votes are then recommended to the entire Deacon Body for consideration.
- 216 d. The Deacon body votes on the nominees. A two-thirds (2/3) majority of those
217 voting Deacons present is required to send the nomination to the WBC Members
218 for a vote. The vote of the Deacons will be conducted in writing by secret ballot.
219 In the event a nominee does not receive the required votes, then the nominee having

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

345 16. Manner of Acting: Except as otherwise provided in these Bylaws, the acts of the majority
346 of the Directors present at a meeting at which a quorum is present shall be the act of the
347 Council.

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

365 **Section B. Senior Pastor**

- 366 1. The Senior Pastor's Role: The Senior Pastor is responsible for leading WBC to function as
367 a New Testament church. The Senior Pastor will lead the Members, the organizations and
368 supervise the Church Staff in the performance of their tasks. The Senior Pastor is the leader
369 of pastoral ministries in WBC and is a member of the Ministry Council. As such he works
370 with the Ministry Council, the Deacons and Church Staff to: (1) lead WBC in performing
371 its tasks, (2) lead WBC to engage in a fellowship of worship, witness, education, ministry,
372 and application, (3) proclaim the gospel to believers and unbelievers and (4) care for the
373 Members, their families, and other persons in the community.
- 374 2. Calling the Senior Pastor and Term: A Senior Pastor shall be chosen and called by WBC
375 whenever a vacancy occurs. His election shall take place at a meeting called for that
376 purpose, of which at least fourteen (14) calendar days of public notice has been given to
377 the election – without specifically identifying by name the person to be voted on to ensure
378 the privacy of the individual. A Senior Pastor Selection team shall be appointed by the
379 Ministry Council to seek out a suitable Senior Pastor, and make recommendations to the
380 Ministry Council including their top three (3) candidates in order of the preference of the
381 Senior Pastor Selection Team. They will arrange for, and coordinate additional meetings
382 between the candidates and the Ministry Council. After review of Candidates, the Ministry
383 Council will decide which candidate to bring before the WBC Members, one (1) name at
384 a time. Election shall be by ballot, an affirmative vote of three-fourths (3/4) majority of
385 those voting Members of WBC present being necessary for a choice. The Senior Pastor
386 thus elected, shall serve until the relationship is terminated by his request or WBC request.
387 The Senior Pastor shall give at least fourteen (14) calendar days of notice at the time of
388 voluntary resignation before terminating his responsibilities as Senior Pastor. WBC shall
389 give the Senior Pastor at least thirty (30) calendar days of total compensation as severance
390 when terminating the Senior Pastor/WBC relationship at the request of WBC.

- 391 3. Compensation: The Ministry Council shall specify the Senior Pastor's initial compensation
392 at the time of his calling. The Senior Pastor shall recuse himself from any discussions and
393 vote regarding his compensation. WBC shall provide, as possible, adequate salary, housing
394 allowance, health insurance, continued education, pension, conference funds, vacation
395 time, and other special funds as needed for his ministry. This Church may also defray the
396 costs of sending the Senior Pastor to out-of-town conferences, conventions or mission trips
397 attended for the Church, as approved by the Ministry Council.
- 398 4. Disciplining or Dismissing the Senior Pastor: The Senior Pastor may be dismissed only by
399 vote of WBC Members taken by written secret ballot at a duly called business meeting of
400 the Membership. If two (2) or more Members (with preference to unrelated individuals)
401 have a grievance against the Senior Pastor, those Members must bring their grievances to
402 the Deacons. If the conduct of the Senior Pastor is immoral or egregiously improper, the
403 Deacons, upon majority vote, shall recommend dismissal of the Senior Pastor to the
404 Ministry Council. Upon majority vote of the Ministry Council members present and voting
405 affirming the Deacon's recommendation, the Ministry Council shall bring the motion to
406 the WBC Members at a special called business meeting. To dismiss the Senior Pastor,
407 three-fourths (3/4) majority of those voting Members of WBC present need to approve of
408 the dismissal at a duly called business meeting of the Membership, with nine (9%) percent
409 of the WBC Membership present at the start of a duly called business meeting constituting
410 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 employ
413 such staff members as WBC shall need. The Senior Pastor has the authority to direct the
414 activities of any WBC Staff member, with the advice and consultation of the Ministry
415 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 present.
424 The Associate Pastor and Music Director may be dismissed by a vote of three-fourths (3/4)
425 majority of those voting Members of WBC present taken by written secret ballot at a duly
426 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 by
429 the action of the Ministry Council, in consultation with the Senior Pastor. In the event of a
430 dismissal, at least fourteen (14) calendar days of notice shall be given to the staff member.
431 Any staff member may at any time submit a written intent to resign to the Senior Pastor,
432 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 with
436 the Senior Pastor and staff in performing pastoral ministries tasks: proclaim the gospel to
437 believers and unbelievers; care for WBC members and other persons in the community;
438 lead WBC to engage in a fellowship of worship, witness, education, ministry, and
439 application; lead the Church in performing its tasks, and serve the Lord's Supper. Deacons
440 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 Council
443 and make recommendations about Ministry Council nominees back to the Deacon body.
444 The Deacons will vote on the Ministry Council nominees recommended by the outgoing
445 Deacon body and rank the nominees in order of the number of votes each nominee received.
446 The number of Ministry Council nominees recommended by the Deacons to the Members
447 will match the number of Ministry Council openings. Should a recommended Ministry
448 Council nominee not be approved by the Members, the Deacons, at their discretion, may
449 submit for Member consideration, the Ministry Council nominee with the next highest
450 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 least
456 one (1) year. There is no obligation to constitute as an active Deacon any person who comes
457 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 every
460 fifteen (15) resident WBC Member household.
- 461 b. Process for Electing Deacons: The Deacons shall self-nominate Deacon Candidates
462 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 to
465 be nominated; and to share Biblical qualifications, doctrine, WBC policies, and
466 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 the
469 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 additional
473 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 nominees.
- 480 This notification shall be carried out in accordance with these Bylaws.
- 481 c) Schedule the election of these Deacons at the next annual or special called
- 482 business meeting as requested by the Senior Pastor-Deacon Committee.
- 483 c. Voting: Voting shall be by secret ballot at the annual or special called business
- 484 meeting of WBC. The ballots will be counted by the Deacon Nominating
- 485 Committee.

486 **5. Organization:**

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

493 ***Article IV. Officers***

494 **Section A. General**

495 The Officers of WBC shall be the President, Corporate Secretary, Corporate Treasurer, the

496 Chairperson of the Council, Vice Chairperson of the Council, Moderator, Clerk, Assistant Clerk,

497 Treasurer, Assistant Treasurer and such other officers as the Council may from time to time

498 determine necessary. A person may hold one of these offices as a second office exempt for that

499 of President and Secretary or as otherwise provided in these Bylaws.

500 **Section B. President**

501 The Ministry Council Chairperson shall simultaneously occupy the office of President and shall

502 be the chief executive officer with all the rights and powers attributed thereto and which the

503 Council sets unless he delegates some of the duties to other Council members, Deacons, or staff.

504 Should the Chairperson vacate the position for any reason, the Vice Chairperson assumes the role

505 of Chairperson.

506 **Section C. Corporate Secretary**

507 The Board of Directors shall appoint a Corporate Secretary to act as Secretary to the Board. It shall

508 be the duty of the Secretary to keep in a suitable book a record of all meetings and actions of the

509 Board.

510 Section D. Corporate Treasurer

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

514 Section E. Moderator

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

523 Section F. Clerk and Assistant Clerk

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

538 Section G. Treasurer and Assistant Treasurer

539 With the Ministry Council nominating, WBC Members shall elect annually a WBC Treasurer and
540 an Assistant Treasurer. The Assistant Treasurer shall act as Treasurer if the Treasurer is not
541 available. It shall be the duty of the Treasurer to receive, preserve and pay out, upon receipt of
542 vouchers approved and signed by authorized personnel, all money or things of value paid or given
543 to WBC, keeping at all times an itemized account of all receipts and disbursements for the
544 preceding month. All accounts shall be available in the WBC business office. The Treasurer's
545 report shall be audited annually by an auditing committee or public accountant. The Treasurer and
546 Assistant Treasurer shall be bonded. The Treasurer will consult with the Ministry Council on
547 budgeting and other fiscal activities. The Treasurer and Assistant Treasurer serve for a term of
548 three (3) years. The Treasurer and Assistant Treasurer are eligible to serve a second such term if
549 duly elected. The initial Treasurer and Assistant Treasurer will be the ones serving at the last
550 Association Meeting of the unincorporated Church; thereafter they are nominated by the Ministry
551 Council.

552 Article V. Ministries and Committees**553 Section A. Standing and Special Teams and Committees**

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

560 Section B. Organization and Responsibilities

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

564 Section C. Committee Members and Chairpersons

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

569 Article VI. Church Meetings**570 Section A. Worship Service**

571 The Church shall meet regularly each Sunday morning, and at any other time determined by the
572 Ministry Council, for preaching, instruction, evangelism, and for the worship of Almighty God.
573 These meetings will be open for the entire Membership of WBC and for all people and shall be
574 conducted under the direction of the Senior Pastor.

575 Section B. Special Services

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

578 Section C. Annual Business Meeting

579 An annually scheduled business meeting shall be held in November and shall be scheduled by the
580 Ministry Council, with all other business meetings designated "special called". Public notice of
581 the time and place for the annual meeting shall be published in the Church bulletin and announced
582 at Sunday Worship Service at least fourteen (14) calendar days preceding the date of the meeting.
583 The business conducted in the Annual Business Meeting shall include but not be limited to:

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

590 Section D. Annual Budget Process

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

599 Section E. Special Called Business Meetings

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

606 Section F. Quorums

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

611 Section G. Parliamentary Rules

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

614 Section H. Order of Business

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

- 616 1. Call to Order and Devotion
- 617 2. Approval of the minutes of the previous meeting
- 618 3. Election of members of the Ministry Council.
- 619 4. Adoption of the WBC annual budget.
- 620 5. Adoption of any proposed changes to the governance documents (i.e., Articles of
621 Incorporation, Constitution, and/or Bylaws).
- 622 6. Election of Moderator, Clerk, Assistant Clerk, Treasurer, and Assistant Treasurer
- 623 7. Election of new Deacons
- 624 8. Clerk's report
- 625 9. Treasurer's report
- 626 10. Unfinished Business
- 627 11. New Business
- 628 12. Reports of the Ministry Council and Organizations
- 629 13. Reports from the Pastor(s)
- 630 14. For the Good of WBC

631 15. Adjournment

632 **Section I. Minutes**

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

635 *Article VII. Church Policy and Procedures Manual*636 **Section A. Development of the Manual**

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

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

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

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

653 *Article VIII. Financial Matters*654 **Section A. Budget and Audit**

655 The Ministry Council, or its designee, shall prepare and submit an annual budget to the Church for
656 approval at the Annual Business Meeting. The inclusive budget shall be presented indicating the
657 amount needed and sought for all local and other expenses with an annual strategic plan. The
658 Council, or its designee, shall conduct or arrange for an annual review or audit of a type and nature
659 they deem appropriate; however, every five (5) years, WBC shall conduct either a review or audit
660 by an outside auditor.

661 **Section B. Accounting Procedures**

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

665 **Section C. Deposits**

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

669 Section D. Checks

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

674 Section E. Fiscal Year

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

679 Section F. Contracts

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

688 Section G. Endowments

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

691 Section H. Designated Contributions

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

700 Section I. Benevolence Fund

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

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

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

711 Section K. Purchase or sale of property and borrowing

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

716 Section L. Financial Emergency

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

724 Article IX. Indemnification

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

731 Article X. Amendments

732 An amendment to any part or all of these Bylaws may be proposed by the Ministry Council or by
733 a petition signed by five percent (5%) of the Members of WBC. The proposed amendment(s) must
734 first be submitted in writing to the Clerk who will present it to the Ministry Council for review.
735 The Ministry Council will consider the best approach to accommodate the proposal and prepare a
736 recommendation for WBC Member review. The proposal and Ministry Council recommendation
737 shall then be placed on the agenda for WBC Member review at a future annual or special called
738 business meeting, subject to the following restrictions:

- 739 1. Notice of the motion to review the proposal and Ministry Council recommendation must
740 be published to WBC Members at least twenty-one (21) calendar days prior to the vote
741 on the proposal.

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

752 -END-

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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.
2	2015-B	11/8/2015	<p>Update with the following nine (9) changes approved at the WBC Annual Business Meeting held 11/8/2015:</p> <ol style="list-style-type: none"> 1. <u>Clarification</u>: Title of Corporate Secretary and Corporate Treasurer. [Article III, Section A. Ministry Council, Paragraph #2, Sentence #1. (Line #175)] 2. <u>Clarification</u>: Process Members use to nominate MC Members. [Article III, Section A. Ministry Council, Paragraph #4, Subparagraph a. (Line #195)] 3. <u>Clarification</u>: Process Senior Pastor uses to consult on his MC nomination with the Deacons and Outgoing Deacons. [Article III, Section A. Ministry Council, Paragraph #4, Subparagraph b. (Line #200)] 4. <u>Clarification</u>: Process Outgoing Deacons use to select MC Candidates for recommendation to the Deacon Body. [Article III, Section A. Ministry Council, Paragraph #4, Subparagraph c. (Line #206)] 5. <u>Clarification</u>: Reference to the Council as Ministry Council. [Article III, Section A. Ministry Council, Paragraph #7. (Line #272)] 6. <u>Clarification</u>: Reference to the Council as Ministry Council. [Article III, Section A. Ministry Council, Paragraph #8. (Line #275)] 7. <u>Material Change</u>: Associate Pastor serving in place of the Senior Pastor. [Article II, Section C. Candidacy, Subparagraph #2. (Line #87)] 8. <u>Material Change</u>: Associate Pastor serving in place of the Senior Pastor. [Article II, Section G. Discipline and Restoration, Subparagraph #2. (Line #138)] 9. <u>Material Change</u>: Flexibility on day and time of Worship Services. [Article VI, Section A. Worship Service. (Line #567)]

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