

**BYLAWS**  
of  
**Waterbrook Bible Fellowship**  
A State Nonprofit Religious Corporation

**Preamble to the Bylaws**

Waterbrook Bible Fellowship endeavors to be a Church of the Lord Jesus Christ as described, established, and mandated by the New Testament. The purpose of these Bylaws is to help us accomplish the task of this Church in a "decent and orderly" manner through the use of effective and efficient means of good stewardship of the body's time, gifts and resources. Our ultimate desire is to bring glory to God through the Church.

These Bylaws are to provide general guidance on organization, governance and operation, based upon biblical principles and practices. However, the ultimate authority for Waterbrook Bible Fellowship's organization, governance and operation is the Bible. When a conflict or ambiguity exists with regard to these Bylaws, deference is to be given to the biblical reference to resolve the conflict or ambiguity.

**Article I**  
**Name and Principal Office**

The name of the Corporation is Waterbrook Bible Fellowship. This Corporation will be further referred to in the Bylaws as the "Church". The Church maintains its principal office at 507 Thomas Street, Wylie, TX 75098.

**Article II**  
**Membership**

**Section 1: General**

The New Testament presents a picture of definable groups of people who, once committed to the Lord, identified themselves with and committed themselves to a particular local body. (Rom. 16:1; 1 Cor. 1:2; 2 Cor. 8:1; Phil. 1:1; Acts 11:26)

In order to implement the principles of accountability and commitment to the local body of Christ, as defined in the New Testament and practiced in the early churches, Waterbrook Bible Fellowship recognizes the need for formal membership. Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

**Section 2: Candidacy and Membership**

Any person who has personally received Christ as their Savior and Lord, who has received baptism subsequent to their exercise of saving faith in Christ as a testimony of their salvation, and who desires to be committed to Waterbrook Bible Fellowship as a local body of believers may

become a member. Waterbrook Bible Fellowship practices baptism by immersion as the Church believes this method most closely symbolizes the death, burial, and resurrection of Jesus Christ.

Membership is accomplished with the following procedure

1. Approach an elder, staff member, or other ministry leader and share your desire to join Waterbrook Bible Fellowship or notify the church office.
2. Attendance at New Membership Classes (Discovery 1 and 2). Periodically, membership classes shall be offered to provide, which may include and are not limited to, the following:

Introduction of elders and ministerial staff  
History of Waterbrook Bible Fellowship  
Waterbrook Bible Fellowship's Articles of Incorporation  
Review of Core Values, Mission, and Distinctives  
Overview of ministries and insights from selected ministry leaders  
Spiritual gift studies  
General Operating Budget  
Leadership and membership responsibilities

3. Personal Interview

Following attendance at New Membership Classes, individuals desiring membership may be required to meet with an elder or appointed ministry leader to verbalize their personal testimony, and to determine the integrity of their faith and their desire to be committed to Waterbrook Bible Fellowship as a local body of believers.

4. Signed Statement of Acknowledgement and Commitment

A signed Member Statement of Acknowledgement and Commitment shall be used as an instrument to affirm one's desire for membership, to agree with the Church's covenant, and to serve as formal record of one's membership.

To be admitted into church membership, applicants shall be recommended for acceptance by a resolution of the Council of Elders. All such candidates shall be presented to the Church and membership by adding their name to the membership roll of Waterbrook Bible Fellowship.

### **Section 3: Designations of Membership**

In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be updated periodically.

1. Active/Resident Members: All members who reside within the Church's ministry area or are currently active in the Church.
2. Non-Active/Non-resident Members: Members who are not currently active in the Church or who have become inactive as a result of moving out of the Church's ministry area and have not joined another church or are unable to be located.

### **Section 4: Membership Covenant**

The Membership Covenant which generally outlines the responsibilities of membership at Waterbrook Bible Fellowship shall be agreed to and signed by the applicant.

To be adapted from current membership covenant.

### **Section 5: Membership Renewal**

At the annual membership meeting all active members will have the opportunity to reaffirm their continued desire for membership at Waterbrook Bible Fellowship by signing the Church membership covenant. Reasonable attempts will be made to communicate to those members unable to attend the annual meeting so that they may reaffirm their membership covenant.

### **Section 6: Rights of Membership In Governments Matters**

Every Active/Resident Member shall have the right to affirm or not affirm by written assent on the following matters: Every Member 18 years and older is entitled to one form of assent/non-assent. Responding by proxy is prohibited.

- Adoption of the annual General Operating Budget of the Church
- Appointment of elders
- Acquisition of real property
- Disposition of all or substantially all of the assets of the Church
- Merger or dissolution of the Church
- Obtaining of any indebtedness for amounts greater than \$10,000.
- Amendments to the Articles of Incorporation and Bylaws of the Church
- Other matters in which the Council of Elders feels led to seek the member's advice and counsel

### **Section 7: Termination of Membership**

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church
3. By personal written request of the member
4. Dismissal by the elders in accordance with Section 8 of this Article.
5. By a vote for removal by the elder council based on sustained periods of non attendance

### **Section 8: Discipline of Members**

**Purpose -** The purpose of Church discipline is to glorify God by maintaining (1) purity in the Church (1 Cor. 5:6), (2) protecting believers by deterring sin (1 Tim. 5:20) and (3) promoting the spiritual welfare of the offending believer by calling him or her to return to biblical standards of doctrine and conduct (Gal. 6:1). Furthermore, upon joining this Church, all members are in agreement with Article VII (Binding Arbitration) of these Bylaws.

**Process** - Members and all other professing Christians who regularly attend or fellowship at Waterbrook Bible Fellowship who err in biblical doctrine or conduct shall be subject to discipline according to Matthew 18:15-18. (Such person hereafter will be referred to as an “Erring Person”.) Before such discipline reaches its final conclusion:

1. It shall be the duty of any Church member who has knowledge of the Erring Person’s unbiblical beliefs or misconduct to warn and to correct such Erring Person in private, seeking his or her repentance and restoration. If the Erring Person does not heed this warning; then,
2. The warning member shall again go to the Erring Person accompanied by one or two witnesses to warn and correct such Erring Person, seeking his or her repentance and restoration. If the Erring Person still refuses to heed this warning; then,
3. It shall be brought to the attention of the Council of Elders. (It is understood that this process will continue to conclusion, whether the Erring Person leaves Waterbrook Bible Fellowship or otherwise seeks to withdraw from membership to avoid the discipline process.) The elders will appropriately investigate any allegation brought by one Church member against another. If these allegations are warranted, two or more of the elders will contact the Erring Person and seek his or her repentance and restoration. If the Erring Person refuses to be restored, the matter will be presented to the entire Council of Elders, who will act to protect the Church by removing the Erring Person’s membership and notifying the Church in accordance with Matthew 18. However, even at this point, Waterbrook Bible Fellowship will continue to pray for the restoration of the Erring Person.
4. All claims or disputes, which cannot be resolved in accordance with Matthew 18 principles, shall be settled by biblically based and legally binding arbitration as set forth in Article VII of these Bylaws.

**Reinstatement** - If such dismissed member heeds the warning, demonstrates repentance, and requests reinstatement, he or she shall be restored to membership through the affirmation of the Council of Elders and notification of Waterbrook Bible Fellowship membership.

## **Article III** **Membership Meetings**

### **Section 1: Place**

Meetings of the members shall be held at a building on the Church property or at such other place or places within or outside the incorporated State as may be designated from time to time by the Council of Elders.

### **Section 2: General Meetings**

A general meeting of the members shall be held each year at such time as determined by the elders. This general meeting shall be the annual membership meeting. The primary purpose of this meeting shall be to present an annual General Operating Budget and to affirm the appointment of any new elders if needed. Subject to Section 4 of this Article, any other proper business may be conducted at this meeting. A quorum of the church membership must be in attendance before a meeting can be established. A quorum of membership must be no less than fifty percent of the Active/Resident Members of the ages of legal majority.

### **Section 3: Special Meetings**

Special meetings may be called at any time by the elders for any purpose by giving notice to the members in accordance with Section 4 of this Article.

### **Section 4: Notice Requirements for Membership Meetings**

#### **General Requirements**

Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a membership meeting:

1. Distribution of written material to the congregation in attendance at a regular weekend worship service
2. Announcement of the meeting in the Church newsletter
3. Oral announcement to the congregation at the weekly worship service
4. Delivery by United States mail to each member identified household on the resident membership roll.
5. Electronic notification via email

### **Section 5: Rules of Order**

Except where these Bylaws state otherwise, *Robert's Rules of Order* shall be the accepted pattern for the transaction of all Church business. The elders shall retain the right to appoint a parliamentarian to help in all Church meetings.

The Moderator for all Church meetings shall be the Chairman of the Council of Elders. In the absence of the Chairman of Elders the Vice-Chairman of Elders will serve as the Moderator.

The Corporate Secretary will be responsible for recording the minutes of the meeting. The minutes shall include who presided over the meeting; summary of actions taken at the meeting but in sufficient detail to clearly describe what was discussed and agreed upon to avoid any subsequent disputes.

Church meetings are open to any Church member desiring to attend.

## **Article IV** **Council of Elders**

### **Section 1: Plurality of Leadership Statement**

"Paul and Barnabas appointed elders for them in each church and, with prayer and fasting, committed them to the Lord, in whom they had put their trust."

(Acts 14:23)

"Keep watch over yourselves and all the flock of which the Holy Spirit has made you overseers. Be shepherds of the church of God, which He bought with His own blood."

(Acts 20:28)

"The reason I left you in Crete was that you might straighten out what was left unfinished and appoint

elders in every town, as I directed you."  
(Titus 1:5)

The New Testament clearly teaches that the Church is to be led by a plurality of godly men. Their assignment falls into four categories: First, these men are given both the responsibility and authority to skillfully and lovingly **lead** the flock. Next, they are to **feed** the flock, offering accurate and insightful teaching of the Scripture. Third, they are to **care** for the flock. This care is shown in the love, concern, prayers, ministry, and adept management of Church resources. Finally, they are to **protect** the flock from harmful influences and beliefs.

These leaders are known by three titles, each of which reveals a separate aspect of their function. All three titles are used in 1 Peter 5:1-2;

“To the **elders** among you, I appeal as a fellow **elder**, a witness of Christ's sufferings and one who also will share in the glory to be revealed: Be **shepherds** of God's flock that is under your care, serving as **overseers** - not because you must, but because you are willing, as God wants you to be; not greedy for money, but eager to serve;”

They are first called “**elders**”. An elder (Greek “presbuteros”) is a godly leader whose wisdom and maturity are respected by God’s people. Next, these are men who give oversight. That is, they are “**overseers**” (Greek “episkapos”). An overseer is a person who is a good manager of resources and guardian of people. Finally, these leaders are called “**shepherds**”, which is also translated as “ministers” (Greek poimain”). This word refers to the role of caring for and leading the flock.

It is important to note that within the New Testament model of church organization, authority for leadership is not granted to just one individual minister, nor is it given as democratic rule by the congregation. Instead, the Scripture states that authority for leadership is conducted by a plurality of leaders who are appointed by the Church and accountable to God. The Scripture further teaches that when the Church supports the elders, both the Church body and individual Christians will flourish. (Heb. 13:17; 1 Thess. 5:12-13; 1 Pet. 5:1-5; Acts 20:28) These elders do not form a separated “clergy class” of Christians. Instead, the elders, some of whom fill Church vocational roles or other non-vocational roles, are brothers with the people, always seeking God’s best for the members of the Church. (Acts 14:23; Titus 1:5; 2 Cor. 8:19)

## **Section 2: General Scope**

Waterbrook Bible Fellowship seeks to be a New Testament Church committed to the teachings of the Bible. No other authority or tradition is to guide the means, faith, or structure of the Lord Jesus Christ’s Church. The ministerial and administrative structure for a New Testament Church is to utilize a plurality form of leadership. Waterbrook Bible Fellowship will follow this scriptural example.

To achieve this New Testament model, Waterbrook Bible Fellowship requires qualified men to serve on a Council of Elders. These men must meet specific moral and spiritual qualifications before they can serve. Selection will be based on biblical directives such as: character (1 Tim. 3:1-10), giftedness (1 Cor. 12:12-31), function (Romans 12:3-8) and results (Eph. 4:11-16). They must be publicly installed into office (1 Tim. 5:22; Acts 14:23). They must be motivated and empowered by the Holy Spirit to do their works of ministry (Acts 20:28). After review, examination, and appointment, as described in this Section, men affirmed by Waterbrook Bible Fellowship to serve as elders shall constitute the “Council of Elders”. To effectively perform their duties, the Council of Elders needs the prayers, support (1 Tim. 5:17-18) and assent of members of Waterbrook Bible Fellowship (Heb. 13:17). Waterbrook Bible Fel-

lowship is called upon to honor their Council of Elders and to protect them against false accusations (1 Tim. 5:19). Finally, if an elder falls into sin, and continues in sin, he must be publicly rebuked (1 Tim. 5:20).

The government of this Church, under the leadership of the Holy Spirit, shall be vested in the Council of Elders. The elders shall be appointed and affirmed by the members as provided in the Articles of these Bylaws, and the elders shall appoint corporate officers and directors.

The membership of the Council of Elders, the elders' duties, their terms of office, and other qualifications shall be as follows:

### **Section 3: Qualifications and Discipline**

"An overseer then must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, and free from the love of money. He must be one who manages his own household well, keeping children under control with all dignity...and not a new convert, he must have a good reputation with those outside the Church, so he may not fall into reproach and the snare of the devil." 1 Tim. 3:2-7

"If a man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion...above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word...that he may be able both to exhort in sound doctrine and refute those who contradict." Titus 1:6-9

It is the Elder Council's responsibility to discipline or remove any Council member who no longer fulfills the qualification of an elder, who fails to fulfill his responsibilities, or who violates the intent of these Bylaws. Discipline or removal shall be by a vote of all elders (except the elder being disciplined or removed).

Teaching Pastor/Pastors may be considered to be elders. The Council will select one or more ministerial staff as non-voting members to represent the interests of the ministerial and support staff of the Church. These men will be rotated on an annual basis to allow fresh perspective and fairness to the ministerial staff. However, not every staff person will be selected to serve in this capacity. The Council of Elders will prayerfully strive to achieve unanimity with the Ministerial staff but ultimately will direct the church in the way they feel the Holy Spirit is directing them. All other ministerial staff personnel cannot be voting members of the Council, even though they meet the qualifications of an elder.

### **Section 4: Duties**

It is the elders' duty to exercise personal holiness. Elders shall oversee, lead, shepherd, and care for the spiritual condition of the Church, as set forth in Scripture (1 Timothy 5:17; Titus 1:9; 1 Peter 5:1-2). The Council of Elders can delegate selected ministry oversight to an appointed Care Team.

Specific List of Responsibilities:

1. Shepherd the Flock. Serving in all humility, elders are to guide, direct, guard and protect the members of the body, seeking to meet their needs and assist in any way possible, warning against harmful influences and guarding against false teachers. (Acts 20:35)

2. **Lead Through Example.** Elders are to provide a Scriptural role model and are to set a pattern before the flock of a rightly ordered life - with a single purpose, to glorify God. (1 Timothy 3:4-5; 5:17)
3. **Teach and Exhort.** Elders are to see that the flock is fed through insightful and accurate Biblical instruction and admonition. Teaching will be centered on equipping the members of the body to perform works of ministry. (1 Timothy 3:2; Titus 1:9-16; John 21:17)
4. **Refute Those Who Contradict Truth.** Elders are to confront those who are teaching what they should not teach or who are continuing in a pattern of behavior contradictory to Biblical truth. Thus, elders are to keep closing potential entrances for Satan, so that the truth of Christ will remain credible to both the congregation and the community. (Acts 20:17, 28-31; 1 Thess. 5:12)
5. **Manage the Church of God.** Elders are to oversee the life of the Church, with the assistance of other godly leaders. They must be people who can "rule well". Deacon/deaconess qualified men/women are to be selected to assist the elders in the management and ministry of the Church. (1 Timothy 5:17)
6. **Pray for the Sick.** Elders are to pray for the spiritual and physical well being of members of the congregation. (James 5:14-15)

The Elders, like Church members, shall have no individual authority; but must act together as a Council to represent the best interest of the Church. All Council actions are authorized by the elders passing a "resolution." The Council of Elders has complete authority to govern the secular areas of the Church, except matters reserved to affirmation of the Church membership. The elders may also establish various advisory committees to assist them in both administrative and ministry matters.

The Council of Elders has the authority—by a majority vote of its members present and voting at a meeting in which a quorum is present—to hire, select, dismiss, and have salaries set for all ministerial staff positions. Other support staff positions shall be hired, selected, dismissed, and have their salaries set by recommendation from appropriate ministerial staff. The elders will review those decisions but will generally delegate those recommendations to the above groups. The Council of Elders shall have any other duties and responsibilities that are described in these Bylaws.

### **Section 5: Election and Terms of Service**

While the Bible does not give instruction as to the number of elders a Church should have, it is recognized that there must be a plurality. Therefore, both the number of elders annually elected and the number of elders serving on the Council of Elders at any one time shall be limited to between seven and 11. The Holy Spirit shall call specific men to serve as elders and we will consider these men adequate to serve as our Council of Elders.

Each elder, upon appointment, shall be asked for a three-year commitment, subject to review, recommitment and reaffirmation by the Church members each year. During the period of annual review, both the individual and the other elders shall evaluate his continued service as an elder, again considering the biblical qualifications as well as any personal factors that might affect his service. An individual's service as an elder may be discontinued by his own decision, or by the unanimous decision of the other elders. Each Elder can renew their three-year commitment for an additional three-year term but an Elder may not serve more than two consecutive terms or six years. After severing, the retiring Elder must take at least a one-year sabbatical from the council.

Pastoral Staff meeting the qualifications of Elder may serve based on the same criteria and guidelines described above. At any one time no more than three pastors may serve on the board. The number of pastors may never exceed more than one third the total number of elders.

Those elders renewing their commitment would again be presented to the Church members for affirmation and dedication. A person leaving the Council of Elders would not preclude his service as a future elder, subject to the regular elder selection process.

Men who aspire to be elders, due to the calling of God, should express that desire to an elder or member of the nominating committee of Waterbrook Bible Fellowship. The process for selecting new elders is outlined in Section 9 of this Article.

### **Section 6: Vacancy**

If any vacancy occurs on the Council of Elders, the vacancy may be filled by a vote of the members of the Elder Council. The man selected to fill the vacancy shall serve until the end of the term of the person he has replaced.

### **Section 7: Oversight and Election of Corporate Officers**

Active elders will serve as the directors of the Corporation. Annually, the Elders will elect the corporate officers of the Church. These officers are the Chairperson, Vice-Chairperson, Treasurer, and Secretary. These individuals shall act as the administrative officers of the Corporation. The officers shall all be under the control and direction of the Council of Elders. As administrative officers of the Corporation, they shall have the same duties and responsibilities as the same officials in a corporation formed for profit. They may also have other duties as directed or delegated by the Council of Elders or by these Bylaws.

These administrative officers shall function as the trustees of Waterbrook Bible Fellowship. They manage Waterbrook Bible Fellowship property, both real and personal, as fiduciaries. They shall represent Waterbrook Bible Fellowship in all of its legal matters. They will directly report to the Council of Elders and provide periodical reports to the Council. The elder serving in capacity as Treasurer will serve on the Stewardship Team.

Each elder maintains the right to nominate a fellow Council member as an officer. All corporate officer nominees must meet deacon/deaconess qualifications.

At no time shall a Pastor or any other employee serve as a corporate officer of the Church.

If, for any reason, an elected officer cannot fulfill the duties of the office for the entire year, the elders will appoint a person to fill the vacancy.

### **Section 8: Meetings and Quorum**

It is the desire of the Council of Elders to lead the body with unanimity. The Council of Elders will hold (at minimum) monthly meetings at a time and place decided by the Council. In general, ministerial staff are to be welcomed at Council meetings. From time to time certain exceptions may apply. The Annual Meeting of the Council will correspond with the Church Annual meeting. A quorum for Elder Council meetings shall consist of two-thirds (2/3) of the voting members. For approval of any matters before the

Council, a majority vote of those members of the Council who are present, at which a quorum is present, shall be necessary unless specified elsewhere in these Bylaws.

### **Section 9: Nomination of Elders**

Scripture gives evidence of the first elders being appointed by the founders of the Church. By this example it is implied that the existing spiritual leadership of a church must be intimately involved in the process of selecting elders, so as to ensure that the selection process is based on spiritual rather than superficial qualifications.

In September of each year, the elders currently serving shall determine the number of positions, if any, to be filled that year on the Council of Elders. If the elders determine that additional elders are needed, they shall initiate the following process for elder selection:

1. The existing elders shall appoint an Elder Nominating Committee consisting of five members. The members at-large must not currently aspire to be an elder. Two of the members will be currently serving elders. Members of this committee must be spiritually mature members of Waterbrook and worthy of this responsibility. For the purpose of order, one member of the Elder Nominating Committee shall be chosen by the committee as chairperson of the committee.
2. The congregation shall be provided with teaching regarding the Biblical qualifications for elders and their Scriptural role.
3. With the biblical qualifications in mind, members of the congregation will be given 30 days to submit prayerfully the names of male members for consideration as elders.
4. The Elder Nominating Committee shall review the names of the nominees, and shall conduct interviews with qualified nominees. Consideration will be given as to the present Council of Elder's spiritual gift mix and talents. It is the desire of the elders to lead the Church with men who have diverse training, skills, spiritual gifts and talents. The committee will use the Elder Nomination Forms in the process of gathering information.
5. After prayerfully considering each qualified nominee, the Elder Nominating Committee shall make final recommendations to the elders. Those interviewed nominees who have not been recommended to the elders shall be informed the results of the process by the committee.
6. The elders shall review the nominees and make a final selection. The elders will tell the nominees not chosen at this point, the reason(s) why they were not selected.
7. The names of the prospective elders shall be brought before the members of the Church, who will be given 21 days to show cause why any of the prospective elders would not be qualified to serve. Any concerns regarding any of the nominees but be presented in writing to a member of the Council of Elders.
8. At the Annual Meeting, the names of the prospective elders will be added to the list of the existing elders and be presented to the Church for affirmation.

The whole process of selection shall begin by September of each year, and take three to four months. In the event of vacancy or special need, the elders may refer to previous nominees to make a selection or may re-initiate the whole selection process, as they deem necessary.

It is recognized that almost all Waterbrook Bible Fellowship ministers will meet elder qualifications, but

only male staff who meet the qualifications and have attended the Church for one year are eligible for nomination, with the exception of Teaching Pastor(s) who may be nominated and appointed prior to one year of service. Staff shall be nominated by the body just as other qualified candidates. No other ministerial or support staff person can serve as a member of the Council of Elders. However, their presence can be requested for elder meetings. Waterbrook will strive to have a consistent staff voice at the Council by the appointment of non-voting representatives. Furthermore, not more than one member of an immediate family of the Church shall serve on the Council of Elders at any given time. Elders may not have any immediate family members on the full time paid staff of the church.

As stated in Section 5 of this Article, each elder, upon appointment, shall be asked for a three-year commitment, subject to review, recommitment and reaffirmation by the Church members each year. This annual appointment will be made part of the annual membership meeting, which is held in January of each year.

### **Section 10: Management Prior to Installment of Initial Elder Board**

Prior to the installment of the initial elder board in accordance with this Article, the management of the Church will be carried out by the board of directors with the assistance and cooperation of certain key individuals serving on the Leadership Team, which consists of all teaching pastors and paid staff members. The duties of the elders will be carried out by the directors and the Leadership Team until such time as the initial elder board is in place. With regard to the appointment of the initial elder board, the responsibilities of the Nominating Committee set forth in this Article, will be performed by the Leadership Team, and the duties of elders set forth in this Article will be performed by the board of directors. Upon the installment of the initial elder board, the elders will become the directors of the Church and will replace the current board of directors.

## **Article V** **Church Leadership**

### **Section 1: Overview of Church Leadership**

The Council of Elders has final authority over all matters of Waterbrook Bible Fellowship. The Council of Elders has responsibility over all paid staff of the Church. Other teams and individuals will be recruited by the elders for assistance in meeting needs and operating the various ministries of Waterbrook Bible Fellowship.

Committees and Ministry Teams will be established to perform works of administration or ministry as outlined in their specific Position Descriptions.

### **Section 2: Teaching Pastors**

**Duties of the Teaching Pastor-** Waterbrook Bible Fellowship will operate with two or three Teaching Pastors as well as a Lead Pastor. A Lead Pastor will function as a Teaching Pastor with the additional responsibility to provide leadership and direction to the entire staff as well as communicate direction and vision to the church body.

Compensation paid to the Teaching Pastor by Waterbrook Bible Fellowship is for services rendered as a Teaching Pastor of the Church and is not to be considered for possible services rendered as an elder of the Council. The Teaching Pastor's service on the Council of Elders is considered entirely voluntary

and non-compensatory.

In addition to his ministering role as an elder, the Teaching Pastor is primarily to be a teacher of the Word of God — the Bible. He is to teach and exhort by precept and example. His goal is to help mature believers through insightful and accurate presentation and proclamation of the Word, equipping them to effectively perform works of ministries within the Body of Christ. As shepherds of the Church, it is one of the roles of the Council of Elders to appoint other leaders with complementary gifts to undertake areas and aspects of the ministry that cannot and should not be filled by the Teaching Pastor.

The Teaching Pastor is also responsible, to the Council of Elders, to lead the Church to function as a New Testament Church and ultimately achieve its mission, statement of purpose and ministry objectives and goals. This individual is to give oversight direction and leadership to the ministries of Waterbrook Bible Fellowship. As such, he will work closely with church staff and church ministry teams. The Council of Elders will prepare a Position Description for the Teaching Pastor, which outlines more specific responsibilities and duties.

**Teaching Pastor Search Committee** - When a vacancy in the Teaching Pastor position exists, a Minister Search Committee shall be established. The Search Committee will be responsible for screening all resumes, interviewing applicants, and confirming the qualifications and experience of top candidates. The Council of Elders and the current Teaching Pastor(s) will be consulted during the search process. Their recommendation will constitute a nomination.

The Minister Search Committee will be comprised of two members of the Council of Elders and four (4) members at large from the Church. Two (2) alternates may be chosen if for any reason a vacancy occurs.

Once the Minister Search Committee has selected a candidate(s), that candidate shall be presented to the Council of Elders and ministerial staff for affirmation by a two-thirds (2/3) vote of those present. If a positive affirmation is obtained, the committee will then bring their recommendation to the Church members; the affirmation by written ballot.

Once the Minister Search Committee has selected a candidate to fill the Teaching Pastor position, the Council of Elders will enter into contract negotiations with the candidate.

The Teaching Pastor's offer letter will detail his job description and the annual evaluation process. It will also identify specific ministry objectives for the Church and detail information related to compensation, fringe benefits, authority and responsibility.

**Tenure of Office of Teaching Pastor** - The tenure of the office of Teaching Pastor may be terminated at any time by the Council of Elders. If the Teaching Pastor relinquishes the office, he may do so by giving at least four (4) weeks notice at the time of resignation.

### **Section 3: Other Ministerial Staff**

Ministers (excluding the Teaching Pastor) are called to serve by the recommendation from the Council of Elders and are empowered by the elders for running the day-to-day ministry operations of the Church. Ministers can act individually to enter into transactions regarding their specific area of ministry, conditioned upon budgetary constraints, but they are subject to the oversight of the Council of Elders and authorization levels given to them by the Council. If a minister exceeds his or her authorization level in a church transaction, the minister may be held personally responsible for any obligations incurred as a re-

sult.

Position Descriptions shall be written when the need for a staff member is determined. All ministerial staff members will be required to meet deacon/deaconess qualifications, regardless of their specific area of ministry. When a ministerial position is to be established or filled, a Minister Search Committee shall be established consisting of two (2) members of the Council of Elders and two (2) members-at-large, selected from the Church membership by the Nominating Committee. Recommendations will be presented to the Council of Elders for their approval. New ministerial staff positions will be formally introduced to the membership of the Church.

#### **Section 4: Support Staff**

The oversight of support staff members will be performed by an Executive Minister and/or the Council of Elders or its designee. Guidelines for the hiring and termination of support staff positions are documented in the Personnel Section of the Policies and Procedures Manual.

#### **Section 5: Stewardship Team**

While Scripture indicates that elders bear the ultimate responsibility for the watch care of the Church it does allow for delegation of responsibilities. Therefore, the Council of Elders may create a Stewardship Team to assist in the management of the physical resources of Waterbrook Bible Fellowship. This team will be appointed by and report to the Council of Elders. Responsibilities for the Stewardship Team will be assigned by the elders and outlined in the Waterbrook Policies and Procedures Manual.

## **Article VI** **Indemnification of Elders, Officers,** **Employees and Other Agents**

#### **Section 1: Right of Indemnification**

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

#### **Section 2: Procedure**

If a quorum of the Council of Elders is not available for an indemnification determination because of the number of elders seeking indemnification, the requisite determination may be made by the membership or by special legal counsel appointed by the membership.

## **Article VII**

### **Binding Arbitration**

Members of Waterbrook Bible Fellowship believe that Scripture teaches in Matthew 18:15-20 and I Corinthians 6:1-8 that every effort must be made to live at peace and to resolve disputes or conflicts with each other in private or within the Church. Therefore, the members of Waterbrook Bible Fellowship agree that any claim or dispute arising from or related to being a member of Waterbrook Bible Fellowship, which claim or dispute is not resolved between the parties through the use of principles set forth in Matthew 18, shall be settled by biblically based and legally binding arbitration in accordance with the *Rules of Procedure for Christian Conciliation* of the Institute for Christian Conciliation. Judgment upon an arbitration award may be entered in any court having jurisdiction. Members understand that these methods shall be the sole remedy for

any controversy or claim arising out of their Church membership and expressly waive their right to file any suit or claim against one another for such claims or disputes, except to enforce an arbitration decision or the provisions of this article.

## **Article VIII**

### **Ordaining, Licensing and Commissioning**

#### **Section 1: Ordaining and Licensing Ministers**

At the present time Waterbrook will not be ordaining and licensing new ministers but will revisit the options in the near future.

## **Article IX**

### **Affiliation**

Waterbrook Bible Fellowship is autonomous and maintains the right to govern its own affairs, independent of any denominational control. However, the Bible teaches that local churches should seek voluntary fellowship with other doctrinally sound churches. This association is to provide help and encouragement while working together as the Lord directs. This is a voluntary association that in no way involves the surrender of the individual church's freedom or dependence upon God.

## **Article X**

### **Fiscal Year**

The fiscal year of the Church shall begin on January 1 and end December 31 of each year.

## **Article XI**

### **Fiscal Responsibilities**

#### **Section 1: Accounts, Books and Records**

Waterbrook Bible Fellowship shall maintain, at the minimum but not limited to, adequate and accurate books and records of accounts (financial records); written minutes of the proceedings of its membership, Council of Elders, Stewardship Team, staff, and committees; records of the membership of the Church, setting forth the members' names and addresses; and contribution records of contributors. All such records shall be kept at its principal place of business. The adequacy and accuracy of these records shall be overseen by the Council of Elders, who may delegate this oversight authority at their discretion.

## **Section 2: Organizational and Policies and Procedures Manuals**

As noted in the Preamble to the Bylaws, these Bylaws are to provide “general” guidance on organization, governance and operation, based upon biblical principles and practices. However, due to the size and complexity of Waterbrook Bible Fellowship’s organizational structure and ministry operations, it becomes not only necessary, but also prudent, to provide “additional” guidance regarding organizational and operational matters. This additional guidance shall be documented in the official Organizational and Policies and Procedures Manuals of Waterbrook Bible Fellowship.

These manuals have been prepared as a guide to support all who serve in a leadership position at Waterbrook Bible Fellowship. Their purpose is to aid in the effective and efficient functioning of individuals and groups and to optimize the fulfilling of the purpose of Waterbrook Bible Fellowship. They provide guidelines and summary information about the Church's organizational structure and ministry operations. They will also support and complement each of the Articles found in these Bylaws.

Policy statements will be recommended and prepared by the primary Standing Committees who are responsible for the various Church operations. Procedures will be prepared primarily by staff and supporting committees who are charged with carrying out such ministry operations in accordance with the policies. Policy statements must never become "canonized" and dictate but rather they must guide and protect. The Council of Elders will review and approve all policies

Policies and procedures will be designed to provide reasonable assurance that the established ministry objectives, goals, and values of Waterbrook Bible Fellowship will be achieved in an orderly and timely fashion.

If a conflict between doctrine, philosophy of ministry, Church policies, operating procedures, position descriptions, or any other related organizational or operational matters of the Church arise, the content in these manuals shall address an appropriate method for solution. If these manuals do not address the conflict, then it must be brought to the attention of the Council of Elders.

The Stewardship Team will include in their monthly report to the Council of Elders any policies they deem as needing review and/or updating.

The Council of Elders reserves the right to modify, supplement, rescind, or revise, unless otherwise so stipulated, any of the manuals’ information from time to time, with or without notice, as they feel necessary and appropriate as so led by the Lord and Savior Jesus Christ, who is the Head of this body of believers.

These manuals shall be maintained by the staff person charged with administration and shall consist of the following sections:

### **Organizational Manual**

Section I	Primary Governing Documents
Section II	Philosophy of Ministry
Section III	Organizational Charts of Leadership and Ministry Structure
Section IV	Leadership Position Descriptions
Section V	Ministry Descriptions

### **Policies and Procedures Manual**

Section I	Leadership and Management
Section II	Personnel
Section III	Financial
Section IV	Facilities
Section V	General Administration
Section VI	Ministry

### **Section 3: Inspection of Records, Reports and Documentation**

Every active/resident member shall have the absolute right, at any reasonable time, to inspect all records, reports and documentation of every kind (with the exception of personnel salaries, contribution records and confidential counseling sessions) and the physical properties of Waterbrook Bible Fellowship. The Council of Elders, if necessary to maintain good order, may restrict and limit the number of inspections or establish an orderly manner for such to be conducted. But in no event shall a reasonable inspection of the books and records be denied to an active/resident member.

A copy of the Organizational Manual and Policies and Procedures Manual shall be maintained in the Church Office for inspection by Church members.

## **Article XII**

### **Amendments to the Bylaws**

These Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted at any time by the Council of Elders, with affirmation of change, as reflected by a two-thirds (2/3) vote of the members present at any special or regular membership meeting at which a quorum is present.

## **Article XIII**

### **Dissolution Clause**

Any action to dissolve the Church must be approved by a two-thirds (2/3) vote of eligible voting members of the Church present at a meeting called to specifically consider such action, for which meeting written notice has been issued to all Members eligible to vote in accordance with the provisions of these Bylaws. Should the Church be discontinued by dissolution or otherwise, the assets are to be transferred to a charitable, religious, or other similar organization that is qualified as a charitable organization under section 501(c)(3), with preference for a local church plant as the recipient.