

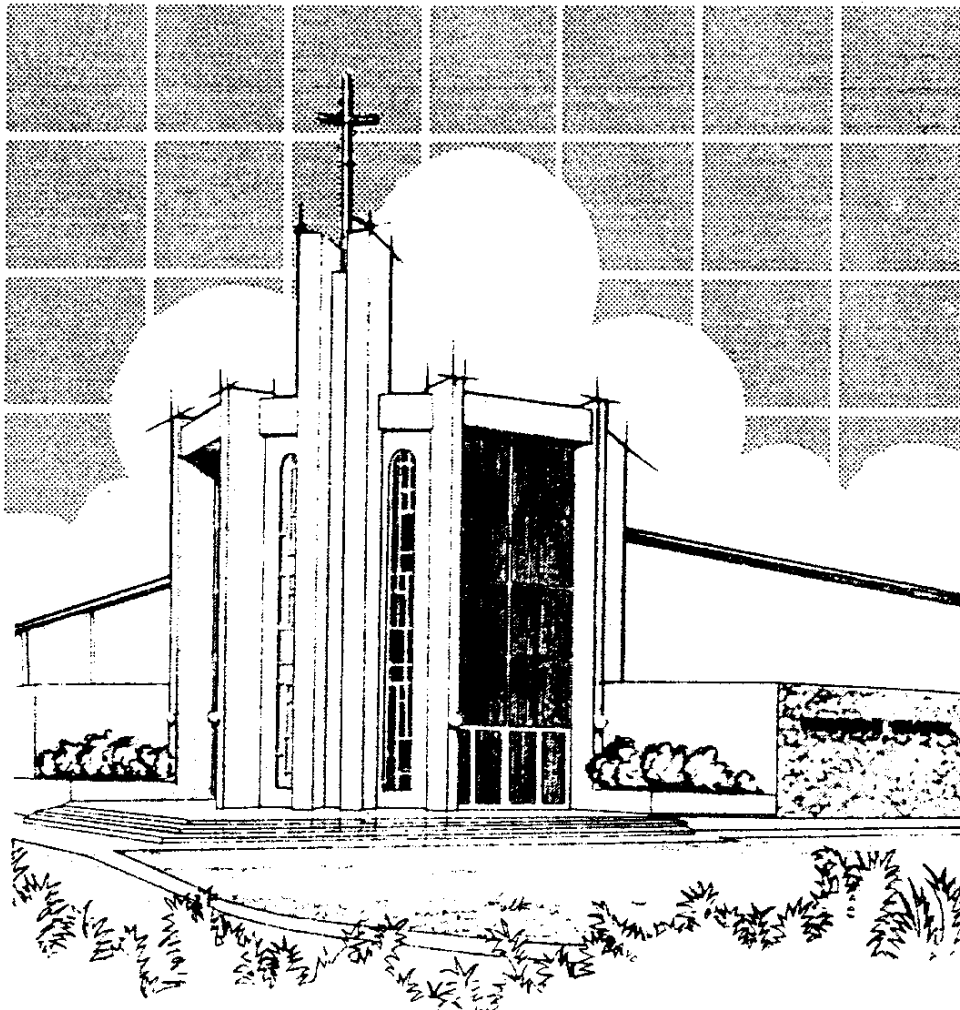
Wayside Chapel

Evangelical Free Church

San Antonio, Texas

Constitution and Bylaws

Revised: September 13, 2009



**Wayside Chapel Evangelical Free Church
San Antonio, Texas**

Constitution and Bylaws

Table of Contents

PREAMBLE	<i>Page</i> i
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CONSTITUTION

ARTICLE I	<i>Purpose and Covenant</i>	1
Section 1	<i>Purpose of Church</i>	1
Section 2	<i>Covenant of Conduct</i>	1
ARTICLE II	<i>Statement of Belief</i>	2
Section 1	<i>The Scriptures</i>	2
Section 2	<i>The Godhead</i>	2
Section 3	<i>Satan</i>	2
Section 4	<i>Creation</i>	2
Section 5	<i>The Person and Work of Christ</i>	2
Section 6	<i>The Person and Work of the Holy Spirit</i>	3
Section 7	<i>The Believer's Relationship to God</i>	3
Section 8	<i>Church Ordinances</i>	3
Section 9	<i>The Rapture</i>	3
Section 10	<i>The Pre-millennial Return and Reign of Christ</i>	3
Section 11	<i>The Eternal State</i>	4
ARTICLE III	<i>Church Standing</i>	4
ARTICLE IV	<i>Amendments to Constitution</i>	4
Section 1	<i>Restrictions on Amendments</i>	4
Section 2	<i>Procedures for Amendments</i>	4

BYLAWS

ARTICLE I	<i>Name of Church</i>	5
ARTICLE II	<i>Offices of Church</i>	5
Section 1	<i>Principal Office</i>	5
Section 2	<i>Registered Office and Registered Agent</i>	5
ARTICLE III	<i>Membership of Church</i>	5
Section 1	<i>Qualifications for Membership</i>	5
Section 2	<i>Application for Membership</i>	5
Section 3	<i>Privileges of Membership</i>	6

Section 4	<i>Voting Rights of Membership</i>	6
Section 5	<i>Discipline and Restoration of Membership</i>	6
Section 6	<i>Termination or Suspension of Membership</i>	6
Section 7	<i>Mediation/Arbitration of Church Disputes</i>	7
ARTICLE IV	<i>Membership Meetings</i>	7
Section 1	<i>Annual Business Meetings</i>	7
Section 2	<i>Special Business Meetings</i>	7
Section 3	<i>Notice</i>	7
Section 4	<i>Procedural Rules</i>	8
Section 5	<i>Quorum</i>	8
Section 6	<i>Adjournment</i>	8
ARTICLE V	<i>Board of Elders and Church Officers</i>	8
Section 1	<i>Powers and Functions of the Board of Elders</i>	8
Section 2	<i>Number of Elders and Classes</i>	9
Section 3	<i>Qualifications of Elders</i>	9
Section 4	<i>Nomination of Elders</i>	9
Section 5	<i>Election of Elders</i>	10
Section 6	<i>Term of Office</i>	10
Section 7	<i>Resignation of Elders</i>	10
Section 8	<i>Removal of Elders</i>	10
Section 9	<i>Board Vacancies</i>	11
Section 10	<i>Board and Church Officers</i>	11
Section 11	<i>Regular Meetings of the Board of Elders</i>	12
Section 12	<i>Special Meetings of the Board of Elders</i>	12
Section 13	<i>Notice of Board and Committee Meetings</i>	12
Section 14	<i>Quorum of Elders and Action by the Board</i>	12
ARTICLE VI	<i>Senior Pastor</i>	13
Section 1	<i>Qualifications and Functions of Senior Pastor</i>	13
Section 2	<i>Calling</i>	13
Section 3	<i>Resignation and Termination</i>	13
ARTICLE VII	<i>Other Pastors</i>	14
Section 1	<i>Qualifications and Functions of Other Pastors</i>	14
Section 2	<i>Calling</i>	14
Section 3	<i>Resignation and Termination</i>	14
ARTICLE VIII	<i>Deacons</i>	14
Section 1	<i>Function of Deacons</i>	14
Section 2	<i>Appointment and Charge</i>	15
Section 3	<i>Qualifications of Deacons</i>	15
Section 4	<i>Term of Office</i>	15
ARTICLE IX	<i>Church Property and Business Transactions</i>	15
Section 1	<i>Ownership of Property</i>	15
Section 2	<i>Real Property of the Church</i>	15
Section 3	<i>Checks, Contracts, and Personal Property of the Church</i>	16
Section 4	<i>Deposit of Church Funds</i>	16
Section 5	<i>Conflicts of Interest</i>	16
Section 6	<i>Dissolution of the Church</i>	16

ARTICLE X *Church Year, Minutes, Books and Records* 16

 Section 1 *Church Year* 16

 Section 2 *Minutes of Meetings* 16

 Section 3 *Budget* 17

 Section 4 *Expenditure Limitations* 17

 Section 5 *Financial Books and Records* 17

 Section 6 *Retention, Inspection and Copying* 17

ARTICLE XI *Church Operations Manual* 18

ARTICLE XII *Amendments to Bylaws* 18

WAYSIDE CHAPEL EVANGELICAL FREE CHURCH
San Antonio, Texas

CONSTITUTION AND BYLAWS

PREAMBLE

We, the charter members of the Wayside Chapel Evangelical Free Church of San Antonio, Texas, do ordain and establish the following Constitution and Bylaws, do declare this church an active member of the fellowship of the Evangelical Free Church of America, and do voluntarily submit ourselves to the following articles in order to more efficiently carry out the commission given by Jesus Christ to His church, this eighth day of September in the year of our Lord nineteen hundred and sixty (September 8, 1960), as amended and restated from time to time by the members of the church:

CONSTITUTION

ARTICLE I

Purpose and Covenant

— Section 1 —

Purpose of Church

The purpose of this church shall be:

- 1) To worship God and to glorify Him on the earth (*Ephesians 1:4-6*).
- 2) To preach and teach the Word of God as the Gospel of the Lord Jesus Christ unto salvation (*Matthew 28:19,20; Ephesians 3:8*).
- 3) To evangelize the world with the Gospel (*Acts 2; 5:42; 6:5-8; 15:7*).
- 4) To develop each individual Christian until he attains unto the fullness of the stature of Christ (*I Corinthians 12; Ephesians 4:11-15; I Thessalonians 5:11; Hebrews 10:24-25*).
- 5) To be a constant witness for Christ and His Word (*Acts 1:8; Acts 8:1-4*).

— Section 2 —

Covenant of Conduct

The fundamental principles of this church are based upon the Word of God (the Bible); therefore, every member of the church is expected to study the Word and to live according to its teachings and avoid and refrain from that which is destructive of the Christian life and dishonoring to God. Every member is earnestly admonished to refrain from slander and evil speaking of one another; to pray constantly for the church, its members and its ministry; to support the church materially, both regularly and as special needs may arise, according to ability; to attend the services and church functions and participate actively in ministry, as able; and to live a holy and Godly life in the midst of a crooked and perverse generation.

ARTICLE II ***Statement of Belief***

— Section 1 — ***The Scriptures***

We believe that the Scriptures, both Old and New Testaments, are the Word of God; that they are inerrant in the original writings; and that they are of supreme and final authority in faith and practice. (*Luke 24:27, 44; 2 Timothy 3:16; 2 Peter 1:21; 2 Peter 3:15b-16*).

— Section 2 — ***The Godhead***

We believe that the Godhead eternally exists in three persons: God the Father, God the Son, and God the Holy Spirit; and that these three are one God having precisely the same nature, attributes and perfections, and worthy of precisely the same homage, confidence, and obedience, each one executing distinct but harmonious offices in the great work of redemption. (*Genesis 1:26; Deuteronomy 6:4; Matthew 3:16-17; 28:18-19; Mark 12:29; John 1:14; Acts 5:3-4; Titus 3:3-7; Hebrews 1:1-3; 1 Peter 1:2-3; Revelation 1:4-6*)

— Section 3 — ***Satan***

We believe that Satan is an actual person, and not an imaginary influence; that he once enjoyed high heavenly honors and glorious heavenly privileges; that he, through pride, ambition and self-will attempted to betray the Almighty and brought down upon his head the judgment of God (*Job 1:6-12; Isaiah 14:12-20; Ezekiel 28:12-19*) that he operates today as the prince of the power of the air (*Ephesians 2:2; 6:12*) that he is a diabolical inventor, an arch deceiver, and the father of all lies (*Genesis 3:1-6; John 8:44; 2 Corinthians 4:3-4*) that he is the greatest enemy, the mightiest tempter, and the most relentless accuser of the saints (*1 Peter 5:8; Revelation 12:10*); that he shall one day be incarnated in the person of the Antichrist (*Revelation 13:1-9*) and in that role will finally meet the Christ in the battle of Armageddon; that there “*the seed of the woman shall bruise the serpent’s head*” (*Genesis 3:14-15*); and that he shall eventually be cast into the lake of fire (*Revelation 19:20, 20:10*), the eternal place of punishment prepared for the devil and his angels (*Matthew 25:41*).

— Section 4 — ***Creation***

We believe that God personally created the heavens and earth (*Genesis 1:1; John 1:1-3*); that man was originally created in the image and after the likeness of God (*Genesis 1:26*) and that he disobeyed God, bringing sin (*total depravity*) and its condemnation upon the whole human race (*Genesis 3:17-19*). We believe that every child of Adam is born into the world with a nature which not only possesses no spark of divine life, but essentially and unchangeably is evil apart from divine grace. (*Psalms 14:1-3; 51:5; Jeremiah 17:9; Mark 7:20-23; Romans 1:24-32; 3:10-19; 5:12; 6:23; Ephesians 2:1-3*).

— Section 5 — ***The Person and Work of Christ***

We believe that Jesus Christ was begotten by the Holy Spirit, born of the virgin Mary (*Luke 1:34-35*), is true God and true man (*John 1:1-2; 1:14; 20:28*), and in the sacrificial and atoning death of Christ through His shed blood upon the cross (*Job 19:25; Isaiah 53; Matthew 27; Luke 23; 1 Corinthians 15; Titus 3:5-6; 1 Peter 1:18-19; Hebrews 9:14,22; 1 John 1:7*), in His bodily resurrection and ascension (*Matthew 28; Luke 24; Acts 1:10; 2:32-36; 1 Corinthians 15*) to Heaven where He sits (*Hebrews 1:1-3; 1 John 2:1-2*) as the mediator between God and man today, (*1 Timothy 2:5*) and in His literal future return to earth (*Acts 1:11*) as the greater son of David who shall sit upon David’s throne and establish an everlasting Kingdom (*Luke 1:32-33*).

— Section 6 —

The Person and Work of the Holy Spirit

We believe that the ministry of the Holy Spirit is to glorify the Lord Jesus Christ, and to testify of Him (*John 15:26*). He is the infallible interpreter of the infallible Word. He convicts men, regenerates the believing sinner, indwells, guides, instructs, and empowers the believer for Godly living, service and worship. (*John 14:26; 16:13-15; Romans 8:26-27; I Corinthians 2:14; 3:16; 6:19; Ephesians 1:13-14; 4:30; I John 2:27*).

— Section 7 —

The Believer's Relationship to God

- (a) Sanctification (Past) We believe that when an unregenerate person (*child of Adam*) exercises that kind of faith in Christ which is illustrated and described by Abraham's faith in Romans 4, he passes immediately out of spiritual death into spiritual life (*John 5:24; Acts 13:39; Romans 5:1; 8:35-39; I Corinthians 3:21-23; Ephesians 1:3; Colossians 2:10; I John 4:17; 5:11-13*), and from the old creation into the new, that he has been justified from all things, and is accepted before the Father according as Christ loved, having his place and portion as linked to Him and one with Him forever; therefore, He is in no way required by God to seek a "second work of grace" for justification, nor to maintain his justification by his own works of righteousness.
- (b) Sanctification (Present) We believe that God has already perfected our sanctification because our position toward God is the same as Christ's position (*I Corinthians 1:30*). However, we believe that we retain our sin nature (*i.e., it is not eradicated in this life*) and thus our present state is no more perfect in this life than our experiences in daily life (*Philippians 3:12*). We believe that if a person has experienced the assurance of salvation (*justification*), he shall demonstrate his faith by works; therefore, it is the privilege and responsibility of every believer to "press on" in holiness of life (*Romans 6:1,2; Philippians 3:10-16*). We believe the means of experiencing daily victory over the flesh, world and devil, is through faith in appropriating His death and life, by reading the Word of God, by prayer, and by fellowship with other believers. (*Luke 9:23-24; John 17:17; Ephesians 6:18; 2 Timothy 3:15*)
- (c) Sanctification (Future) We believe that our sanctification is made complete in experience when we partake of bodily resurrection, at which time our bodies become like unto His. (*Romans 8:18-23; Philippians 3:20-21; I John 3:2*)

— Section 8 —

Church Ordinances

- (a) Baptism We believe that Christian baptism is the immersion in water of a believer, in the Name of the Father, and Son and Holy Spirit, to show forth, in a solemn and beautiful emblem, our faith in the crucified, buried and risen Savior, and that baptism is a symbol of our death to sin and resurrection to a new life. (*Matthew 28:19; Acts 8:36-39*).
- (b) Communion The Lord's Supper is a memorial by which we commemorate together the redeeming love of Christ expressed to us through His suffering and death, until He returns, and should be preceded always by solemn self-examination. (*Luke 22:17-20; Acts 2:41-42; I Corinthians 11:23-34*)

— Section 9 —

The Rapture

We believe in the imminent return of our Lord Jesus Christ to receive to Himself all those who have believed in Him, and so shall we ever be with the Lord. (*John 14:1-3; I Thessalonians 4:13-18*)

— Section 10 —

The Pre-millennial Return and Reign of Christ

We believe in the bodily return of Christ with His saints as prophesied in the Davidic covenant prior to the era of Israel's restoration and universal peace for a thousand years, thus fulfilling the hopes and predictions of all the prophets. (*2 Samuel 7; Isaiah 2, 11, 65:17-25; Zechariah 14; Revelation 19, 20:1-6*)

— Section 11 —

The Eternal State

We believe in the bodily resurrection of the just and the unjust, the just to everlasting blessedness of the saved, and the unjust to the everlasting condemnation of the lost. (*Revelation 20:11-15; Revelation 21*)

ARTICLE III

Church Standing

This church shall remain free and independent and shall not join itself to any other denomination or synod. It shall remain its own highest authority, under God and law, and shall carry out its ministries and conduct its business through its members, elders, pastors, deacons, and others, as provided by this Constitution and Bylaws. The church shall cooperate with the Evangelical Free Church of America and its branches, and with the local district of the Evangelical Free Church of America by sending delegates to conferences, supporting home and foreign missions and uniting in any mutual efforts for the furtherance of the gospel as the church itself may officially decide.

ARTICLE IV

Amendments to Constitution

—Section 1—

Restrictions on Amendments

Articles I, II, and III of this Constitution shall not be amended or repealed, in whole or in part, in any manner which departs from or changes the stated purpose, covenant, beliefs, ordinances, or standing of the church; provided, however, that such articles may be amended for clarification or expansion in a manner which is not inconsistent with the provisions of the existing articles.

— Section 2 —

Procedures for Amendments

Amendments to this Constitution may be introduced through formal motion at any business meeting of members, but shall not be acted upon until the following business meeting of members at which a minimum of **twenty-five percent (25%)** of the membership of the church shall be present. At least **two-thirds (2/3)** majority of the votes cast at such meeting shall be required for acceptance. Notice of such meeting shall be announced from the pulpit and/or given in the church bulletin at regularly scheduled worship services on at least two consecutive weekends prior to such meeting. Likewise, the proposed amendment shall be published in the church bulletin at regularly scheduled worship services on at least two consecutive weekends prior to such meeting, and may also be published in any other church communication that is distributed or available to the congregation (including the church website).

[Bylaws commence on next page]

BY-LAWS

ARTICLE I *Name of Church*

The name of the church shall be: WAYSIDE CHAPEL EVANGELICAL FREE CHURCH

ARTICLE II *Offices of Church*

— Section 1 — *Principal Office*

The principal office of the church in the State of Texas shall be 1705 NW Loop 410, San Antonio, Texas 78213, which may be changed by the Board of Elders. The church may also have other offices at such other places or locations as may be determined by the Board of Elders.

— Section 2 — *Registered Office and Registered Agent*

The church shall comply with the requirements of the Texas Non-Profit Corporation Act (“Act”) and maintain a registered office and registered agent in the State of Texas. The registered office may be, but need not be, identical with the church’s principal office. The Board of Elders may change the registered office and/or registered agent, in accordance with the Act.

ARTICLE III *Membership of Church*

— Section 1 — *Qualifications for Membership*

The church shall, upon approval by the designated elders and/or pastors as provided in **Section 2** of this **Article III**, welcome into its membership any person:

- (a) who is at least **18 years** of age; and
- (b) who testifies orally and in writing of a personal experience of being born again through acceptance of Jesus Christ as Lord and Savior; and
- (c) who accepts and affirms the teaching of God’s Word as stated in **Sections 1-7** and **11** of **Article II**, Statement of Belief, of the Constitution; and
- (d) who agrees to abide by the Constitution and Bylaws of the church and to submit to the discipline of the church as provided in **Section 5** of this **Article III**; and
- (e) who has made application as provided in **Section 2** of this **Article III**.

Section 2 *Application for Membership*

A person desiring to become a member of the church shall carefully read the Constitution and Bylaws of the church. Thereafter, the applicant shall meet with three or more elders and/or pastors whom the Board of Elders designates for this purpose, to permit them to inquire into the person’s qualifications for membership, as set forth in **Section 1** of this **Article III**. Persons so approved shall immediately be accepted into membership, and the name of the new member shall be placed on the church roll and announced in the weekly bulletin.

— Section 3 —
Privileges of Membership

Membership in the church shall entitle a person to the following, and no person who is not a member of the church shall hold or exercise these privileges:

- (a) vote on all matters presented to the church for vote; and
- (b) to hold office in the church.

— Section 4 —
Voting Rights of Membership

Each member shall be entitled to one vote on each matter submitted to a vote of the membership of the church. Members may not vote by proxy and may not cumulate their votes.

— Section 5 —
Discipline and Restoration of Membership

- (a) All members of the church are expected to conduct their lives according to the standards set forth in Scripture. Where any member is found to be living in clear and willful disobedience of Scripture or teaching contrary to Scripture, the procedures set forth in Matthew 18:15-17 shall be followed for the purpose of leading the erring individual to repentance and, ultimately, to full restoration. This shall be done in a spirit of prayerfulness, loving honesty (*Eph. 4:25*), humility, and gentleness (*Gal. 6:1*). If after these steps of reproof are taken there is no repentance, one of the pastors with at least one elder shall confront, counsel, and pray with the individual. If there is still no repentance, the Board of Elders shall convene and make a recommendation to either suspend his or her membership or dismiss him or her from membership, in accordance with **Section 6** of this **Article III**, as it may deem appropriate and best. The recommendation of the Board of Elders shall (unless accepted voluntarily by the member in question) be submitted to the church for a vote in accordance with **Section 6** of this **Article III**.
- (b) It is expected that, as a result of the counseling contemplated above, the member will have knowledge of the disciplinary matter or matters in question. However, upon written request to the Board of Elders (submitted to the Board at least **15 days** prior to the congregational meeting at which the disciplinary matter or matters will be considered), such member will be furnished a brief written statement of such matter or matters at least **7 days** prior to such meeting.
- (c) Such member shall be given a reasonable opportunity (as determined by the Board of Elders) to be heard at such congregational meeting.
- (d) Upon sincere repentance by such person, he or she may be restored to full membership privileges and fellowship or be accepted again for membership in the church, in accordance with **Section 1** of this **Article III**, as the case may be.

— Section 6 —
Termination or Suspension of Membership

Membership in the church may be terminated or suspended in any of the following manners:

- (a) Voluntary. Any member may withdraw from membership in the church by submitting a written request to the Board of Elders that his or her name be removed from the list of members. Such withdrawal shall be effective as of the date of receipt of such request. Any member may accept a temporary suspension of his or her membership in the church, as recommended by the Board of Elders.
- (b) Involuntary. Any member may be dropped or suspended from membership in the church without his or her consent, for good cause based on the Scriptures and/or the Constitution or Bylaws of the church, as determined by the Board of Elders, upon a vote of at least **two-thirds (2/3)** of the members present and

eligible to vote at any business meeting of the membership of the church, having at least a **ten percent (10%)** quorum present. A motion to involuntarily terminate or suspend the membership of any member may be made only by an elder and, to be considered, must be seconded by another elder. Involuntary termination or suspension shall be effective immediately upon conclusion of such supporting vote.

- (c) By Review. The Board of Elders shall provide for at least an annual updating of the membership records of the church to keep them current. Any member who fails to attend at least **one (1)** worship service or other function of the church during any consecutive **twelve (12) month** period, for any reason other than missionary work or prolonged illness, may be dropped from membership in the church by action of the Board of Elders, as of and effective at the end of such period; provided, however, that this subsection shall not apply to a member who is temporarily absent from the San Antonio area for more than a consecutive **twelve (12) month** period and who notifies an elder of this fact before or during the **twelve (12) month** period.

— Section 7 —

Mediation/Arbitration of Church Disputes

In any dispute between members of the church, or between the church and any member, relating to the activities, programs, or ministries of the church, all parties involved shall cooperate in good faith to resolve the dispute in accordance with the principles found in Scripture (e.g. *Matthew 18:15-17*). If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators who profess Jesus Christ as Lord and Savior to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration, but only after the parties have met together with a mediator for discussion and prayer. This **Section 7** shall also apply to any dispute involving church discipline of a member, as provided in **Sections 5** and **6** of this **Article III**.

ARTICLE IV

Membership Meetings

—Section 1—

Annual Business Meetings

There shall be an annual business meeting (regular meeting) of the church to be held in Bexar County, Texas, on a date to be established each year by the Board of Elders.

— Section 2 —

Special Business Meetings

Other business meetings (special meetings) may be called by a majority of the Board of Elders or upon a written request to the Board of Elders by at least **ten percent (10%)** of church members.

— Section 3 —

Notice

Notice of all business meetings, whether regular or special, shall be announced from the pulpit and/or given in the church bulletin at regularly scheduled worship services on at least two consecutive weekends prior to such meetings. In the event of special circumstances (not involving a proposed amendment to these Bylaws) requiring, in the judgment of the Board of Elders, an earlier meeting, a shortened notice period may be used, provided that, before any other vote may be taken at such meeting, a majority of the members at such meeting must, once a quorum is present, vote in favor of waiving regular notice of such business meeting.

— Section 4 —
Procedural Rules

All business meetings shall be conducted in accordance with the parliamentary procedures of Robert’s Rules of Order (Revised) or in accordance with such other procedural rules as may be established by the church.

— Section 5 —
Quorum

Except as may be otherwise provided in the Constitution or Bylaws, **ten percent (10%)** of the membership shall constitute a quorum for the transaction of business at any duly called business meeting, whether regular or special, of the members of the church. Except as may be otherwise provided in the Constitution or Bylaws, the vote of a **majority** of members present and entitled to vote at a business meeting at which a quorum is present shall constitute the act of the membership of the church. The members present at a duly called business meeting at which a quorum is present, may continue to transact business, even if enough members leave the business meeting so that less than a quorum remains; provided, however, that any matter thereafter considered must receive a vote sufficient to pass had a quorum remained.

— Section 6 —
Adjournment

If at any business meeting there is no quorum present, the members at such meeting may adjourn the same to another date.

ARTICLE V
Board of Elders and Church Officers

— Section 1 —
Powers and Functions of the Board of Elders

- (a) The governing body of the church shall be the Board of Elders (“Elder Board” or “Board”), which shall hold and exercise the authority and corporate powers of the church and manage its business affairs, subject to the limitations stated in the Constitution and Bylaws and subject to the authority of the membership of the church (as hereafter provided). The Board of Elders shall be accountable to the membership of the church, which may overrule any decision of the Board by a vote of at least **three-fourths (3/4)** majority of the votes cast at a meeting of the membership of the church at which a minimum of **twenty-five percent (25%)** of the membership shall be present. The Board of Elders may delegate, from time to time, such authority, corporate powers, and management of church business affairs to individuals, committees, teams, and boards, as the Board may determine in its discretion to be in the best interest of the church, which delegated authority, corporate powers, and management responsibilities shall be held and exercised under the guidance and authority of the Board of Elders.
- (b) The functions of the Board of Elders shall be to:
 - 1. Shepherd and oversee the flock (*Acts 20:28*).
 - 2. Manage (*I Timothy 3:5*).
 - 3. Rule (*I Timothy 5:17*).
 - 4. Exhort and refute (*Titus 1:9*).
 - 5. Keep watch over souls (*Hebrews 13:7*).
 - 6. Pray for the sick (*James 5:14-15*).
 - 7. Shepherd by example (*I Peter 5:1-4*).
 - 8. Appoint and designate deacons as the need arises, in accordance with *Acts 6:1-7, Romans 16:1-2 or I Timothy 3:8-13*, to help carry out various aspects of the church’s ministries.

9. In the absence of the pastor(s), the elders will assume the duties of the pastor(s).
 10. Establish and provide such committees, as the Elder Board may deem necessary in order for the church to function.
 11. Be responsible for all valuable papers and legal documents of the church.
 12. Be responsible for preparation of the annual budget to be presented to the congregation for approval at the annual meeting.
 13. Ordain, license, or commission full-time ministers.
- (c) Therefore, the Elder Board shall be responsible for overseeing and shepherding all ministries of the church, and shall oversee the finances of the church by establishing financial policies and procedures as authorized by the membership. The Elder Board shall provide a written or oral report to the congregation annually regarding their activity during the past year and their plans for the upcoming year.

— Section 2 —

Number of Elders and Classes

- (a) The number of elders of the church shall be not less than **seven (7)**, but shall be a number determined by the Board of Elders from time to time. The Senior Pastor will be a member of the Board. He will have voting privileges on all issues except those directly impacting him, as determined by the Board of Elders. Likewise, any other pastor who is a member of the Board will have voting privileges on all issues except those directly impacting him, as determined by the Board of Elders.
- (b) The Board shall be divided into **three (3) classes**, each class to consist, as nearly as possible, of one-third of the existing elders, and each member of each class having the same term as the other members of said class. Therefore, annually each member of the class that is completing its **three (3) year** term will: (1) stand for re-election if the elder desires to serve another term and is eligible to serve, or (2) rotate off the Board. In the case of any increase in the number of elders, the additional elders shall be first appointed to the smaller classes until all classes are of approximately equal size and thereafter distributed among the several classes as nearly equal as is possible.

— Section 3 —

Qualifications of Elders

- (a) In accordance with *I Timothy 3:1-7* and *Titus 1:5-9*, an elder shall be a man who is:
- (1) Above reproach; (2) the husband of one wife; (3) temperate; (4) prudent; (5) respectable; (6) hospitable; (7) able to teach; (8) not addicted to wine; (9) not pugnacious; (10) gentle; (11) uncontentious; (12) free from the love of money; (13) one who manages his own household well, keeping his children under control with all dignity; (14) not a new convert; (15) of good reputation with those outside the church; (16) having children who believe; (17) not accused of dissipation or rebellion; (18) not self-willed; (19) not quick-tempered; (20) not fond of sordid gain; (21) loving what is good; (22) sensible; (23) just; (24) devout; (25) self-controlled; (26) holding fast the faithful Word which is in accordance with the teaching; (27) able to exhort in sound doctrine; and (28) able to refute those who contradict.
- (b) An elder may not be an employee of the church, with two exceptions: (i) The Senior Pastor shall serve as an elder, as provided in **Section 2(a) of Article V** and **Section 1(b) of Article VI** of these Bylaws, and (ii) other pastors may serve as elders.
- (c) An elder must be a member of the church.

— Section 4 —

Nomination of Elders

- (a) Nominating Committee. On or before **June 15** of each year, the Chairman of the Board of Elders, with the concurrence of the Board of Elders, shall appoint a nominating committee, consisting of not less than **seven**

(7) members, **three (3)** of whom will be elders, **three (3)** of whom will be members who are not elders, and the other member shall be a pastor. Any committee member other than the pastor may be designated as the committee chair. The nominating committee will:

- (1) Prayerfully seek nominees for elder who fulfill the qualifications set forth in **Section 3** of this **Article V**;
- (2) Interview and solicit the willingness of each nominee selected to serve;
- (3) Present their list of nominees to the Board of Elders at a Board meeting at least **four (4) weeks** prior to election; and
- (4) Ensure that the church membership is presented with the names of the nominees at least **three (3) weeks** prior to the date of the election of elders, which may be done by announcement from the pulpit and/or inclusion in the church bulletin.

The committee shall consider the following passages in their nomination process ... *I Corinthians 4:1-2; I Timothy 3:1-13; and Titus 1:5-10.*

- (b) Nominations from the floor. The members present at the annual business meeting shall have the right and privilege of making additional elder nominations from the floor, providing that:
- (1) The member to be nominated meets the qualifications set forth in **Section 3** of this **Article V**;
 - (2) The nominator has previously checked with the nominating committee to ensure that no proper objection has been offered to the committee concerning the individual; and
 - (3) The nominee has been asked one week prior to the meeting to ensure he had ample time to prayerfully consider serving in the position, and he determined that he would be willing to serve.

— Section 5 — *Election of Elders*

Following nomination as provided under **Section 4** above, elder nominees may be elected by a **three-fourths (3/4)** majority of votes cast at a meeting of the church, voting by secret ballot, the meeting called in accordance with **Article IV** of these Bylaws.

— Section 6 — *Term of Office*

An elder shall be elected to a **three (3) year** term of office, except when the elder is elected to fill out a class with less than **three (3) years** left in its term, or when an elder is elected to fill a vacancy as provided in **Section 9** of this **Article V**. In every case, the term of office for each nominee shall be made clear to the nominee at the time of nomination, and to the members prior to election. An elder may serve only **two (2)** consecutive terms, whether full or partial terms (for a maximum of **six** consecutive years), at which time he must rotate off the Board for a minimum of **one** year before being eligible for nomination and re-election. A term shall begin on the first day of the church year unless the elder is elected to fill a vacancy, as specified in **Section 9** of this **Article V**.

— Section 7 — *Resignation of Elders*

Unless otherwise prohibited by law or restricted by the Articles of Incorporation, Constitution, or these Bylaws, any elder may resign at any time by delivering written notice to the Board of Elders, the Chairman, or the Secretary. Such resignation shall take effect when such notice is received, unless the notice specifies a later effective date, which effective date may be advanced at the discretion of the Board of Elders.

— Section 8 — *Removal of Elders*

An elder may be removed by unanimous vote of the remaining elders of the church whenever, in their judgment, the best interests of the church will be served thereby. Such action of expulsion of an elder shall be final and conclusive.

— Section 9 —
Board Vacancies

A vacancy occurring on the Board of Elders may be, but is not required to be, filled. If filled, it shall be done by nomination from the Nominating Committee and election by the members as outlined in **Section 5** of this **Article V**. An elder elected to fill a vacancy shall be elected for the unexpired term and to the class of his predecessor in office.

— Section 10 —
Board and Church Officers

- (a) The Officers of the Board of Elders and Church shall be as follows:
- (1) **Church Chairman**, who shall be appointed by the Board of Elders from its membership and who shall also serve concurrently as Chairman of the Board of Elders;
 - (2) **Church Vice Chairman**, who shall be appointed by the Board of Elders from its membership and who shall also serve concurrently as Vice Chairman of the Board of Elders;
 - (3) **Church Treasurer**, who shall be appointed by the Board of Elders from its membership;
 - (4) **Church Secretary**, who shall be appointed by the Board of Elders from its membership.
- (b) Powers and Duties of Officers of the Board of Elders and Church shall be as follows:
- (1) **Church Chairman.** The Church Chairman shall preside at all meetings of the Board of Elders, and shall perform all duties customary to that office, and shall perform such other duties and have such other powers as the Board of Elders may from time to time prescribe by standing or special resolution, subject to the supervision of the Board of Elders. In addition to his duties as Chairman of the Board of Elders, the Church Chairman shall:
 - (a) Preside over business meetings of the church;
 - (b) Ensure that all decisions of the church are fully carried out;
 - (c) Have the power to address and vote in meetings of the Board of Elders and in all committees of the church.
 - (2) **Church Vice-Chairman.** In the absence of the Church Chairman, or in the event of his inability or refusal to act, the Church Vice-Chairman shall perform the duties of the Chairman, and, when so acting, shall hold all the powers of, and be subject to, all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties and have such other powers as the Board of Elders may from time to time prescribe by standing or special resolution, or as the Chairman may from time to time provide, subject to the powers and the supervision of the Board of Elders.
 - (3) **Church Treasurer.** The Church Treasurer shall be responsible for providing fiscal oversight and reporting to the Board of Elders and the church in accordance with the financial policies and procedures of the church, and in general, shall perform all duties customary to the office of Treasurer. The Treasurer shall be a member of the church Finance Committee.
 - (4) **Church Secretary.** The Church Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Elders and church business meetings, and for authenticating the records of the church, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general, shall perform all duties customary to the office of Secretary.
- (c) Term of Office:

Each officer of the Board shall hold office for one year and until his successor has been elected and qualified. Officers may serve consecutive terms.

(d) Resignation of Office:

Any officer may resign at any time by delivering written notice to the Board. Unless the written notice specifies a later effective date (which may be advanced at the discretion of the Board), the resignation shall be effective when the notice is received by the Board.

(e) Removal from Office:

Any officer elected by the Board may be removed from office by unanimous vote of the remaining elders whenever, in their judgment, the best interests of the church will be served thereby.

— Section 11 —

Regular Meetings of the Board of Elders

The Board of Elders shall hold Regular Meetings at least once a month, at such times as may be fixed by the Board, unless unusual circumstances prevent such meetings.

— Section 12 —

Special Meetings of the Board of Elders

Special meetings of the Board may be called by the Chairman. Also, the call for a Special Meeting of the Board of Elders may be initiated by any two members of the Board by submitting a request to the Secretary indicating the date and purpose of the meeting. Upon receipt of a request from two or more members to schedule a Special Meeting, the Secretary shall poll all of the elders to determine whether a majority of the elders agree to the calling of a Special Meeting, and if so, shall schedule the meeting in a timely fashion and give notice thereof in accordance with **Section 13** of this **Article V**.

— Section 13—

Notice of Board and Committee Meetings

- (a) Regular Meetings: The Board shall determine among its members a standing time and place for Regular Meetings, and shall adhere to this schedule unless each member is notified in a Regular Meeting, or by mail, email, or fax, of a change to the standing schedule. Such notice, unless waived by a majority of the elders, must be given at least **five (5) business days** prior to the new time set for any such meeting.
- (b) Special Meetings and Board Committee Meetings: Unless waived by a majority of the elders, written notice of Special Meetings of the Board of Elders and all Board Committee meetings, giving the time, location and purpose of the meeting, shall be given at any regular meeting or mailed, emailed, or faxed to each Board or Committee member at least **five (5) business days** prior to the time set for any such meeting.

— Section 14 —

Quorum of Elders and Action by the Board

A quorum for the transaction of business by the Board of Elders shall be a majority of the number of elders in office immediately before the meeting begins. Unless otherwise provided by law or by the Articles of Incorporation, Constitution, or these Bylaws, the act of a **majority** of the elders in office immediately before the meeting begins shall be the act of the Board.

ARTICLE VI
Senior Pastor

— Section 1 —

Qualifications and Functions of Senior Pastor

- (a) The Senior Pastor shall meet the qualifications of an elder, as set forth in **Section 3** of **Article V** of these Bylaws, and such other qualifications as shall be determined by the Board of Elders, which shall be presented to the pastor as a written position description. The Board of Elders shall yearly or more often, if required, review, provide feedback, and alter the position description if necessary, based upon changing church needs.
- (b) The Senior Pastor operates under the authority of the Board of Elders. He is the key leader, shepherd, and primary teacher of the church with responsibility for and authority over all pastors, staff, ministries, operations, and functions of the church. He has overall responsibility and authority for the development of the church budget and the expenditure of resources. He may delegate responsibility and authority in accordance with generally accepted management practices to lead the church more efficiently in accomplishing its vision and mission. The Senior Pastor is a permanent voting member of the Board of Elders, but may not serve as Chairman. He shall make an annual report to the Board of Elders concerning the operations of the church and its ministries.

— Section 2—

Calling

The calling of the Senior Pastor shall be initiated by the Board of Elders. The Board of Elders shall appoint a committee from the membership of the church to conduct a search for the Senior Pastor. The search committee shall contain at least **seven (7)** members, including at least **one (1)** but not more than **two (2)** elders. At the conclusion of their search, the committee shall recommend to the Board of Elders a single candidate to be called as the Senior Pastor. Upon approval by the Board of Elders, the calling of the Senior Pastor shall be consummated at a business meeting by secret ballot with a minimum of **twenty-five percent (25%)** of the membership present. A **three-fourths (3/4)** majority of the votes cast at the meeting shall be required before a call can be issued. With a confirming vote, a letter of call shall be issued to the pastor specifying all details pertinent to the office. Only one candidate shall be presented to the church at one time. At the time of his acceptance of the call, the pastor and his wife are considered to be members of the church.

— Section 3—

Resignation and Termination

- (a) A voluntary resignation of the Senior Pastor shall be presented to the Elder Board not less than **two weeks** prior to the termination of his employment.
- (b) The Board of Elders may recommend to the congregation that the Senior Pastor's employment be terminated for sub-standard performance or other causes under the provisions of **Sections 5 or 6** of **Article III** of these Bylaws. A congregational vote by secret ballot with a minimum of **twenty-five percent (25%)** of the membership present is required. A **three-fourths (3/4)** majority of the votes cast at the meeting shall be required to terminate the Senior Pastor's employment. Upon a congregational vote to terminate, the Senior Pastor shall be immediately terminated and will be given severance compensation as determined by the Board of Elders.

ARTICLE VII
Other Pastors

— Section 1 —

Qualifications and Functions of Other Pastors

- (a) All pastors shall meet the qualifications of an elder, as set forth in **Section 3** of **Article V** of these Bylaws, and such other qualifications as shall be determined by the Senior Pastor, which shall be presented to the pastor as a written position description.
- (b) The Board of Elders, in coordination with the Senior Pastor, shall determine the number and primary job functions of other pastors necessary to serve the congregation within the bounds of good stewardship. Other pastors shall be under the authority of the Senior Pastor and shall have and exercise such authority as may be assigned or delegated to them, to assist the Senior Pastor in leading the church more efficiently in accomplishing its vision and mission.
- (c) The Board of Elders may designate and call an Executive Pastor and/or a Church Administrator, as the Board may determine to be in the best interest of the church, which person or persons shall handle ministry, business, financial, personnel and any other church operations, functions, and responsibilities which may be delegated from time to time to such person or persons by the Senior Pastor with the review and approval of the Board.

— Section 2 —

Calling

A non-Senior Pastor shall be called by the Board of Elders. The Board of Elders shall appoint a committee from the membership of the church to conduct a search for a non-Senior Pastor. The search committee shall contain at least **five (5)** members, including the Senior Pastor and only **one (1)** other elder. At the conclusion of their search, the committee shall recommend to the Board of Elders a single candidate to be called as a non-Senior Pastor. Upon approval by the Board of Elders, the calling of a non-Senior Pastor shall be considered consummated. At the time of his acceptance of the call, the pastor and his wife (if married) are considered to be members of the church.

— Section 3 —

Resignation and Termination

- (a) A voluntary resignation of a non-Senior Pastor shall be presented to the Elder Board not less than **two weeks** prior to the termination of his employment.
- (b) Upon recommendation by the Senior Pastor, the Board of Elders may terminate a pastor for sub-standard performance or other causes under the provisions of **Sections 5 or 6** of **Article III** of these Bylaws. Upon approval by the Board of Elders, the pastor shall be immediately terminated and will be given severance compensation as determined by the Board of Elders.

ARTICLE VIII

Deacons

— Section 1 —

Function of Deacons

The function of deacons is to assist the Board of Elders in works of service and ministry to the church body so that the elders might devote themselves to prayer and to the ministry of the word, and to oversee, guard and shepherd the flock. (*Acts 6:2-6, 20-28*).

— Section 2—

Appointment and Charge

The Board of Elders may, from time to time, select and appoint certain men and women to the office of deacon for specific ministries. Deacons shall serve under and be accountable to the Board of Elders for the performance of their responsibilities.

— Section 3—

Qualifications of Deacons

Deacons shall be members of the church and shall meet the qualifications of deacon as set forth in Scripture (e.g. *1 Timothy 3:8-13*), and such other qualifications, if any, as may be set forth in these Bylaws.

— Section 4—

Term of Office

Deacons shall be appointed by the Board of Elders for a term to be determined by the Board of Elders, and shall be subject to removal at any time by the Board of Elders.

ARTICLE IX

Church Property and Business Transactions

— Section 1 —

Ownership of Property

All real and personal property, including without limitation all improvements thereon, acquired by or donated to the church shall belong to and be owned by the church, as a non-profit corporation, and church members shall have no interest therein. The church may buy, sell, lease, own, and operate property, both real and personal, as may be necessary or advisable to carry out its purpose, as set out in **Section 1 of Article I** of the Constitution.

— Section 2 —

Real Property of the Church

- (a) Title to all real property owned, acquired or received by the church shall be taken in the corporate name of the church and shall vest in and be held by the church, as a non-profit corporation. Any such property shall be conveyed in the corporate legal name of the church by deed executed on behalf of the church as a non-profit corporation by its officer(s) or other person duly authorized thereunto, as herein provided.
- (b) The purchase, sale, lease, exchange or encumbrance of any real property by the church shall be authorized in the following manner:
 - (1) The Board of Elders shall adopt a resolution recommending such purchase, sale, lease, exchange, or encumbrance and directing submission of such matter to a vote of the members of the church at a regular or special meeting of the members called for such purpose.
 - (2) Notice of such meeting and purpose shall be given in accordance with **Article IV** of these Bylaws.
 - (3) At such meeting any such action must be approved and authorized by the vote of at least **two-thirds (2/3)** of the members present and entitled to vote at a meeting having a quorum.
 - (4) Exception: There shall be an exception to the above procedures for real property (a) which is donated to the church as a gift, (b) which is not property on which church facilities are located, and (c) which is intended by the donor to be sold by the church, with the proceeds of sale to be used by the church. The sale of such gifts of real property must be approved by the Board of Elders and must be made at a price reasonably close to the fair market or appraised value of the property; and following such approval, the sale may be concluded by the Board of Elders without a vote of church members.

- (c) A deed, deed of trust, mortgage, bill of sale or other written instrument conveying or transferring real property, or a contract agreeing to do so, or creating a lien thereon, when properly authorized, shall be executed for and on behalf of the church by the Church Chairman, Church Vice-Chairman, Church Secretary, Church Treasurer, or such other person as may be authorized from time to time by the Board of Elders.
- (d) No real property of the church shall be mortgaged or encumbered to provide funds for current operating expenses of the church.

— Section 3 —

Checks, Contracts, and Personal Property of the Church

Except as may be otherwise authorized from time to time by the Board of Elders, all checks, drafts, notes, contracts, leases, and other legal papers or documents dealing with personal property of the church shall be executed on behalf of the church by an officer of the church or by the Senior Pastor, Executive Pastor, or the Church Administrator.

— Section 4 —

Deposit of Church Funds

All funds of the church shall be deposited to the credit of the church in banks, trust companies, or other depositories as may be selected from time to time by the Board of Elders.

— Section 5 —

Conflicts of Interest

The church may not make any loan to an officer, elder, pastor, deacon or member of the church or to his or her spouse. The church may not borrow money from, or otherwise transact business with, an officer, elder, pastor, deacon or member of the church or his or her spouse, unless (a) the transaction is in the church's best interest, as determined by the Board of Elders with full disclosure and review of all relevant facts and without the vote of any elder having a personal interest in the transaction, and (b) the transaction is fully described in a legally binding written instrument, executed by the parties.

— Section 6 —

Dissolution of the Church

Should the church be dissolved, all of the church's property, funds and assets shall be conveyed to and vested in the local district of the Evangelical Free Church of America, provided it is at such time an organization exempt from taxes under **Section 501(c)(3)** of the Internal Revenue Code. If the foregoing organization is not at such time qualified as an organization exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, then upon dissolution, all of the church's property, funds and assets shall be distributed to an organization of like purpose which is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X

Church Year, Minutes, Books and Records

—Section 1 —

Church Year

The fiscal year of the church shall begin on **October 1** and run through **September 30**, which is also the church year.

—Section 2 —

Minutes of Meetings

The church shall keep minutes of meetings of the Board of Elders and of business meetings of members, which shall be kept in a safe place at the principal office of the church or at such other place or places as the Board of Elders

may establish from time to time. Minutes may be kept, but are not required, for meetings of other church groups, such as (without limitation) pastors, deacons, committees and teams.

—Section 3 —

Budget

The Board of Elders shall recommend an annual budget for each church year, and shall present it to the membership of the church for discussion and approval.

—Section 4 —

Expenditure Limitations

- (a) The Senior Pastor, Executive Pastor, and Church Administrator (acting singly or jointly, as authorized by the Board of Elders) with the approval of the Board of Elders and in accordance with the budget adopted by the church, shall have authority to spend from church funds all such sums as are reasonably necessary or advisable to carry on or expand the ministries (whether spiritual, material or otherwise) of the church, without further approval of the church. However, a per expenditure maximum will be set annually by the church, or in the absence of such setting, is **\$20,000.00**. If an amount exceeds **\$20,000.00** and is outside of the approved budget, prior approval by the Board of Elders is required. If an amount exceeds **\$100,000.00** and is outside of the approved budget, prior approval by the church membership is required at a duly called meeting.
- (b) The Senior Pastor, Executive Pastor, and Church Administrator (acting singly or jointly, as authorized by the Board of Elders) shall have authority to spend from church funds all such sums as are reasonably necessary or advisable to maintain and repair the property of the church, subject, however, to the prior approval of the Board of Elders and in accordance with the budget adopted by the church.

—Section 5 —

Financial Books and Records

The church shall keep accurate and complete financial records in a safe place at the principal office of the church or at such other place or places as the Board of Elders may establish. At least once a year, a report of the financial activity of the church shall be prepared internally and provided to the Board of Elders. At least once every **three (3) years**, an external engagement (such as an audit, review, or agreed upon procedures) on the financial records of the church shall be performed by a Certified Public Accountant (who is not a member of the church). These reports and engagements may be initiated at any time and performed more often by direction of the Board of Elders, and the results shall be made available to the church membership in order to facilitate financial accountability.

—Section 6 —

Retention, Inspection and Copying

All books, records, and annual reports of the financial activity of the church and minutes of meetings of the Board of Elders and of business meetings of members shall be kept for at least **five (5) years** following the close of the church year to which they apply. Such books, records, reports and minutes, as well as other papers and documents of the church, shall be subject at all times, during regular business hours, to inspection and copying by any officer, elder, pastor, deacon or member of the church, provided, however, (a) that such person has a proper purpose related to the person's involvement in the church, and (b) that such person submits to the Board of Elders a written, signed request for such inspection and/or copying stating the purpose for which such request is made. The Board of Elders may, in its discretion, require reasonable copying fees and place reasonable restrictions and safeguards on inspection and copying.

ARTICLE XI
Church Operations Manual

The church may have an operations manual containing such leadership team descriptions, church committee assignments, pastoral position descriptions, church staff job descriptions, ministry descriptions, and other matters not contained in these Bylaws, as the Board of Elders may decide from time to time.

ARTICLE XII
Amendments to Bylaws

Amendments to these Bylaws may be introduced through formal motion at any business meeting of members, but shall not be acted on until the following business meeting. At least **two-thirds (2/3)** majority of the votes cast at such meeting, having a quorum of at least **ten percent (10%)** of the membership of the church present, shall be required for acceptance. Notice of such meeting and of the proposed amendments shall be given in the same manner as provided in **Section 2 of Article IV** of the Constitution.

Certificate of Church Secretary

I certify that I am the duly elected and acting Church Secretary and that the foregoing Constitution and Bylaws were duly adopted and constitute the true and complete Constitution and Bylaws of the church, as of the last date shown below.

Church Secretary

Approved: September 13, 2009

James W. Gunter, Chairman
Board of Elders
Wayside Chapel Evangelical Free Church

History of Wayside Constitution and Bylaws:

Adopted: September 8, 1960

1st Revision: April 20, 1980

2nd Revision: February 7, 1988

3rd Revision: September 14, 1997

4th Revised and Restated: September 11, 2005

5th Revision: September 13, 2009