

BYLAWS OF THE WAHIAWA CHURCH OF CHRIST (Working Draft)
Adopted December 26, 2005

Article I: Name

- A. The name of this corporation is and shall be the Wahiawa Church of Christ (“church”) and it may do business under other biblical designations (e.g., the Family of Christ).
- B. The principal office of this corporation shall be at Wahiawa, Hawaii, and at such a place in the City and County of Honolulu, state of Hawaii, as the Board of Directors (“Board”) shall from time to time determine.
- C. The corporation shall have a seal.
- D. The corporation shall make its bylaws available to all members, potential members, the public and any interested parties, upon request.

Article II: Corporate Powers

- A. The church is organized exclusively for Christian religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. The powers of the corporation shall be vested in its Board of Directors, which shall consist of a minimum of three: President, Vice-President, and Secretary-Treasurer. Directors shall be first elders (a.k.a. shepherds, overseers, pastors, presbyters, bishops), then servants (a.k.a. ministers, deacons)—but only if a sufficient number of elders to hold the required positions is lacking. The Board shall oversee all aspects of the church.
- C. The persons selected or appointed to fulfill the roles of President or Vice-President shall do so for life, unless they voluntarily relinquish their offices, or if they cannot fulfill their duties due to certifiable physical, spiritual, or mental incapacities. Temporary geographic dislocation, even for several years, shall have no affect on either of these officers’ status as members, Directors, or officers of the church, as long as they are able to remain actively involved from a distance.
- D. The President and Vice-President together constitute an Executive Committee with the full authority of and the right to exercise the full authority of the entire Board in between the Annual Meeting and duly called and approved meetings of the full Board. That authority includes the power to veto or waive, and the authority to appoint or remove officers.
- E. Elders shall be male members of the Wahiawa church who have met the characteristics outlined in the Pastoral Epistles, Scripture in general, the applications of those characteristics outlined in Article III under “Elders,” and other documents created and approved as needed. They shall also have a demonstrated commitment to the church that includes a minimum of four years of full membership, training, giving, and selfless service.
- F. Other servants (deacons, ministers, etc.) may be male or female members of the congregation who possess the characteristics developed in the Pastoral Epistles, Scripture in general and the congregation’s application of those characteristics. Specific characteristics are outlined in Article III under “Other Servants.” They are subordinate to elders.

Article III: Leadership, Duties and Characteristics

The church and its ministries are led by the Board, other elders and servants, ministerial staff, standing committees authorized by these bylaws, and these church officers which constitute the corporate Board of Directors: President, Vice-President, Secretary, and Treasurer (the latter two offices may be combined and fulfilled by one person as Secretary-Treasurer). All leaders come under the ultimate oversight of the Directors.

A. Elders/Directors

1. *Responsibilities*

The Board of Directors shall have primary responsibility for the spiritual welfare of the church and its members, shall have the ultimate oversight of all aspects of the church and its ministries, shall prayerfully seek, and help implement, God's will for the church, shall keep the church's vision before the congregation, and shall deal with such church business as cannot be delegated.

2. *Duties*

- a. The Board shall be responsible for the form of the worship services, assisting others in conducting those services, assisting in administration of the Lord's Supper and baptism, collecting tithes and offerings, the supervision of ushers, the selection of preachers and teachers, and for maintaining peace through leadership in conflict prevention and resolution.
- b. The Board shall annually identify each of the ministries of the church (e.g. women's ministry, education). Each ministry shall identify one to three (as determined by the Board) lay leaders to the Board. The Board shall confirm their qualifications, present them to the church, and confirm the leadership of these individuals by recognizing them as responsible for their ministries.
- c. The Board shall organize themselves by assigning their members to oversee the several functions of the church such as Christian education, assimilation and care, conflict prevention and resolution, worship, missions and outreach, and administration and finance as well as overseeing the welfare of various ministries within the church. In exercising this oversight:
 - i. They may convene councils consisting of ministerial staff and other servants. These councils may assist in planning, coordination of ministry activities, development of budget proposals and provide mutual support and encouragement.
 - ii. They shall work to build one-to-one mentoring and support relationships with the ministerial staff and other servants for whom they are responsible.
 - iii. They shall annually review the service of all team-members including the senior minister. The Board shall assist the senior minister in the review of other members of the ministerial staff. Such reviews will be confidential to the Board.

- iv. They may establish such ministries, councils and committees as they deem appropriate. Except as specifically provided in these bylaws, and subject to the approval of the Board, each ministry, committee, or council shall make such provision as it considers necessary for its organization and for the conduct of its business. Unless otherwise specified elsewhere in these bylaws, a majority of the members of each ministry, council, or committee shall constitute a quorum.
- v. Following the Annual Meeting, the Board shall confirm members of the committees, standing or ad hoc, as authorized in these bylaws.
- vi. The Board has the responsibility for the oversight and general management of all moneys belonging to the church, for assuring that these moneys are used for the purposes designated, and for the approval of all budgets.
- vii. One elder shall serve as President, and one shall serve as Vice-President of the Board of Directors. If the church has only one elder, he shall serve as President and the servant most qualified may serve as Vice-President in the interim (e.g., while additional elders are being developed), but for no more than two years. If the church has no elders, then the two most qualified servants may fulfill these roles in the interim, but for a period of no more than two years. The offices of President and Vice-President combined constitute the Executive Committee.
- viii. When the church has three elders, one shall serve as Secretary-Treasurer/Director; if the church has four elders, one shall be Secretary/Director and one shall be Treasurer/ Director.

3. *Characteristics*

Elders shall be male and full members in good standing, viz., they shall be characterized in the manner set forth by the congregation; their private and public lives shall conform to the principles set forth in such Scriptures as: Romans 12:1-2, I John 3:16-18, Psalms 15, II Corinthians 5:17, Galatians 5:13-16, Ephesians 4:22-32, 5:1-33, Philippians 2:1-8, Colossians 3:5-11, I Peter 3:8-12, 5:2-3, I Timothy 3:2-7, and Titus. And they shall be in full accord with the church's core beliefs as expressed in the new member seminar and other approved church literature. They must be willing to serve, and be able to commit themselves to the priority of service as elders of Christ's church. Each elder shall have demonstrated a consistent Christian witness in their previous service to the various ministries in the church, and in all areas of their lives.

4. *Number*

When the church has a man qualified to be an elder, it may ordain as few as one elder; it shall impose no maximum number of elders.

5. *Selection*

- a. Except for those in the offices of President and Vice-President, term limits shall be required of other elders when the total number of other elders

exceeds 3 and the number of servants exceeds 8. When term limits are required the following shall apply:

- b. If term limits are required, other elders shall serve two-year terms with approximately the same number of terms ending each year. Each elder may serve a second consecutive two-year term. After completing two consecutive terms as an elder, or leaving the eldership for any reason except for being ordered to military or professional duty, a person may not be nominated again for eldership until at least two years have expired. To be confirmed as an elder, an individual must receive at least 50% of the church's support.

B. Other Servants

1. *Responsibilities*

Other Servants shall be responsible for leading the ministries of the church. They are responsible to the Board, to the ministries they lead, and to the church. They are subordinate to the elders.

2. *Duties*

- a. These servants provide personal support to an individual ministry of the church through leadership, through encouragement of those who participate in that ministry, and through prayer for the ministry.
- b. A subcommittee of these servants may be formed to propose a slate of nominees to the church's servants as a whole, which shall elect a slate of nominees. For purposes of electing this slate of nominees, a majority of these servants shall constitute a quorum. The list of nominees shall be presented to the Board for approval. The approved list shall be presented to the Secretary for filing and published to the congregation by the deadline specified elsewhere in these bylaws prior to the Annual Meeting.
- c. Female servants may serve in any roles except those of elder, preacher, or other roles which dishonor the biblical principal of male familial headship.

3. *Qualifications*

These servants shall be members in good standing, viz., they shall possess such characteristics as set forth by the congregation; they shall in their private and public lives conform to the principles set forth in such Scriptures as: Acts 21:9, Romans 12:1-2, 16:1, 1 John 3:16-18, Psalms 15, II Corinthians 5:17, Galatians 5:13-16, Ephesians 4:22-32, 5:1-33, Philippians 2:1-8, Colossians 3:5-11, I Peter 3:8-12, 5:2-3, Acts 6:1-6, I Timothy 3: 8-13, and Titus; they shall be in full accord with the church's core beliefs as expressed in the new member seminar material and other approved church literature. Each servant shall have demonstrated leadership ability in this church. They shall also have demonstrated a consistent Christian witness in their previous service to the various ministries in the church, and in all areas of their lives.

4. *Selection*

The Board shall annually identify each of the ministries of the church. Each ministry shall identify one to three (as determined by the Board) lay leaders to the Board. The Board shall confirm their qualifications, present them to the church,

and confirm the leadership of these individuals by recognizing them as servants responsible for their ministries. Persons designated as servants will serve for one year and are eligible to serve in consecutive years.

5. *Number*

When the church has a qualified person, it may have as few as one servant; it shall impose no maximum number of these servants. If the church does not have at least three elders, then the Board shall appoint at least one servant to fulfill the role of Secretary-Treasurer/Director.

C. Leadership Council

1. *Responsibility*

A Leadership Council may be appointed for the purpose of studying an issue, drawing conclusions, and making recommendations to the President and the Board. Once appointed, the Council's life span shall be no more than one year, during which it shall meet at least twice for prayer and to accomplish its goals; the Council may be dissolved at any time during its one year life if it arrives at its conclusions prior to the end of that year, or if it can not accomplish its goals for some reason. The Council's conclusions shall be solely advisory in nature. A Leadership Council may be appointed by the President, the Executive Committee, or a majority of the Board, other elders or servants.

2. *Membership*

The Leadership Council may consist of elders, servants, Directors, and/or members of the staff. The President, or his proxy, shall chair the Leadership Council, or appoint a proxy to do so.

D. Board of Directors

The majority of Directors shall be unrelated by blood, marriage or business relationships outside the church to avoid conflicts of interests, except in a situation like that which follows. If the church desires to have four Directors, two of which are related, the junior officer's vote shall be valued at 9/10 of 1 vote (90%).

1. *President*

The President is the Chairman of the Board and Chief Executive Officer. He constitutes 50% of the Executive Committee. He shall be an elder, and shall preside over all meetings or committees or appoint a proxy to do so. In cooperation with the Vice-President, he is primarily responsible for executing actions that fulfill the church's mission, objectives, and goals. He shall serve for life, or until he voluntarily relinquishes or cannot physically, spiritually, or mentally fulfill his role. Should the President be unable to fulfill his duties, the Vice-President shall become President *pro tempore* until a successor is appointed. If an elder is not available to serve in this role, a servant may fulfill it, but only for up to two years.

2. *Vice-President*

The Vice-President is President *pro tempore* in the absence of the President, and constitutes the other 50% of the Executive Committee. He shall be an elder, and shall assist and cooperate with the President in the execution of actions to fulfill the church's mission, objectives, and goals. He shall serve for life, or until he

voluntarily relinquishes or cannot physically, mentally, or spiritually fulfill his role. Should the Vice-President be unable to fulfill his duties, the Secretary, or Secretary-Treasurer, shall serve as Vice-President *pro tem* until the President appoints a successor. If an elder is not available to serve in this role, a servant may fulfill it, but for no more than two years.

3. *Secretary*

- a. The Secretary shall be an elder, or a servant if an elder is unavailable.
- b. The Secretary shall keep a written record of all meetings of the church or any subgroup, and have charge of its membership records.
- c. The Secretary shall give notice of all the meetings of the church as specified by these bylaws.
- d. The Secretary shall process and record all additions to membership by consent to congregational covenant, including transfers of membership; shall record the number of additions by confession of faith and baptism; and additions by reaffirmation of faith and by letter; the Secretary shall record the number of names removed from the roll during the year by transfer, by death, and for other reasons.
- e. The Secretary will make at least one annual written report of the numerical strength of the church and the changes during the preceding year.
- f. The Secretary shall publish the list of nominees approved by the Executive Committee by the deadline prior to the Annual Meeting as specified elsewhere in these bylaws. (1) These publications shall include appropriate biographical information concerning each possible nominee's past service to the church. (2) The ballot used to elect or confirm officers shall associate the candidates with the office which they have been nominated or appointed to fulfill.
- g. The Secretary shall notify candidates of confirmation results.
- h. The Secretary is an ex-officio member of all committees and the Leadership Council. The Secretary may personally attend, or designate a proxy to attend, any and all meetings for the purpose of making an adequate record of the proceedings.
- j. The Secretary shall ensure that all church records are maintained in the church office.
- k. The Secretary shall serve for a one year term and is eligible to serve consecutive terms.

4. *Treasurer*

- a. The Treasurer shall be an elder, or a servant if an elder is unavailable.
- b. The Treasurer shall receive, have custody over, and be responsible for all moneys belonging to the church and its organizations, including funds for relief of the poor.
- c. The Treasurer shall make no payment of money belonging to the church except as authorized in the budget, in writing by the Board, the Finance

and Administration committee, the Missions Committee, or any other committee having budgetary control of designated monies.

- d. The Treasurer shall keep adequate accounting records and operate in accordance with the standards of the Evangelical Council on Financial Accountability as much as the church's financial condition, doctrine, and bylaws allow.
- e. The Treasurer shall make a written report of the church's finances at least annually, to the Finance and Administration committee at least monthly, and to others as the Board may request.
- f. The Treasurer may execute contracts, and shall do so only when authorized by the Board.
- g. The Treasurer shall serve a one year term and is eligible to serve consecutive terms.
- h. The Treasurer shall exercise the authority given to the office of Treasurer by these bylaws.
- j. The Treasurer and assistants may be bonded as the Finance and Administration Committee deems prudent.
- k. The Treasurer and one other signatory authorized by the Board shall sign all financial instruments or contracts, which must have two signatures.
- m. The Treasurer shall ensure that all financial records are maintained in the church office.

5. *Secretary-Treasurer*

The roles of Secretary and Treasurer may be combined and fulfilled in the office of Secretary-Treasurer by one elder, or one servant if an elder is unavailable.

6. *Additional Directors*

The church may have additional Directors appointed by the President or Executive Committee.

7. *Honorary Directors*

The President or the Executive Committee may receive recommendations for and confer honorary directorships to Christians who are not a part of this church, but who have demonstrated notable Christian servant-leadership in the world or considerable love toward this church through significant gifts that far exceed those associated with honorary membership, whether money, resources, or service. The nominee must accept. Those who accept should be invited to a public ceremony during which an official document or other symbol which proclaims the honor and the reasons for it shall be conferred (e.g., and the Annual Meeting or one similar). Since honorary directors engage in the life of another church and are not regularly involved bodily in the life of this church, they do not lead, hold office (other than honorary), or vote in this church.

Article IV: Selection of Elders and/or Directors

The church's elders or Directors shall be selected, nominated, and appointed by the Executive Committee, and confirmed by a vote of full members at the Annual Meeting, after having been developed and examined as outlined in these bylaws. Once an elder or director is confirmed, he does not need to be confirmed again. On a case by case basis, the Executive Committee shall decide how to proceed when an elder or director is appointed but not confirmed. Those elders or directors subject to term limits shall serve for the term allotted to the position according to Article III and until their successors are selected, appointed and/or confirmed. Each term of office shall begin immediately after confirmation, or after appointment when no confirmation is necessary.

- A. Candidates for the offices of President, Vice-President, Secretary, Treasurer, Secretary-Treasurer, or Additional Director shall be elders of this church, or otherwise qualified to become elders upon appointment. In the case of a lack of elders or elder-candidates to fulfill all necessary roles, candidates shall be servants of the Wahiawa Church of Christ or otherwise qualified to become servants upon appointment.
1. Candidates for office must be full, active, and faithful members as outlined herein for four years prior to the date they are scheduled to assume office.
 2. Candidates must be nominated by the Executive Committee or its proxies, who should begin soliciting the recommendations of the congregation no later than September. Official nominations should open and close in October.
 3. Nominees shall be examined and a slate of candidates and the offices they will fill should be approved by the Executive Committee and announced in November.
 4. A ballot should be published and made available to the full members in December.
 5. Each full member choosing to vote shall check, in ink, the appropriate boxes on the ballot, print his or her name, sign his or her name, and place the ballot in the ballot box, any time before the Annual Meeting on the second Sunday in January.
 6. Each full member in good standing (defined in Article VI and elsewhere herein) may cast one vote for one candidate per office.
 7. To be counted, a ballot must be signed and the signatory's name printed and legible. An unsigned or illegible ballot will not be counted.
 8. The ballot box shall be kept secure while being made accessible to all full members for ballot-casting. It shall remain unopened until the Annual Meeting.
 9. On the 2nd Sunday in January of each calendar year, the Annual Meeting shall be held, final opportunity to vote given, balloting ended, and the ballot box opened in the presence of all. Supervised by the Board, the Secretary shall count the votes and record the results; the Treasurer shall then count the votes and confirm the results with the Secretary. The Secretary will then record the confirmed results, and announce the results.

10. Any outgoing officers shall transfer all records and information to the new officers, and assist them in every way with the transition to their roles during the following week, and as needed thereafter.
 11. No quorum is required for voting for the confirmation of officers.
- B. Other Issues Relating Affecting Eligibility for Appointment
1. *Elders*
 - a. Except for the President and Vice-President, no person who has been served as an elder for two consecutive terms, or who has left the eldership for any reason except being ordered to military duty or professional duty, shall be eligible for re-appointment and subsequent service as an elder for a period of two years following the expiration of such terms or eldership.
 - b. Each person appointed to complete the term of an elder who has vacated his position before the completion of the two year term shall be considered to have served a full term.
 2. *President, Vice-President, Secretary, and Treasurer*
 Individuals may serve in these offices without prior service as an elder. E.g., a qualified male servant nominated to one of these positions may be simultaneously nominated to be an elder. Since, under certain circumstances, these offices may be filled by servants, such simultaneous nomination or the lack of one should be clear to all prior to confirmation.
 3. *Simultaneously Holding Different Offices*
 While elders are servants who fulfill a unique service, to maintain balance and prevent unequal distribution of work that can threaten the divine joy such service is designed to be, we shall recognize a distinction between the organization's *office* of elder and its *office* of servant to protect that joy. Just as we recognize the civic prudence of forbidding the U.S. President from being at the same time a U.S. Senator, so also we forbid a person from holding simultaneously the *offices* of elder and servant.

Article V: Vacancies

- A. Any vacancy in an office may be filled by Presidential or Executive Committee appointment for the remainder of the term. A special confirmation meeting may be held within three months.
- B. Except for the President and Vice-President, in determining eligibility for continued service as an elder, service for a partial term shall be considered a full term.

Article VI: Membership

- A. All who are born again through the Lord Jesus are members of the universal body of Christ. As a local congregation of that body with the charge to "shepherd the flock," we employ several categories of local membership to create a workable model of spiritual oversight in a diverse community, while each person is known as a "member," regardless of category.

1. All believers who have sincerely submitted to believers' baptism (immersion) shall be eligible for any level of membership.
2. Individuals desiring membership must request it in writing (e.g., indicating so on an attendance card).
3. Those requesting membership must complete the Wahiawa New Member Orientation.

B. *Categories of Membership*

Our members are either

1. Full Members.

Those desiring full membership are usually permanent residents who fully commit to fulfill the membership covenant, have a demonstrated long-term investment in this church and this community, and live a spiritual commitment that tolerates no excuse for mediocrity. Full members may engage in every aspect of church life. A full member may not be a member of another congregation.

2. Associate Members.

Those desiring associate membership are usually disciples who understand and seek to attain the standards of the membership covenant but, due to current circumstances, cannot yet make the uncompromising spiritual commitment of full members. Associate members fully support this church, enjoy the privilege of certain leadership roles, and engage in every aspect of church life except holding church office and voting.

3. Transient Members.

Those desiring transient membership are often non-resident students or military personnel who desire to maintain membership in and support their home congregations, but want to assemble with a local body of believers while they are away from home. Transient members support the church as they can, enjoy the privilege of contributing their gifts in service, and may participate in every aspect of church life except leadership, holding church office and voting.

4. Honorary Members.

The President or the Executive Committee may receive recommendations for and confer honorary membership to Christians who are not a part of this church, but who have demonstrated notable Christian example in the community or considerable love toward this church through significant gifts (though less than those associated with honorary directorship) whether money, resources, or service. Nominees must accept. Those who accept should be invited to a public ceremony during which an official document or other symbol which proclaims the honor and the reasons for it shall be conferred (e.g., and the Annual Meeting or one similar). Since honorary members engage in the life of another church and are not regularly involved bodily in the life of this church, they do not lead, hold office (other than honorary), or vote in this church.

Article VII: Meetings

A. *Annual Meeting.*

1. There shall be one Annual Meeting to which all full members are invited.
2. This meeting will be held on the Second Sunday in January, immediately following the main worship service.
3. The business of this Annual Meeting shall be limited to the confirmation of officers.
4. This meeting shall be held in the same meeting-house used for worship that day.
5. The full Board of Directors shall meet at least once a year, days, times, and locations to be determined by the Executive Committee in consultation with all Directors.
6. The President may call other meetings at his discretion.

B. *Constitution of Meetings.*

1. Meetings may be announced and conducted by physical presence, e-mail, internet conference, teleconference or other means which allow interactive participation.
2. While subcommittee's of the Board, other elders and servants, Leadership Council, standing committees, ministers and staff shall communicate and/or hold meetings as necessary to conduct their work as authorized in these bylaws, they shall inform the Board's Executive Committee first.
3. While the President officially chairs all meetings, he may designate a proxy or approve of one who has been recommended as chair. The chair is responsible for keeping the meeting on track, moving, orderly, and for ensuring the Secretary or a competent proxy approved by the Secretary is present to record minutes. The minutes should be typed for review immediately afterward, and approved for filing and publication by the close of the next meeting.
4. The President, at his discretion, may call emergency meetings of the Board, other elders and servants, or the entire membership, and shall call such meetings at the request of a majority of the elders or a majority of the servants. Requests for special meetings shall be made in writing, and shall include the reason for the meeting as well as the typed/printed names and the signatures of those making the request.

C. *Notice of Meetings.*

All meetings shall be announced to all full members in advance—normally a minimum of two weeks. An agenda shall be published and made available in advance (a standing agenda is acceptable). Posting a meeting announcement on a permanently designated section of a church bulletin board shall suffice, and may be supplemented by other forms of announcement. Announcement of emergency meetings should be made as soon as possible, but shall not be held captive to the advance notice rule. Secret meetings are forbidden; those who engage in them forfeit their membership and/or office immediately.

Article VIII: Voting

- A. Only those full-members aged 18 years or older may vote on congregational business.
- B. A vote on any question may be taken by a show of hands, ballot, absentee ballot, roll call, live voice, telephone, telegraph, confirmed email, etc., as permitted or required by these bylaws except as noted below.
- C. Each voter is entitled to one vote on each question, except in the circumstances noted in article III.D, where one director would have only 9/10 of one vote.
- D. At the Annual Meeting voting shall be by signed ballot, which may be an absentee ballot that otherwise meets the requirements herein.

Article IX: Disposition of Assets Upon Dissolution

Should this corporation be dissolved, either voluntarily or involuntarily, the Board of Directors, or Trustees in Dissolution, after fulfilling all legitimate debts and outstanding contractual obligations, shall convey the remaining assets to another Christian charitable organization it selects that meets the definition of IRS code 501(c)(3), is affiliated with the non-sectarian, churches of Christ, and is organized for the purpose of fulfilling the gospel mission on Oahu.

Article X: Amendment of the Bylaws

- A. These bylaws may be amended, changed, or otherwise updated at a special meeting of the full members called for that purpose. Recommendations for amendment shall be submitted to the Board for approval/disapproval during the year prior to the 5th calendar year. If the Board approves recommendations for consideration, the President shall call a meeting for that sole purpose approximately one year later during the 5th calendar year (e.g., 2005, 2010, 2015, etc.), and appoint a committee or Leadership Council to do the necessary work.
- B. Should these bylaws be perceived to present internal inconsistencies, conflicts, or other questions with regard to their interpretation or application, the Executive Committee shall execute a remedy or issue an official interpretation.
- C. Articles I, IV, V, VII, and VIII may be modified by 2/3 majority of Board present and voting.
- D. Articles II, III, VI, IX, and X may be modified by 4/5 majority of Board present and voting.

Adoption of the Bylaws

The undersigned, being the duly elected or appointed officers and/or members of the Wahiawa Church of Christ with the authority vested in us to so do, certify that these bylaws have been adopted on December 26, 2005, as the sole Bylaws of this Corporation pursuant to the authority vested in us by the provisions of the Revised Laws of Hawaii.

D. Mullins, P/D/R

K. Gilbert, VP/D/R

B. Walker, S/D/R

B.A.S. Gilbert, T/D/R