



CONSTITUTION AND BYLAWS
OF
THE WELL COMMUNITY CHURCH

Version 20201223
Adopted 10 November 2020 as Amended by vote of the Directors

Prepared by Joseph N. Pack, Executive Pastor

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PREAMBLE

We declare that the global church exists for the purpose of spreading the Gospel locally, nationally, and around the world to the glory of God and in the spirit of oneness (*Ephesians 4:1-6*).

We furthermore declare that the objective of the church should be a mission and existence unto God's plan and design which leads the institutional church to forego earthly glories and riches in favor of honor to the Creator and his kingdom.

Therefore, we hereby establish the presence of a church dedicate to God and God alone, willing to abandon all that is familiar and comfortable in favor of extending compassion, Christian love, and service to all whom we may meet. This constitution will enumerate and preserve the tenets of this church, the duties and responsibilities of the Biblically outlined officers, and rights of individual members as they organize in His name. So help us God.

ARTICLE I. NAME

This body shall be known as the The Well Community Church [hereinafter referred to as the "Church"] residing in Caroline County, Virginia. The principle correspondence address shall be located at 13892 Farmer Drive, Woodford, VA 22580. The name and/or business address may be changed upon a 2/3 vote of the active membership.

ARTICLE II. NON-PROFIT STATUS

The Church is organized and shall be operated exclusively for religious, charitable, and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. The status of non-profit designation shall be proved out through adherence to the following conditions:

- A. The purpose of the Church is to provide aid and comfort to the hurting, support to the afflicted, discipleship to the devoted, and guidance for the lost with the sole purpose of glorifying God. The Church shall accomplish its mission, with the assistance and blessing of God, through worship services, inwardly focused ministries, and outwardly focused charitable and evangelical mission works. These principles and the governance of this organization shall be in accordance with the ordinances and instructions provided in the scriptures and proved through their conduct with one another and with the rest of the community.
- B. Additionally, the Church is organized and shall be operated for religious, charitable, and educational purposes within the meaning of Sections 501(c)(3) and 501(k) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (referred to herein as the "Internal Revenue Code"), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The foregoing statement of purpose shall not be considered as limiting or restricting in any manner the powers conferred upon corporations by Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and, therefore, the Church shall have the power to transact any business not prohibited by law or required to be stated herein.

- C. No substantial part of the activities of the Church shall be or involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of, or in the opposition to, any candidate for public office.
- D. Notwithstanding any other provisions of these Articles, the Church shall only carry on activities permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c), 2055 and 2522 of the Internal Revenue Code.

ARTICLE III. PURPOSE

The purpose of the Church is to aid the distressed, provide alms for the poor, administer comfort for the afflicted, provide scriptural truth to the lost, and educate the disciples. These goals shall be achieved, by the grace of God, through regular worship services, Bible studies, ministry and mission opportunities, and discipleship groups. It is the role of the Church to enable the individual believer to explore, mature, and execute their calling.

ARTICLE IV. STATEMENT OF FAITH

The Church believes in the Baptist Faith and Message 2000 which articulates core beliefs associated with the scriptures, God, Man, Salvation, God's Purpose of Grace, The Church, Baptist and the Lord's Support, The Lord's Day, The Kingdom, Last Things, Evangelism and Missions, Education, Stewardship, Cooperation, The Christian and the Social Order, Peace and War, Religious Liberty, and the Family. Among these core beliefs, the Church makes particular note of the following:

- A. Trinity. Jesus Christ is the son of God the father sent to earth to die for the sins of all and who sent the Holy Spirit to reside with his children which remains to this very day. The Father, Son, and Holy Spirit are all expressions of one singular God who has been revealed to mankind at times known only to the Father.
- B. Salvation. Salvation is found through the sacrifice of Jesus Christ, God's son, on the cross and is perfected through his corporal resurrection. Though there are many theological concepts to understand salvation through Christ, we believe that our unity is found in our common thanksgiving to an infinitely loving and gracious Lord or saved us despite ourselves.

- C. Scripture. The Church believes that the scriptures are the inerrant and divine Word of God record and transcribed through direct instruction or inspiration to the prophets, disciples, and saints and that all scripture is useful for education and growth (2 Timothy 3:16).
- D. Baptism. Tradition encourages believers to act and conduct themselves as Christ conducted himself which includes baptism through submersion at an age when an earnest, objective, and unadulterated commitment can be made to a life transformed by God. Baptism is the obligation of every believer symbolically as it was an ordinance of Christ to the disciples (Matthew 28:19).
- E. Marriage. Marriage is a construct honored with reverence God’s determination that “It is not good for man to be alone” (Genesis 2:18) preceding the creation of Eve, the first woman. In strict observance with this scriptural principle, we believe marriage is honored between a man and a woman committed to one another through their faith and willingness to affirm their oaths of fidelity before God and their peers.
- F. Stewardship. It is the responsibility of the church to encourage stewardship as a ministry and a mission at the individual and corporate levels. The church has an obligation to encourage and grow a spirit of thanksgiving and an atmosphere of ministerial growth through their financial and physical assets.
- G. Agreement and Harmony. Every Christian should live in peace with their brothers and sisters, not insisting on pursuing their own ideals of justice but leaving room for God to work in our lives and the lives of those around us (Romans 12:18). If a conflict arises between two individuals, they should resolve the conflict in accordance with the scriptures (Matthew 18:15-17). Escalation should never be the proclivity of any Christian, but instead all should desire reconciliation and peace with their fellow brothers and sisters in Christ.

ARTICLE V. POLITY AND RELATIONSHIPS

The government of the church holds venerable the institutions established in scriptures, particularly the pastor and elders (1 Timothy 3:1-7), deacons (1 Timothy 3:8-13), and workers (2 Timothy 2:14-26). These institutions are to be reverent, not for the mortal individuals occupying their offices but due to the scriptural foundation upon which they stand. Any and all church policies, protocols, procedures, and bylaws should be carefully balanced against these Biblical principles. The three primary bodies responsible for church governance will be the Pastoral Team for spiritual leadership and guidance in the church, the Elders’ Team to support the spiritual direction of the pastors and to assist in discipleship, and the Deacons’ Team to put the spiritual vision of the church into action.

The Church is committed to resolving, in a Biblical manner, all disputes that may arise within the congregation. This commitment is based on God’s command that Christians should

strive earnestly to live at peace with one another and that when disputes arise, Christians should resolve them according to the principles set forth in the Scriptures. We believe that these commands and principles are obligatory of all Christians, and are absolutely essential for the health and vitality of the church so that the church may accomplish the mission and mandates of the church. Therefore, any and all disputes in the church shall be resolved according to Biblical principles, as provided in the Constitution and Bylaws of the Church (Appendix 3).

ARTICLE VI. CHURCH COVENANT

The Church believes in God the father Almighty, Jesus Christ who was slain on a cross for our sins, and the power of the Holy Spirit to work through mortal men to achieve powerful things in the name of Jesus Christ. We believe in the perfect integrity of God's Word communicated through the scriptures and professed by prophets, saints, preachers, and teachers. We believe that God died so that all might know his loving grace and thereby be glorified as one who is above and beyond all powers known and unknown to man, even the inescapable power of death itself. Christ is the way, the truth, and the life and without a foundation built upon his mission and his will, no institutional church may stand.

The Church believes in the evangelical mission of Christ's body to reach the poor, the downtrodden, the afflicted, and the lost. We believe that no individual should be beyond the touch and call of Christ and that it is the responsibility of the church to act as Christ's hands and feet to reach all people groups near and far.

The Church believes that Christ does not belong to a specific generation, tradition, culture, or institution. Though Christ's own ministry focused on specific groups who would receive the new covenant, he also spoke with and performed miracles for the foreigner. Likewise, it is the responsibility of the church to pursue the glory of God in all their internal and external actions through the spreading of the Gospel.

The Church believes that all are welcome to the altar of Christ and that altar is reserved by God for those who acknowledge sin and pursue righteousness.

The Church believes that the things of this world are temporary and only afforded as defined by God's divine will and blessing. As God provides, the Church shall exhibit a spirit of reverence, humility, and thanksgiving recognizing that God can, and sometimes will, call for those blessings to be returned for the benefit of his holy kingdom. Just as the Hebrew people in Exodus were told to only collect enough mana to support their food needs for a single day to prove their faith, so to does God desire our faith in his providence.

The Church believes in unity through the truth of the Holy Spirit (Ephesians 4:1-16) and that no unity can be found so long as a group relies on their own institutions. The unity of the Church will be found in the infallible truth of a great and mighty God who is above all things that ever have been, are now, or may ever be in the future until Christ shall return again.

ARTICLE VII. BYLAWS

SECTION 1. PASTORAL TEAM

The spiritual leadership of the church shall be led by a pastoral team guided by the calling, vision, and conviction of a duly appointed senior pastor. This team shall work in unison to support ministries, worship services, religious events, and the overarching mission of the church.

Section 1.1. Attachment and Separation from Pastoral Team

The pastoral team shall consist of designated ordained pastors as identified by the senior pastor and confirmed by a majority vote of the congregation. In the event there is no serving senior pastor, and the executive pastor is not available to serve as an interim, the directors will meet prior to any other business of the church being conducted, worship services and ministries excepted, and vote on an acting senior pastor. Once affirmed by the congregation, members of the pastoral team will remain in their positions until due action has been taken to properly separate the individual from the team.

To be a member of the pastoral team, the team member must be knowledgeable in the scriptures, have demonstrated an ability to lead some form of organized or corporate ministry, and been ordained into the gospel ministry. A member of the pastoral team must abide by the scriptural model outlined in 1 Timothy 3:1-7.

Due action to cause separation from the pastoral team includes...

- A. If a team member desires to separate from the team, they may provide documentation of their desire to resign from the pastoral team. Once approved by a majority vote of the directors, the individual may separate from the pastoral team and continue to partner with the church in any other capacity.
- B. If cause is found to remove a member of the pastoral team, the directors must approve by majority vote to recommend the individual for reconciliation. Reconciliation will occur by the directors meeting with the separating member on no less than 2 different occasions with the goal of resolving differences. Directors may appoint an individual to sit in their place if it is necessary to maintain harmony between all parties. Once 2 attempts have been made to reconcile with the separating individual, a written or electronic summary of the meeting outcomes will be provided to the directors. No less than 30 days after receiving written or electronic summary of these meetings, the directors shall meet and vote on whether to dismiss the separating member. A 2/3 vote is required to separate a member of the pastoral team from the church. Once separated, the individual may continue to participate in the church as any other member.

Section 1.2. Senior Pastor

The senior pastor shall be the head of the pastoral team and *de facto* chairman of the directors. They are an *ex officio* member, with voting privileges, of all church teams, committees, task forces, or other organized bodies unless stipulated otherwise in the bylaws or by a majority vote of the directors. The senior pastor may appoint, at their will and pleasure, a proxy to serve in their stead from the pastoral team in any *ex officio* capacities. On all teams and committees, the senior pastor or appointed proxy may cast any tie-breaking votes as necessary.

It shall be the responsibility of the senior pastor to set conditions and procedures of all regular worship services. The senior pastor shall recommend, and the directors shall vote to approve, an executive pastor to assist in all administrative duties of the church and speak for the church in an official capacity except when superseded by the senior pastor. In the event the senior pastor is unavailable or absent, the executive pastor will assume the duties of interim senior pastor.

When initiated by a majority vote of the directors, an external pastor search will be conducted by appointing a pastor search team consisting of the pastoral team and elders. The pastor search team shall solicit publicly for applications and approve a candidate by 2/3 vote of the team. Once approved, the candidate will be confirmed by the directors and thus named the new senior pastor.

Section 1.3. Executive Pastor

The executive pastor shall be recommended by the senior pastor and confirmed by a majority vote of the directors. It shall be the responsibility of the executive pastor to define operating instructions for all ministries or teams as necessary to provide guidance in accordance with the bylaws such that the goals and intent of each ministry and team can function efficiently. Operating instructions serve as standing policy unless contested by ministry leads or deacons.

If operating instructions are contested, a challenge must be conveyed to the executive pastor first. The executive pastor must provide written or electronic explanation for their instructions back to the ministry leads or deacons issuing the challenge. If a resolution can not be reached, the matter is sent to the directors for their determination.

The executive pastor may, in absence of a treasurer or assistant treasurer, assume the responsibility of treasurer to ensure the proper operation of the church.

The executive pastor shall call and officiate over business meetings including at least one mandatory business meeting each calendar year. The senior pastor may direct the executive pastor to facilitate additional meetings as necessary to conduct church business. The executive pastor may delegate responsibility of organizing a church meeting to proxies as necessary to ensure smooth operation of the church.

Section 1.4. Apostolic Ministry

The Church shall recognize the roles of apostles to their congregation as spiritual mentors who possess an external perspective for church polity and spiritual vision. The apostolic ministry will be governed by the processes outlined in Appendix 4.

SECTION 2. ELDERS

An elders' team shall be appointed by a majority vote of the church to serve as spiritual leaders of the church with a goal of supporting the vision of the pastor. The responsibilities of the elders shall be to support ministries, campaigns, or missions consistent with the pastor's vision and to provide mentorship and discipleship to the congregation. The elders hold the special responsibility to help execute the vision of the pastoral team, disciple the congregation, and provide good counsel to the pastoral team to assist them in their duties.

Section 2.1. Attachment and Separation from Elder's Team

Once elected, elders shall be ordained by public ceremony before the church or, if previously ordained to the position of elder, duly installed. Elders are entitled to up to 3 years on the elders' team before moving to an inactive status. Once inactive for no longer than 1 year, an elder may be reinstated on the elders' team. Elders for the ensuing year should be ordained or installed no later than September 30 of each year. If external events prevent new elders from being installed by September 30, the existing elders shall continue serving on the elders' team and an expected date of installation shall be provided to the church before the standing due date.

In the event of an unexpected vacancy, an inactive elder may be appointed by majority vote of the elders' team to serve the remainder of the vacant term. If necessary, an elder may be removed from the elder's team by a majority vote of the pastoral team.

Elders must believe in the statement of faith prescribed in the constitution of The Church. Elders of the church must abide by the scriptural model of a presbyter outlined in 1 Timothy 3:1-7.

Section 2.2. Meeting and Responsibilities

The elders' team shall consist of no more than 5 individuals at a given time and meet at least once in a 3 month period or "quarterly". Elders are to provide a written or electronic report to the pastoral staff at least once a year to report on the status of The Church's ministry work including any suggestions or potential areas for additional outreach. The elders may provide recommendations to the deacons for new ministry or ministry activities to be executed to facilitate the vision of the pastoral team.

At the beginning of each year, elders must approve by majority vote 2 individuals to serve with the directors as the elders' appointed representatives. Elders should also vote on a team lead

who will organize and facilitate team meetings and act as a single point of contact for the senior pastor.

SECTION 3. DEACONS

A deacons' team shall be appointed by a majority vote of the church to assist with the activities and actions required to successfully execute the ministries of the church and vision of the pastoral team. The responsibilities of the deacons shall be to identify ways to make visions for ministries and outreach become a reality including assessing feasibility of ministry goals and identifying innovative solutions to overcome physical obstacles.

Section 3.1. Attachment and Separation from Deacon's Team

The deacons' team shall consist of individuals with a capacity to lead the service of the church including ministries, missions, and Bible studies. The pastoral team shall recommend a list of deacons capable of leading the work of the church annually and present their recommendations to the elders' team. Once approved with a majority vote of the elders' team, deacons shall be presented to the congregation for affirmation by a majority vote. As this is a body responsible for executing the spiritual vision and direction for the church, it is not necessary for nominations to originate with the congregation, though nominations may be solicited at the direction of the pastoral team.

If necessary, a deacon may be recommended for removal or separation from the deacons' team by a majority vote of the elders' team. The recommendation is then heard by the pastoral team who will either affirm or deny the removal by unanimous vote. If there is a vacancy in the deacons' team, the pastoral team may provide a new recommendation to the elders' team who will then approve or reject the nominee by majority vote to serve for the remainder of the year.

The number of individuals on the deacons' team shall be determined by the recommendation provided annually by the pastoral team. Deacons for the ensuing year should be ordained or installed no later than September 30 of each year. If external events prevent new deacons from being installed by September 30, the existing deacons shall continue serving on the deacons' team and an expected date of installation shall be provided to the church before the standing due date.

Section 3.2. Meeting and Responsibilities

The deacons' team shall meet at least once in a 3 month period or "quarterly". Deacons are to accept recommendations and suggestions from the elders' team on any ministry concepts and to work with ministry and team leaders to turn spiritual vision into a reality. If the spiritual vision articulated by the elders' or pastoral team is not feasible, the deacons' team shall communicate the challenges anticipated with executing the vision back to the relevant originator of each idea to determine if a solution can be reached.

At the beginning of each year, deacons must approve by majority vote 2 individuals to serve with the directors as the deacons' appointed representatives. Deacons should also vote on a team lead who will organize and facilitate team meetings and act as a single point of contact for the senior pastor.

Section 3.3. No Simultaneous Dual Service on Deacons' Team and Elders' Team

An individual may not serve on the deacons' team and elders' team simultaneously. If any individual is currently serving on one team and is elected to another team, they must either resign from their current team to serve on the other or decline the election. If elected by the church, this decision is at the will and pleasure of the individual.

SECTION 4. DIRECTORS

All decisions regarding properties, investments, and all legal representation shall be the responsibility of the directors which consist of the pastoral team, 2 elders, and 2 deacons. These individuals, collectively, will serve as the legal directors of The Church as outlined in the Articles of Incorporation filed with the Commonwealth of Virginia State Corporation Commission.

The directors shall be responsible for decisions on properties, investments, and all legal matters. All ministry leaders, volunteers, and church partners hold a responsibility to refer any property, investment, and legal matters to the directors in timely manner so they may provide guidance on any action required of all parties.

Directors shall meet at least once in a 3 month period or "quarterly" to discuss the business of the church and issues arising from the membership. Attendance at these meetings will be assumed closed to the general public to protect any required confidentiality but may be opened at the request of the senior pastor.

SECTION 5. FINANCES

The finances of the church shall be managed as a stewardship ministry seeking to utilize the blessings given to the church in such a way that it glorifies God and supports the spiritual vision of the pastors.

Section 5.1. Treasurer

A treasurer, and an assistant treasurer, shall be elected annually by the directors to oversee all deposits and expenditures made from The Church's bank accounts. A report of the church finances shall be provided to the directors prior to their regularly business meetings and made publicly available to The Church. This report should include, at a minimum, current account balances, assets and liabilities, and a status of The Church's current budget. Duties of the treasurer may be assigned to the assistant treasurer as needed to ensure all financial records are adequately managed and reported.

The treasurer shall be responsible for maintaining a record of tithes and donations offered to the church. A record of tax deductible donations shall be made available to all church member within 2 months of the closing of the calendar year.

In the event a treasurer or assistant treasurer has not been assigned, the executive pastor may serve as an interim treasurer.

Section 5.2. Stewardship Team

The Church shall support a stewardship team responsible for generating a church budget annually and identifying new ways to financially support current ministry work. The stewardship team shall be consisted of a representative from the pastoral team, a representative from the elders' team, and up to 3 representatives from the deacons' team in addition to the treasurer. The pastoral team may recommend, at their election, which elders and deacons they wish to see on the stewardship team, but the elders' team and deacons' team are ultimately responsible for appointing their own representatives.

Section 5.3. Budgeting Commitment to Ministry

The Church shall possess a budget, as developed by the stewardship team and affirmed by the elders' and deacons' Team, which provides for the expected annual costs of the church. This budget shall be provided by September 30 to the pastoral team, elders' team, and deacons' team for the ensuing year. If delivery by September 30 is not possible, the stewardship team will provide an expected date of delivery to all relevant parties.

The budget shall reflect a commitment to ministry through matching \$1 of administrative or support costs with \$1 to ministry or mission related tasking. Functions such as dinners, reunions, picnics, or other social events shall be considered "support costs". It shall be the responsibility of the pastoral team, elders' team, and deacons' team to verify that this commitment to ministry is maintained in every proposed budget. The budget should identify which items fall in the category of administrative and support costs vice ministry or mission related expenses.

To maintain accountability, ministry and team leads with budgeted allotments shall meet with the stewardship team at least once a year to go over their previous year's expenditures so the stewardship team can better understand the needs of the ministry.

Section 5.4. Disbursements

Expenditures of The Church will be allowed through check, requests for petty cash, and electronic or card transactions. All transactions must be reported to the stewardship team and treasurer for oversight. All transactions must be accompanied by an invoice, receipt, or a written explanation for the expense.

If already approved as a part of the annual budget, disbursements require no additional approval. If an expense is not budgeted, it must be requested to the stewardship team who will

verify with the treasurer that sufficient funds exist for the expense and approve/disapprove based on the merit of the request.

Section 5.5. Receipts

All monies received by the church shall be recorded by the treasurer or other individual as delegated by the treasurer. Deposits should all be made by the treasurer or executive pastor or other individual as delegated.

Section 5.6. Salaries and Compensation

The stewardship team shall consider all recommendations for salary or compensation resulting from a pastoral search team or other services rendered to the church. All compensation packages shall be approved or denied by majority vote of the stewardship team.

SECTION 6. PARTNERSHIP

Partners are the legal members of The Church. By designating these individuals are partners, The Church recognizes their active role in achieving the vision and purpose of The Church outlined in the constitution.

Any person may offer themselves as a candidate for partnership in The Church. All such candidates shall be presented to the church at any regular church service for affirmation in any of the following ways:

- A. By profession of faith and for baptism by immersion.
- B. By promise of a letter of recommendation from another Baptist church.
- C. By personal statement, satisfactory to the church, that the person comes from another Christian church and was baptized as a believer, trusting in the grace of God alone for salvation. Acceptance of a candidate for membership would be contingent upon recommendation by the pastoral team or by another group as designated by the church.
- D. By restoration upon a statement of prior conversion experience and baptism when membership has lapsed, terminated, been lost, or when no letter is otherwise obtainable.

If any partner should object to a candidate partnering with The Church, those concerns should be raised to a member of the pastoral team to determine the most prudent course of action.

By becoming a partner, an individual is entitled to being considered for a position as an elder or deacon and is permitted to vote in any church elections. It is not necessary for someone to be a partner with the church in order to participate in missions or ministries unless explicitly defined by the pastoral team.

SECTION 7. ADHERENCE AND MODIFICATION OF CONSTITUTION AND BYLAWS

All policies and procedures of The Church shall conform with the constitution and bylaws herein described.

Section 7.1. Regular Review of Constitution and Bylaws

All bylaws and the constitution shall be reviewed by an appointed bylaws review team at least once every 5 years to determine if the governing constitution and bylaws of The Church are sufficiently supporting the missions and ministries of The Church. The composition and process for forming a bylaw review team is outlined in section 7.2.

Section 7.2. Requirements to Propose and Approve Changes

A recommendation to review the bylaws may be initiated by 2/3 vote of either the pastoral team, elders' team, or deacons' team. Once initiated, a team composed of even representation from the pastoral team, deacons, and elders will consider the recommendation and provide proposed changes to the directors. Once the directors approve the proposed changes by majority vote, the congregation will affirm the changes by a majority vote.

Any changes to the constitution or bylaws shall be accompanied by an appendix briefly describing the nature and reason for the change. These appendices shall be attached to the end of the approved bylaws. The purpose of these appendices is to provide accountability for all changes and inform future review teams.

SECTION 8. BYLAWS IN FORCE AND ADDITIONAL CLAUSES

The bylaws of The Church shall be in force on the approval of the chartering directors and must be affirmed by the congregation within 12 months of the first recorded business meeting of the directors.

Section 8.1. Bylaws Immediately In Effect

The bylaws of The Church shall immediately be in effect as of the first meeting of the board. In the event a modification is needed within the first year of church operation, a unanimous vote of the directors may supersede the procedures outlined in Section 7.2. For the purposes of this clause, the first year of church operation shall be defined as 18 months following the first meeting of the directors.

Section 8.2. Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- A. The interest of such officer or director is fully disclosed to the board of directors.

- B. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
- C. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
- D. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

APPENDIX 1: VERSION HISTORY

Version 20201110 – Initial draft brought before the Directors for approval. Voted on at the 10 November 2020 director’s meeting and unanimously approved with amendments as noted in the minutes.

Version 20201113 – Version updated with revisions noted in the minutes from 10 November 2020. Some formatting fixes and corrections to numbering, spelling and grammar were also performed; outstanding amendments from 10 November 2020 are to add language about conflict resolution.

Version 20201202 – Version adds section on conflict resolution, per amendments voted on at 10 November 2020 meeting and addendum on righting wrongs to augment conflict resolution section.

Version 20201220 – Corrected oversight from approved changes at 10 November 2020 director’s meeting which omitted mention of the apostolic ministry proposed by Frank Johnson and approved.

Version 20201223 – Corrected oversight which neglected to add “with voting privileges” to the definition of “ex officio” in section 1.2.

APPENDIX 2: MINUTES RATIFYING CONSTITUTION AND BYLAWS

MEETING MINUTES

10 November 2020

The Well Community Church

Meeting Started: 10 November 2020, 1800

Meeting Ended: 10 November 2020, 2100

Present: Pastor Frank Johnson (director),
Pastor Doug Farris (director),
Pastor Joseph Pack (presiding director)

The meeting opened with refreshments from Pastor Frank and a brief social meal.

Initial conversation surrounded timing of the transition to launching the new church and socializing the church concept with different families. The directors reached consensus that the church would aim for a soft launch in the February timeframe with a hard launch at Easter 2020. The decision was made to begin speaking to individuals who we know may be looking for a different expression of church as individuals before eventually making more public announcements in the beginning of January.

Doug will assemble a list of individuals and families to contact and send it out to the directors for concurrence. Once concurrence is reached, the directors will decide who will reach out to which families.

The directors were presented the Articles of Incorporation filed with the Commonwealth of Virginia State Corporation Commission (SCC). The contents therein were summarized for the directors and a certificate put into the records of the SCC was presented.

The constitution and bylaws were presented and discussed (see attachment, Draft 20201110). Doug mentioned that somewhere in procedure that we should address the issue of married couples and other issues surrounding conflict of interest between members who might be bound by ties of affection. Joseph mentioned we could handle this in procedure rather than bylaws.

Frank asked if there is specification in the bylaws for how elders and pastors must work together. Frank recommended that we add a clause in section 2.1 that when a deacon is dismissed by majority vote of the elders, the pastoral team must affirm the decision to remove by unanimous vote. Language will be changed that the vote of the elders for removal is a vote to recommend removal to the pastoral team.

Frank asked if we needed a vote tonight and Joseph summarized the process outlined in section 7.2 which specifies that within the first 365 days of church operation, the directors may

change the bylaws by unanimous vote, overriding the process in section 6.2. Frank recommended changing this section to be 18 months vice 365 days. Frank also mentioned that we should specify that *ex officio* includes voting rights. All parties agreed.

Frank recommended adding a section about conflict resolution. He said he had certain language that he would add and Doug and Joseph concurred.

Frank said he would send information to the directors on an apostolic pastor position for future consideration.

After discussing all sections of the constitution and bylaws, the directors voted unanimously to accept the bylaws as amended in the minutes.

Doug asked whether The Well Community Church would affiliate with the Southern Baptist Convention. Conversation ensued and the group agreed that to ensure that this church was understood as something truly “different” from traditional churches, we would remain independent while leaving the doors open later.

Joseph nominated Doug Farris as Senior Pastor. The directors voted and Doug Farris was unanimously voted as senior pastor. Doug Farris nominated Joseph Pack as Executive Pastor. The directors voted and Joseph Pack was unanimously voted as executive pastor.

With all matters for discussion settled, the group agreed that called meetings could be held remotely over the phone or internet if needed and was reminded that the bylaws can be changed, as amended, within the first 18 months of this meeting by unanimous vote of the directors.

Doug Farris closed the meeting in prayer, offering up thanksgiving for all God has done.

APPENDIX 3: RECIPROCAL LIVING – THE RIGHTING OF WRONGS

Applicable Scriptures: Matthew 5:23; Matthew 6:12,14-15; Matthew 18:1-35.

Basic Goals

To Restore all relationships in the quickest time possible, while involving as few people as possible.

Basic Principles

1. The Believer who first becomes aware of a wrong action has the responsibility to initiate and carry out god's given procedures in taking care of it till it has reached a satisfactory completion.
2. A Believer needs to proceed as quickly as possible within the framework of God-given procedures.
3. In necessary, seek the counsel of a spiritual leader such as a Pastor, Elder, Deacon, Sunday School teacher, etc.. DO NOT USE ANY NAMES.

Within The Family of God-The Church

When you are the offender-the one who has done wrong:

- a. First and foremost this offense or sin must be set right with God using Psalm 51:1-4 as a guide. This involves:
 - i. Confession to God (1 John 1:9)
 - ii. Repentance (2 Cor 7:9,10)
 - iii. Acceptance of God's forgiveness (Ro 5:1; Col 1:20)
 - iv. Rejoice in your freedom from the burden (John 8:34,36)
- b. Second, it must be set right with those offended (Matt 5:23-24). This involves:
 - i. Confession to the offended – IMPORTANT...The confession should be only as public as was the offense. Just name the basic offense.
 - ii. Asking for forgiveness. Forgiveness is not a feeling; It is an act of obedience.

NOTE: wrong approaches

1. Sharing blame: "I'm sorry, but if only you had not..."

2. Being vague: "I'm sorry, forgive me."

3. Placing doubt: "If I have been wrong, I'm sorry."

4. RIGHT APPROACH – Naming basic offense "I see I have been wrong in _____, will you please forgive me?"

- c. Third, satisfactory/necessary restitution must be made. (Eph 4:28-31)
 - i. Anything stolen must be returned
 - ii. Lies told need to be confessed
 - iii. Gossip, slander, et., that has hurt relationships, and reputations must be repudiated.
 - iv. Gratitude for favors received must be given
 - v. Rebellion against authority experienced in attitudes and actions must be replaced with a submissive spirit and actions.
- d. Finally, it must be set right within yourself – sin always damages you. (Psalm 32:3-4)

When you are the offended-the one who has been wronged. (Matthew 18:21-22)

- a. You must seek reconciliation with the offender. Handle it asap.
 - i. Self-examination-with the Holy Spirit as your guide, examine yourself to see if you have contributed in any way to the wrong that was done. Did you provoke the attitude or behavior?
 - ii. Prayerful preparation-prayerfully go to the offender with a committed attitude of forgiveness and reconciliation.
 - iii. Wise face-to-face confrontation- a good approach might be, “Have I done something that has caused you to be angry with me?” Always give the other person the benefit of the doubt and promote an attitude that wants restitution. Beware “negative interpretations.”
 - iv. Finalize the matter-do not leave until you have done all in your power to consummate the matter by the full restoration of the relationship. It would be wise to pray together as a closing act.

When you are the Believer who sees another sinning. (Gal 6:1; James 5:19-20)

- a. Pause to pray for guidance-you need to be very careful and Spirit-led. We are called to be “Peacemakers.” (Matt 5:9)
- b. Be sure of your spiritual condition-the Galatians verse seems to indicate only the “spiritually mature” ought to handle this.
- c. Seek the counsel and assistance of another spiritual leader.

- d. Approach the party whom you believe is the most likely to initiate God's procedures-Be ready to suggest a procedure.
- e. It may be appropriate to go and participate in the reconciliation if both parties agree.

Outside the Family of God-outside the Church

- 1. When you, the Believer, are the offender
 - a. Follow the same procedures as within the church.
- 2. When you, the Believer, are the offended or the observer. (Matt 6:12,14-15)
 - a. As the offended, you must forgive without any demand from them or to them. (Ro 12:14-21; Luke 6:35-37)
 - b. As the observer, pray for them; but you have no responsibility to correct their attitude or behavior.

Benefits of righting wrongs

- 1. It humbles a person: Humility is a quality necessary for God's blessing.
- 2. It draws people together: To seek and to give forgiveness always draws people together.
- 3. It exalts God: Obedience to God's commands always exalts God.
- 4. It results in a good conscience: It helps to destroy roots of bitterness that can cause harmful habit patterns.

Frank Johnson
November 1, 2017

APPENDIX 4. Apostles to The Well Community Church

Purpose: To establish the relationship of designated Apostle(s) to The Well Community Church and to define qualifications, responsibilities, and selection of those Apostle(s).

1. General

Apostles are part of the foundation upon which the church is built according to the New Testament. Apostles relate to the church at large and therefore can provide insight and counsel to numerous local church bodies. Apostles are not part of the governmental structure of a local church. Since the Pastoral staff and Elders of The Church desire to provide wise and godly direction, the church shall establish relationships with men who by their function and ministry are acknowledged as Apostles in the Body of Christ.

2. Qualifications

a. Personal

- i. Shall be well acquainted with God and His ways
- ii. Shall be ordained in the Gospel Ministry and whose Christian character and qualifications are consistent with the principles of faith and doctrine of The Church (1 Timothy 3:1-17)

b. Ministry

- i. Shall have a proven ministry as evidenced by decades of pastoral ministry within the Body of Christ.
- ii. Shall be gifted with a vision to see the “church at large.”
- iii. Understands the “times we live in.”
- iv. Shall be gifted in church government, conflict resolution, and the ability to analyze ministry and personnel gifting.
- v. Well acquainted with the New Testament doctrine of spiritual gifts. (1 Corinthians 12 and Romans 12)
- vi. Shall desire to serve as an Apostle and be willing to commit the time necessary to serve.
- vii. Shall be known and approved by the Pastoral Staff and Elders of The Church.

3. Responsibilities

1. The Apostle’s responsibilities

- a. Pray for the church
- b. Come as needed
- c. Keep regular contact with the Pastoral staff and Elders
- d. Come and minister to the church when possible
- e. Speak honestly and openly into the church life and the life of the Pastoral Staff and Elders.

2. The Church responsibilities

- a. Affirm the individual as an Apostle of The Church.
- b. Keep the Apostle(s) informed regarding church life and speak honestly and openly regarding the life of the church and the life of the Pastoral Staff and Elders.

- c. Consider seriously and prayerfully the counsel provided by the Apostle(s) and implement changes as the Holy Spirit leads.
- d. Provide expenses and honorarium when the Apostle(s) is involved in ministry to the church.

4. Appointment

1. Selection

The Pastoral Team and Elders shall prayerfully seek guidance by the Holy Spirit to identify those whom the Lord leads to serve as Apostle(s) to WCC.

2. Approval

The Pastoral Staff and Elders shall select the Apostle(s) who will serve and inform and inform the church.

3. Term

Either party may terminate the relationship by mutual written notification and the congregation notified as soon as possible.