



CONSTITUTION AND
BY-LAWS
OF
WELCOME HOME CHRISTIAN CHURCH
(WHCC)

A Florida Nonprofit Religious Corporation
(est. 1/2017)

**CONSTITUTION OF
WELCOME HOME CHRISTIAN CHURCH (WHCC)**
a Florida nonprofit religious corporation

PREAMBLE

We declare and establish this constitution to preserve and secure the principles of our faith and to govern this body in an orderly manner consistent with the Bible. This constitution will preserve the liberties of each individual member of WHCC and the freedom of action of this body in relation to other Churches.

ARTICLE I - Name and Principal Office

The name of the Corporation is Welcome Home Christian Church, Inc. (WHCC). This Corporation will be further referred to in the Constitution and By-Laws as "WHCC." WHCC maintains its principal place of business at 33332 Lake Bend Circle, Leesburg, Florida, 34788. The Elders of WHCC shall have full power and authority to change the principal office location from one location to another. Any change of this location shall be recorded by the Secretary in this section, or this section may be amended to state the new location.

ARTICLE II - Purpose

The Purpose of WHCC is to glorify God through the following means:

EXALTING JESUS CHRIST by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

WORSHIP by expressing our love of God by participating in public worship services together and maintaining personal regular devotions. (John 4:24)

FELLOWSHIP by encouraging, supporting, and praying for each other as members of the family of God and by sharing our lives together. (1 John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5,7, John 13:34-35)

DISCIPLESHIP by helping others develop into full, mature Christ followers and by promoting personal spiritual growth through biblical training. (Ephesians 4:11-13, Matthew 28:20, 2 Timothy 2:2)

SERVING unselfishly, in Jesus' name, meeting the physical, emotional and spiritual needs of those in our Fellowship, community and in the world, with our God-given gifts and abilities. (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11)

EVANGELISM/MISSIONS by sharing the good news of Jesus Christ with as many people as possible in our community and throughout the world. (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9)

WHCC seeks to benefit the people and our community by providing opportunities for spiritual, physical, intellectual, social, and cultural development. (Luke 2:52)

ARTICLE III - Statement of Faith

We affirm the Holy Bible as the inspired, authoritative, inerrant Word of God, and as the only basis for our beliefs. Our basic statements of faith can be found in our doctrinal statement.

ARTICLE IV - Affiliation

WHCC is autonomous and maintains the right to govern its own affairs, independent of any denominational control. We recognize the benefits of cooperation with other Churches and denominations in world missions and other Kingdom purposes. This church voluntarily affiliates with the Christian Churches / Churches of Christ (aka The Restoration Movement).

ARTICLE V - Amendments to the Constitution and By-Laws

Subject to the provision of the Florida Nonprofit Religious Corporation Law, this Constitution or the following By-Laws or any provision of them may be altered, amended, or repealed in the following way: Proposed changes shall be submitted to the Elders for consideration.

BY-LAWS

WELCOME HOME CHRISTIAN CHURCH (WHCC)

ARTICLE 1 - Membership

1.1 Purpose of Membership

A member of WHCC is expected to uphold the purpose, vision, and covenant of WHCC through faithful giving of time and resources. Membership in WHCC shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

1.2 Qualifications for Membership

1. A personal commitment of faith in Jesus Christ alone for salvation;
2. Baptism by immersion after committing their life to Christ;
3. A basic understanding of WHCC's Doctrine, Constitution, and By-Laws; and
4. A commitment to abide by the *Membership Covenant* and successful completion of the WHCC's membership class.

To request membership, a person should come forward at any worship service or request membership through the Senior Pastor or an Elder.

1.3 Designation of Membership:

In an effort to properly reflect the membership of WHCC, three membership classifications shall be maintained – active, associate, and offsite. These classifications shall be updated periodically and evaluated annually by the Elders.

- a. ACTIVE MEMBERS:** Active members shall be defined as one who attends and supports WHCC by participation and contributing financially and otherwise to the spiritual growth and welfare of the WHCC family.
- b. ASSOCIATE MEMBERS:** WHCC recognizes that Florida residents are often times seasonal (aka, "snow birds"). As such, WHCC has provisioned for those members looking to maintain membership at their "home" church (i.e. where they attend when they are not living in Florida), while also serving as members of WHCC while they are living in Florida. Associate Members will have the same rights as those of Active Members.

- c. **OFFSITE MEMBERS:** Offsite members shall be those who have moved out of WHCC's ministry area and have not joined another church or those who can no longer attend regularly due to health or other reasons.

The Elders will receive and monitor updates to the Member rolls annually.

1.4 Voting Privileges

Voting privileges are restricted to Active Members who are at least 16 years of age. Every Active Member shall have the right to vote on any matter brought before the Congregation including:

- The annual budget of WHCC;
- The nomination and affirmation or removal of Elders and Deacons;
- The disposition of all or substantially all of the assets of WHCC;
- The merger or dissolution of WHCC;
- The acquisition of real property and related indebtedness (including capitalized leases);
- The calling or removing of the Senior Pastor; and
- Other matters recommended by the Elders.

Voting by proxy is prohibited, but voting by absentee ballot shall be allowed if requested before the vote is taken.

1.5 Responsibilities of Membership

The responsibilities of membership are described in the following Membership Covenant, (below):

THE WHCC MEMBERSHIP COVENANT

Having received Christ as my Lord and Savior and been baptized, and being in agreement with WHCC's statements, strategy, and structure, I now feel led by the Holy Spirit to unite with the "WHCC family." In doing so, I commit myself to God and to the other members:

- **I WILL PROTECT THE UNITY OF WHCC...**By acting in love toward other members...By refusing to gossip...By following the leadership of WHCC (Romans 15:5-6; 1 Peter 1:22; Ephesians 4:29; Hebrews 13:17).
- **I WILL SHARE THE RESPONSIBILITY OF WHCC...**By praying for its growth...By encouraging fellow members and by inviting others to attend...By warmly welcoming those who visit (1 Thessalonians 1:2; Luke 14:23; Romans 15:7).
- **I WILL SERVE THE MINISTRY OF WHCC...**By discovering my gifts and talents...By being equipped to serve...By developing a servant's heart (1 Peter 4:10; Ephesians 4:11-12; Philippians 2:3-5a, 7).
- **I WILL SUPPORT THE TESTIMONY OF WHCC...**By attending regularly and participating faithfully...By living a godly life...By giving regularly of my time and money (Hebrews 10:25; Philippians 1:27a; Leviticus 27:30).

1.6 Termination of Membership

Members shall be removed from WHCC Membership for the following reasons:

- Death;

- Transfer of membership to another church;
- By personal request of the member; or
- Dismissal from WHCC must be according to the following conditions:

The member's life and conduct are not in accordance with Scriptural teaching, or when a member continues to knowingly ignore the commands or prohibitions of Scriptures (1 Timothy 1:18-20; 2 Timothy 2:14-19; Hebrews 10:23-25). Procedure for the dismissal of a member shall be according to (Matthew 18:15-17), and done after much prayer and in love.

1.7 Church Discipline

WHCC membership does not involve an expectation to live perfectly (Romans 3:23). Rather, church membership is a commitment to live according to Scripture and covenant together to hold each other accountable to live godly lives as Scripture teaches. Any member who is guilty of conduct by which the name of our Lord Jesus Christ may be dishonored is subject to WHCC discipline. WHCC discipline must follow the instructions of our Lord in Matthew 18:15-17. This is first by private one-on-one admonition. If that fails, then, two or more are to go to the individual, and if that fails, the matter is brought to WHCC.

- Discipline must seek to bring about the repentance, reconciliation, and spiritual growth of the individual disciplined. (1 Cor. 4:14; Heb. 12:1-11; Ps. 141:5; Prov. 25:12; 27:5; Eccl. 7:5; Matt. 18:15-20; Luke 17:3-4; 1 Cor. 5:3-5; Gal. 6:1-5; 2 Thess. 3:14-15)
- Discipline should be for instruction in righteousness, for the good of other Christians, and as an example to them (Rom. 15:14; 1 Cor. 5:11; 15:33-34; Col. 3:16; 1 Thess. 5:14-15; 1 Timothy 5:20; Heb. 10:24-25)
- Discipline should be for the purity of WHCC as a whole (Acts 5:1-14; 1 Cor. 5:1-7; Cor. 13:10; 2 John 9-10; Jude 24)
- Discipline should be for the good of WHCC's witness to the non-Christian community (Matt. 5:13-16; Acts 5:1-14; Eph. 5:6-11; 1 Tim. 3:7; 2 Pet. 2:1-2; and supremely for the glory of God by reflecting His holy character (Rom. 15:1-6; 1 Pet. 2:12)
- Discipline is always done with the hopes that the individual will confess (1 John 1:9) and be restored to right standing with God and WHCC.
- Dismissal from WHCC should always be by a vote of 2/3 majority of Active and Associate Members present.

1.8 Restoration of Members

Members dismissed by the Congregation shall be restored by the Congregation according to the spirit of 2 Corinthians 2:7-8, when their lifestyles are judged to be in accordance with Scriptures and the Membership Covenant.

ARTICLE 2 - Membership Meetings

2.1 Place

Meetings of the members shall be held at the principal location of WHCC or at such other place as may be designated by the Elders.

2.2 Annual Meeting

An Annual Meeting of the members shall be held on the first Wednesday of December annually. This Annual Meeting shall have a published agenda made available at least one week prior to the meeting. The Chairman, Vice Chairman of the Elders, or their designee will be the moderator of the meetings.

2.3 Special Meetings

Special meetings of the Congregation may be called at any time by the Elders for any purpose by giving notice to the members in accordance with the *Notice Requirements for Congregation Meetings* clause of this Article.

2.4 Notice Requirements for Congregation Meetings

Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than one (1) week prior to a meeting. Notification of membership meetings shall be given in any one of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- Distribution of written material to the congregation in attendance scheduled worship services;
- Announcement of the meeting in WHCC newsletter(s);
- Oral announcement to the congregation during scheduled worship services;
- Verbal announcement that is sent via phone or other electronic device;
- Distribution of electronic material to the congregation through electronic means (e.g., SMS text, electronic mail (aka e-mail), fax, or social media (e.g., Twitter, Facebook, etc.); or
- Delivery by U.S. mail to each member identified on the membership roll.

2.5 Quorum

At a meeting duly noticed, a two-thirds vote of the Active and Associate Members present constitutes a majority.

ARTICLE 3 - WHCC Government

3.1 General Officers

The biblical officers in WHCC are Elders and Deacons. In addition, WHCC recognizes vocational staff positions and the corporate administrative positions of Trustees, church Clerk, and Treasurer. All officers must be Active Members (not Associate Members) of WHCC prior to assuming responsibilities.

3.2 Primary Elder Responsibilities

Provide direction for WHCC and her ministries including proper delegation of authority and responsibility in particular areas.

1. Lead the church in proper biblical doctrine.
2. Lead the church in discipline/restoration concerns.
3. Oversee the business and financial responsibilities of the church

Having stated the three broad areas of responsibility, it is best to understand what these roles and responsibilities may look like in day to day life at WHCC. The following is not exhaustive but paints a picture of the expectations of an Elder:

- Shepherd the flock by providing care and feeding as necessary for the spiritual health of WHCC (Acts 20:17, 28; 1 Pet. 5:2);
- Lead the flock by hearing God's voice and catching His direction for His WHCC, the Elders are to provide the necessary leadership for WHCC to follow after God (1 Tim. 3:3-5; 5:17; 1 Thess. 5:12-13; Acts 20:28-31; Heb. 13:17; 1 Pet. 5:1-3);
- Teach the flock by accurately communicating through verbal teaching and godly lifestyle the truth of God (1 Tim 3:2; 5:17; Titus 1:9; Heb. 13:7);
- Pray for the flock by diligently seeking the Lord on their behalf regularly (James 5:13-15; Acts 6:4);
- Protect the flock from false teaching and false teachers (Acts 20:17-38; Titus 1:9-11);
- Serve the flock in humility through dependence on God and setting a godly example (1 Pet. 5:2-4; Heb. 13:7); and
- Share leadership by working together with other Elders and involving others in the Congregation in decision making. (Acts 14:23; 20:17, 28-31; Titus 1:5; 1 Pet. 5:1)

3.3 The Relation of Elders and WHCC Congregation

The purpose of Elder leadership in WHCC is to hear from God and lead the Congregation to follow Him. The Elders are responsible to the Congregation to provide spiritual leadership and to make day to day decisions concerning WHCC. The Elders are expected to have ongoing open communication with the Congregation, which is essential for good, healthy relationships. The Elders are to be the chief servants and shepherds of the congregation.

3.4 Elder Qualifications

The list of qualifications are stated in 1 Timothy 3:1-7 and Titus 1:5-9:

- Only men can serve in the role of an Elder;
- Must be blameless and above reproach;
- Must display sober and sensible judgment in all things;
- Must have a good reputation within WHCC and in the community. Must not be violent or quick tempered;
- Must not be given to drunkenness;
- Must not be greedy for money;
- Must be gentle and patient;
- Must not be quarrelsome;
- Must not be a recent convert;
- Must not be overbearing; Must be disciplined;
- Must not be a womanizer/husband of one wife;
- Must manage his own family well;
- Must be able to teach; and
- Must know and hold firmly to the truth of God's Word.

In addition to the biblical qualities referenced above, in order to avoid any appearance of improprieties, an Elder should not be related to the Senior Pastor or other staff members of WHCC by blood or through other family ties.

3.5 Choosing Elders

A man must first desire, aspire, be led, or be called of God to serve as an Elder (1 Tim. 3:1). There must also be a recognition by the current Elders and the Congregation of the man's life and godliness (1 Tim. 3:1-7; Titus 1:5-9). The Elders then examine and interview the candidate and make a recommendation to the Congregation for affirmation.

An ordination service should be planned for this affirmation.

3.6 Tenure of an Elder

An Elder will serve a three-year term and may become inactive voluntarily. In order to maintain consistency within the Elder Leadership, no more than two Elders will have their terms end at the same time. This may result in the founding Elders serving staggering terms initially. During this initial period, the Chairman of the Elders will determine who will have the various term lengths. This must be ratified by the majority vote of all Elders. Following this initial period, all Elders will be on a three-year rotating term-renewal period.

A situation may arise that warrants the dismissal of more than two Elders in an annual period. Such circumstances may require the need to vote in replacement Elders for all vacant positions.

3.7 Number of Elders

Scriptures show there was always a plurality of elders.

3.8 Organization of Elders

The Elders shall elect a Chairman, Vice-Chairman, and a Secretary annually in January.

3.9 Dismissal of an Elder

Dismissal of an Elder should be due to disqualification (according to 1 Timothy 3 or Titus 2). The procedure for dismissal shall be according to Matthew 18:15-17.

3.10 Senior Pastor

The Senior Pastor of WHCC is an Elder and the spiritual leader of WHCC. His Eldership term is not limited to three years, but will follow the term requirements outlined in this section. His qualifications are the same as the qualifications of an Elder. He is the primary pastor/teacher of WHCC. The Senior Pastor shall be called by at least 2/3 of the members at a membership meeting. All day-to-day decisions, general operations of the church, and overseeing the church's staff, are the Senior Pastor's responsibility. He is accountable to the Elders and the Congregation in all areas. The Senior Pastor is also the primary Worship Leader of the church. All areas of music, baptisms, the Lord's Supper and guests in the pulpit and music are in his care, responsibility and oversight. The Senior Pastor shall serve for an undesignated period of time. His responsibilities also include faithfully expounding the Word of God through preaching and teaching.

The Senior Pastor shall not be made an officer of the Elder Body, or of the Corporation.

The Senior Pastor may be removed with just cause or by disqualification as per 1 Timothy 3 and Titus 2. The removal must come by a vote of 2/3 of WHCC at a Congregation meeting. The Senior Pastor must be given at least 2-weeks' notice of such a meeting.

If the position of Pastor is vacant, an interim Pastor should be called until the vacancy is filled. A pastor search team consisting of at least five members should be appointed by the Elders and

affirmed by WHCC to search for God's man to be called as the new Pastor. A survey of the Congregation would be helpful to reveal what the Congregation is looking for in a new Pastor.

3.11 Minister of Music

The Minister of Music is responsible to the Elders and WHCC, supervised by the Senior Pastor, for the development and promotion of the music ministry of WHCC.

Responsibilities:

- Direct the planning, organizing, conducting, and evaluating of the overall music ministry; This includes choirs, praise teams, ensembles, bands, & orchestras both vocal & instrumental from children to senior adults. Enlist, train, & supervise leaders in the various age groups;
- Lead the Worship Music during various Worship services;
- Assist the Senior Pastor in planning all Worship services;
- Arrange & provide music for weddings, funerals, & other special occasions as needed;
- Maintain the music library, instruments, & audio-visual equipment;
- Prepare an estimated annual WHCC music budget & administer the approved budget; and
- Perform other duties as assigned by the Senior Pastor.

3.12 Ministry Coordinator

The Ministry Coordinator is responsible to the Senior Pastor and is based upon the current goals and needs of the church. The purpose of this position is to find out the direction the Lord is leading the church and get WHCC there faster. At the time of the incorporation of WHCC the responsibilities include:

- Oversight of the office equipment and keeping inventories stocked, including ordering;
- Weekly music oversight by researching, planning, copying the music, planning anything of special interest during the worship;
- Setting up vendor relationships;
- Expediting the legal aspects of setting up a new church entity;
- Overseeing the worship and class attendance logs so the acting secretary creates accurate records;
- Follow -up shepherding for those missing from worship;
- Keeping lines of communication going with members or attendees who are ill, as well as helping organize communion or meals to shut ins;
- Helping find personnel for various ministries and keeping records of such;
- Assisting in the oversight of Christian education for teens, elementary children, pre-school children, and nursery level children;
- Creating office procedures for various aspects such as record-keeping of members, baptisms, births, deaths, research for evangelistic outreach;
- Reporting church information for emailed newsletters several times a week;
- Transmitting information to the church's Facebook (and other social media outlets) frequently;

- Feeding information to the website overseer;
- Doing all the printing for the church publications such as weekend and mid-week bulletins, various lessons and forms;
- Maintain electronic and paper files for the church;
- Organizing of a card ministry to the sick or shut-ins, missions, military personnel, or members' birthdays and anniversaries.

As the membership grows the duties will alter. Some duties will be assigned to other capable people, and new duties will become essential; therefore, a freshened job description for Ministry Coordinator shall be created at 6 month intervals and kept on file for job review purposes.

ARTICLE 4 - Deacons

4.1 Role of the Deacons

In accordance with the spirit and practice of the New Testament, Deacons are servants of the church. The task of the Deacon is to serve with WHCC (1 Tim. 3:1-7; Acts 6:1-6). Deacons will be responsible for the Benevolence, Ushers, Offerings, and Deacon family ministry.

4.2 Deacon Selection Criteria

The Elders shall select and appoint Deacons as the need arises. Appointment as a Deacon will be considered only on the basis of Scriptural authority and qualifications and on WHCC-adopted criteria detailed below:

Though none are perfect, the Elders will select men who best demonstrate the fruit of the Spirit as listed in Galatians 5:22-23.

They should be already doing the work of a Deacon, and actively support the ministries and activities of WHCC through their giving and service.

Deacons are servants of the church. They must be very mindful of the example they show to others and carry to the non-Christian world.

4.3 Deacon Qualifications

The qualifications of Deacons are stated in 1 Timothy 3:8-13 & Acts 6:1-6:

- Only men can serve in the role of a Deacon.
- Must be blameless and above reproach.
- Must first be tested.
- Must display sober and sensible judgment in all things.
- Must have a good reputation within WHCC and in the community.
- Must not be violent or quick-tempered.
- Must not be given to drunkenness.
- Must not be greedy for money.
- Must be gentle and patient.
- Must not be quarrelsome.
- Must not be a recent convert.

- Must not be overbearing.
- Must be disciplined.
- Must not be a womanizer/husband of one wife.
- Must manage his own family well.
- Must know and hold firmly to the truth of God's Word.

Those candidates meeting the above criteria shall be nominated by the Senior Pastor/Elders. After a period of examination, the Deacon will be affirmed by the Congregation and serve as assigned. A Deacon transferring membership from another church is not automatically given the position in WHCC.

The Deacon body will organize themselves according to the ministry service needed. The deacons will serve three-year terms and may become inactive voluntarily.

4.4 Number of Deacons

There is no set number of Deacons.

4.5 Organization of Deacons

The Deacons shall elect a Chairman, Vice-Chairman, and a Secretary annually in January.

4.6 Dismissal of a Deacon

Dismissal of a Deacon should be due to disqualification (1 Timothy 3:1-7). The procedure for dismissal shall be according to Matthew 18:15-17.

ARTICLE 5 - General Officers/Staff Positions

5.1 WHCC Clerk

The WHCC Clerk shall be an Active Member of WHCC. It shall be the duty of the clerk to record the minutes of all regular and business meetings of WHCC. The WHCC Clerk shall be nominated by the Elders and affirmed by the Congregation to serve an indefinite term. In the absence of the Clerk the Elders shall appoint an Active Member to perform the duties. The WHCC Clerk shall ensure that the Office Manager/Administrative Assistant has dated copies of the most recent revisions of the Constitution and By-Laws available. The WHCC Clerk shall also act as historian of the church, ensuring records and events are on file of the various happenings in WHCC.

5.2 Treasurer / Financial Secretary

The Treasurer and Financial Secretary shall be Active Members of WHCC.

Treasurer

The Treasurer shall ensure that all funds and securities of WHCC are properly secured in banks, financial institutions, or depositories as appropriate. The Treasurer shall also be responsible for presenting regular reports on the account balances, revenues, and expenses of WHCC quarterly to the Elders and the Congregation. The responsibility may be delegated by the Elders. The Treasurer shall also ensure that full and accurate accounts of receipts and disbursements are kept in proper books or computer programs with outside backup with proper security measures in place. The Treasurer shall also supervise the Annual WHCC Budget and report to the Elders and WHCC as necessary.

A detailed, comprehensive written, printed financial report of all receipts, disbursements, balances, etc., shall be given to WHCC in printed form quarterly.

Financial Secretary

The duties of the Financial Secretary shall be to accurately post and maintain individual gifts on a permanent file for Income Tax purposes, as well as for individual personal records. The Financial Secretary will keep all individual financial records confidential. At the end of the year these records will be made available to individual givers showing the annual amount given to WHCC that year. These records can be mailed or emailed as requested.

Either the Treasurer or Financial Secretary will make bank deposits at least weekly of each week's income.

An audit of WHCC finances should be conducted periodically by an outside Certified Public Account who is familiar with non-profit organization accounting procedures and the results submitted to the Elders.

The Treasurer and the Financial Secretary shall be nominated by the Elders and affirmed by the Congregation to serve an indefinite term and to be reaffirmed annually.

For further information on the job descriptions, duties, and responsibilities of the Treasurer and Financial Secretary, see the WHCC Policy Manual (to be developed as needed).

5.3 Board of Trustees

The Trustees shall consist of three Active Members of WHCC. Their purpose is to handle legal, governmental, and insurance issues. The Trustees shall be nominated by the Elders and affirmed by the Congregation annually. In the absence or incapacity of a Trustee, the Elders shall appoint an Active Member to perform the duties of the Trustee until affirmed by the Congregation. The Trustees shall have a Chairman/Secretary.

ARTICLE 6 - Staff Positions

6.1 Administrative Assistant

The duties of the Administrative Assistant shall be to manage the WHCC Office. All record-keeping, files, and other documents shall be organized and maintained by the Administrative Assistant. An accurate record of WHCC's Members (Active, Associate, and Offsite) shall be maintained and provided regularly to the elders and Senior Pastor. The Administrative Assistant works under the supervision of the Senior Pastor. For further information on the job description, duties and responsibilities of the Administrative Assistant, see the WHCC Policy Manual (to be developed as needed).

6.2 Additional Staff Positions

As the need for additional full and/or part time/volunteer staff arises, with such need being determined by the Senior Pastor and Elders, staff shall be assigned to fill the need. All staff shall work under the supervision of the Senior Pastor. A Personnel Committee is recommended to assist the Senior Pastor and the Elders in the process of hiring and assigning staff. For further information on the job description, duties and responsibilities of the other staff positions, see the WHCC Policy Manual (to be developed as needed).

6.3 Termination/Resignation of Staff

Regular and Ministerial Staff may be terminated as deemed necessary by the Senior Pastor and/or majority vote of the Elders.

All Staff resigning shall give a minimum of two (2) weeks' notice to the Senior Pastor and Elders before vacating office.

6.4 Staff Management and Oversight

In the interests of maintaining consistency in the daily operation of the church, it is deemed preferable that the management of staff be primarily handled by the Senior Pastor including termination when necessary.

ARTICLE 7 - Teams

All WHCC Teams shall consist of at least three individuals. All teams shall appoint a Team Leader. Teams may be appointed as various needs arise by the Elders.

7.1 Standing Teams

Standing Teams of WHCC shall consist of, but not be limited to, Personnel, Finance, Building & Grounds, and Missions. These Teams shall be reviewed and affirmed by the Elders annually. For further information on the Team's duties and responsibilities, see the WHCC Policy Manual (to be developed as needed).

7.2 Ad Hoc Teams

Ad Hoc Teams are temporary in nature. They shall be appointed and assigned as various needs arise in WHCC and are appointed by the Elders.

ARTICLE 8 - Indebtedness

No note or contract exceeding the total annual budget whereby the credit of WHCC is pledged shall be made except upon recommendation of the Elders and approved by 2/3 majority vote of the Active and Associate Members present.

ARTICLE 9 -

Indemnification of Elders, Officers, Employees, and Other Agents

9.1 Definitions

For the purpose of this Article,

- **Agent.** "Agent" means any person who is or was an Elder, officer, employee or other agent of WHCC, or is or was serving at the request of WHCC as an officer, Elder, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was an Elder, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of WHCC or of another enterprise at the request of such predecessor corporation;
- **Proceeding.** "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative;
- **Expenses.** "Expenses" include, without limitation, all attorney's fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

9.2 Successful Defense by Agent

To the extent that an Agent of WHCC has been successful on the merits in the defense of any proceeding referred to in this Article 8, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of: *Actions Brought by Persons Other Than WHCC*, *Action Brought By or on Behalf of WHCC*, and *Determination of Agent's Good Faith Conduct* of this Article shall determine whether the agent is entitled to indemnification.

9.3 Actions Brought by Persons Other Than the Church

Subject to the required findings to be made pursuant to *Determination of Agent's Good Faith Conduct*, below, WHCC shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of, WHCC, to procure judgment on its favor, an action brought under the Florida Nonprofit Religious Corporation Law, or an action by the Attorney General by reason of the fact that such person is or was an agent of WHCC, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

9.4 Action Brought by or on Behalf of WHCC

Claims Settled Out of Court. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of WHCC, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

Threatened Pending or Completed Actions Against Agent.

WHCC shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of WHCC, or brought under the Florida Nonprofit Religious Corporation Law, or brought by the Attorney General, to procure a judgment in its favor, by reason of the fact that the person is or was an agent of WHCC, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both of the following are met:

The determination of good faith conduct required by *Determination of Agent's Good Faith Conduct*, below, must be made in the manner provided for in that section; and

Where the agent has actually been adjudged liable to WHCC in the performance of such person's duty to WHCC, unless and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred.

If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

9.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in *Actions Brought by Persons Other Than WHCC* and *Action Brought by or on Behalf of WHCC* of this Article is conditioned on the following:

Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of WHCC, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances.

The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest

of WHCC, or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with this section shall be made by:

- The Congregation by a majority vote of a Quorum who are not parties to the proceeding;
- or
- The court in which the proceeding is or was pending.

Such determination may be made on application brought by WHCC or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by WHCC.

9.6 Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections *Successful Defect by Agent* or *Determination of Agent's Good Faith Conduct*, in any circumstances when it appears:

That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, Constitution, the By-Laws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by WHCC before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

9.8 Insurance

The Congregation may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of WHCC against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not WHCC would have the power to indemnify the Agent under Corporations Codes; provided, however, that WHCC shall have no power to purchase and maintain such insurance to indemnify any Agent of WHCC for a violation of Corporations Codes.

ARTICLE 10 - Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Nonprofit Corporation Law shall govern the construction of these By-Laws.

ARTICLE 11 - Amendments to the By-Laws

These By-Laws may be altered, amended, or rescinded by WHCC/Congregation at a Congregational Meeting duly called for this sole purpose provided the proper notice has been given at least 30 days prior to the Congregational Meeting. Any proposed amendment or alteration, etc., must be submitted to the Elders at least 30 days prior to the Congregational

Meeting. Approval of the changes must be by 2/3 majority of Active and Associate Members present and voting.

This Constitution and these By-Laws were originally drafted and approved by the Congregation on March 26, 2017

Elder's approval:

Signed _____

Signed _____

Signed _____

Signed _____

Signed _____