

**BY-LAWS**  
**OF**  
**Whispering Pines Church**  
680 Brighton Street Grass Valley, CA 95945

**Article I**  
Preamble

These by-laws as adopted on January 2006 shall take precedence over all previously adopted by-laws. The purpose of this corporation as organized under these bylaws is to guide and facilitate the business activities of this Church in the acquiring and holding of real estate, the collecting and disbursing of money, and the appointing and directing of the agencies of the church, as required by the State of California under the laws of incorporation. They are not intended in any way to take precedence over the Word of God and the inspirational leadership of the Holy Spirit.

**Article II**  
Name

The name of this organization shall be: Whispering Pines Church of God of Grass Valley, California.

**Article III**  
Government

The government of the church is vested in the body of believers who compose it. It recognizes and sustains the obligations of mutual counsel and cooperation among churches and ministries who are aligned with our statement of faith.

**Article IV**  
Membership

**Section 1.**

The voting membership of this congregation shall be restricted to those who meet the following conditions:

- A. They shall be eighteen (18) years of age or older.
- B. They shall have worshiped regularly with our congregation for a period of at least six (6) months immediately preceding any meeting at which they exercise rights of membership.
- C. They shall have lived during this period of six (6) months in harmony with the statement of faith of Whispering Pines Church and in harmony with the Holy Scriptures and the revelation of the Holy Spirit.

**Section 2.**

All persons shall be regarded as voting members of this corporation upon their own declaration of eligibility as defined in Section 1. The list of voting members shall be subject to approval by the corporation and incorporated into the minutes following a public declaration of intention to vote.

**Section 3.**

The right of any person's voting membership may be challenged by any other member. In such cases, the right of voting privileges shall be determined by a three-quarters 3/4 vote of the members present and voting.

**Section 4.**

Two (2) weeks prior to the annual meeting of the corporation, the secretary shall post a typed notice of sections 1 and 2 of Article IV in the church lobby or some other conspicuous place.

**Section 5.**

The rules governing voting membership herein stated shall apply to the business organization only and shall not affect, in any way, the standing of members in the fellowship of the church.

**Section 6.**

The corporation may, by three-fourths (3/4) vote at any business session, waive the requirement, on an individual basis, of Article IV Section 1(B), pertaining to six (6) months attendance.

**Section 7.**

Passage of item(s) proposed by the Board of Directors shall require three-quarters (3/4) vote of a quorum as defined in Article VII, Section 1(C).

**Article V**

Boards and Committees

**Section 1. Board of Trustees**

The Board of Trustees of this corporation shall be composed of five (5) or more voting members. Each trustee shall be ratified for a term of two (2) years with staggered expiration dates. A trustee shall be a member in good standing and at least twenty-one (21) years of age.

**Section 2.**

The Board of trustees shall elect from its own members, a chairman, vice chairman, treasurer, and secretary. These officers shall be the officers of the corporation.

### **Section 3. Duties and Powers of the Board of Trustees**

- A.** Be responsible for executing all legal transactions related to any property of the corporation, as authorized by the congregation.
- B.** Manage the business affairs of the corporation, and have charge of collection and disbursement of the church money in accordance with the approved budget or special instructions of the congregation.
- C.** Attend to all improvements, leases, buying and selling, renting, hiring, and supervising of labor, maintenance, and insurance of the church property.
- D.** Receive and hold in trust any donations, bequests, endowments or other funds and property arising from various sources, and shall conduct all business related thereto when such matters are clearly distinguished as business.
- E.** Provide for such annual audit of financial records of the church as it deems appropriate.
- F.** Be responsible for safeguarding the real estate property owned by the corporation.
- G.** Be responsible to carry out the provisions so stipulated in Article VIII.
- H.** Appoint a pulpit committee and propose a temporary spiritual leader (Elder) to be ratified by the congregation in the absence of a Senior Pastor.
- I.** Negotiate and establish employment packages.

### **Section 4. Duties of the officers of the corporation**

- A.** The chairman shall preside at all meetings of the board and perform such duties as usually are assigned to the chairman of a deliberative body. The chairman of the board of trustees shall be president of the corporation.
- B.** The vice-chairman shall serve in the absence of the chairman.

- C. The treasurer of the corporation shall be responsible to oversee the receiving and depositing of the funds of the church in whatever bank is recommended by the board of trustees. He/she shall be authorized to give receipts for all monies paid to the church. The bank account of the corporation shall be in the name of the corporation. He/she shall cause all vouchers and orders paid by him/her to be filed and properly preserved as a part of the records of the corporation. He/she shall make regular reports each month to the board of trustees and annually to the congregation, showing receipts and disbursements and their relationship to the budget. The books shall be subject to inspection by other members of the board of trustees, as well as members of the corporation. He/she shall post such bond as shall be required by the board of trustees.
  - 1. Any one (1) of the following officers of the corporation shall be permitted to sign checks for the corporation: chairman, vice chairman, treasurer, secretary or those persons selected by the board of trustees.
  - 2. The bookkeeper will not be permitted signatory responsibilities.
- D. The secretary shall keep in a book provided by the corporation, an accurate record of the acts, decisions, and proceedings of the board. This record shall be the property of the corporation. He/she shall perform other duties incident to his/her office. The duties of the secretary of the board may also be carried out by the secretary of the church.
- E. Any two (2) of the following officers of the corporation shall be required to execute any and all legal documents dealing with corporation business: chairman, vice-chairman, treasurer, or secretary.

## **Section 5: Committees Coordinators**

- A. Liaisons
  - 1. Each committee may have a trustee liaison (the board chairman being exempt from coordinating a committee) and no less than two (2) additional members appointed by the coordinator of that committee. It is recommended that no one person be on more than one standing committee.
  - 2. Committees: The board of trustees may appoint such special, short term committees as it may from time to time deem advisable.

### 3. Pulpit Committee

- a. The pulpit committee shall be a standing committee.
- b. The pulpit committee shall consist of at least three (3) persons nominated by the board of trustees. The board of trustees shall appoint the chairman of this committee by a three-fourths (3/4) vote.
- c. Temporary spiritual leader (Elder) shall be responsible for the regular services during the period when the church is without permanent pastoral leadership. The honoraria for such services shall be determined in consultation with the board of trustees.
- d. Shall investigate the availability of prospective pastors and study their qualifications as to character, leadership abilities, experience, ministerial recognition and status and alignment with the Statement of Faith of Whispering Pines Church.
- e. When agreement has been reached by the pulpit committee on a prospective pastor, a special business meeting of the corporation shall be called. It shall present the name of one prospective minister and give a description of his qualifications.
- f. It shall submit the name of only one prospective minister at a time for consideration and possible call. In the event he does not receive as much as a three-fourths (3/4) vote of quorum (reference Article 7, Section 1(C)) the committee shall proceed to select the name of another prospective minister for presentation. This order of procedure shall be followed until a pastor is duly elected.

## Article VI

### Church/Pastor Relationships

#### Section 1. Selection and call of a pastor

In the event the church is without the services of a regular pastor, the trustees shall appoint the pulpit committee, pursuant to Article V, Section 5(A): 3, entitled "Pulpit Committee"

## **Section 2. The retention or termination of a pastor**

- A.** A pastor's services may be terminated at any time at the discretion of either the pastor or the church.
  - 1.** Should the pastor feel inclined to terminate the relationship, he shall present his resignation in writing to the board of trustees which, in turn, shall concur with the pastor as to how the resignation shall be presented to the congregation. The resignation should provide for a minimum of thirty (30) days notice, unless other arrangements are agreed upon to the satisfaction of the pastor and the board of trustees.
  - 2.** If termination is to be at the will of the church, the following procedures shall be followed:
    - a.** The pastoral evaluation shall have revealed serious weakness in the pastor's performance and/or interpersonal relationship skills.
    - b.** Attempts to strategize and covenant with the pastor towards the end of improving the pastor's performance shall have been resisted by the pastor or have proved to be futile.
    - c.** In the event that conditions (a) and (b) above have been fulfilled, the board of trustees may, at its discretion, by a three-fourths (3/4) vote request a vote of confidence on the pastor. Such a vote shall be taken during a duly constituted business meeting of the church and should be announced at least two (2) weeks in advance.
    - d.** If the pastor fails to receive a three fourths (3/4) vote of a quorum (reference Article 7, Section 1(C)) by those members in good standing, the pastor's services shall be terminated.

## **Section 3. Pastor's Responsibility**

- A.** He shall be the recognized spiritual leader of the church.
- B.** He shall preach the gospel regularly.
- C.** He shall give pastoral guidance and counsel wherever it is needed.

- D. Watch over the membership and spiritual interests of the church to develop its strengths for the best possible service with utilization of staff as necessary.
- E. Be administrator of the church vision and purpose statement.

#### **Section 4. Pastoral Staff**

- A. The pastoral staff shall be approved by simple majority vote of the church board upon recommendation of the pastor.
- B. The services of any member of the pastoral staff may be terminated by the pastor in writing after Matthew 18:15-17 has been exhausted.
- C. In event of resignation or other departure of the pastor, the members of the pastoral staff are expected to submit their respective resignations to the church board for the review of the incoming pastor in order to allow the incoming pastor the privilege of selecting his own pastoral staff

### **Article VII** Meetings

#### **Section 1. Annual Business Meetings**

- A. The annual business meeting of the congregation shall be held at the church or some other designated place in the month of January of each year.
- B. At least two (2) weeks prior to the annual business meeting the date and time of the forthcoming meeting must be announced publicly in a regular service of the church and a written notice posted on the church bulletin board at the same time. In addition the annual report will be available for review at this time.
- C. Quorum: In all annual and special business meetings a number representative of 30% of the previous years average church attendance as recorded by the assigned church representative for the regular service shall determine the number of duly qualified voting members constituting a quorum required to conduct meetings. The corporation secretary shall keep posted the number constituting a quorum with the notice of membership qualifications.
- D. In the event of any disagreement of procedure in a business meeting, Robert's Rules of Order shall be followed.

- E. All elections shall be by vote (refer to Article IV Section 7).
- F. Absentee ballot: In the event a qualified elector of the congregation finds it impossible to attend the business meeting due to illness or some other unavoidable reason, he may cast an absentee ballot, providing he -has requested it two (2) days prior to the meeting. His marked ballot must be sealed in an envelope and given to the chairman of the corporation before the business meeting, and his name must be approved as a voting member and recorded in the minutes.

## **Section 2. Regular meetings**

- A. The board of trustees shall meet regularly once each month.
  - 1. The chairman in cooperation with the pastor shall prepare a written agenda for each regular meeting.
  - 2. Church members desiring to present an issue to the board of trustees may do so by contacting a member of board one (1) week prior to a regular meeting, indicating the subject to be presented and requesting permission for it to be placed on the agenda.
- B. Special meetings may be called at any time by the pastor, the chairman of the corporation, or three members of the board of trustees. All such meetings shall be previously announced at regular services of the church at least one (1) week prior to the specially called meeting, stating the purpose of the meeting.

## **Section 3. Order of Business**

- A. Prayer
- B. Roll call to establish the number of qualified voters.
- C. Minutes of previous meeting.
- D. Reports of officers.
- E. Reports of committees.
- F. Unfinished business.

- G. Elections.
- H. Original resolutions and new business.
- I. Adjournment

### **Article VIII**

#### Care and Maintenance of the Church Property

##### **Section 1.**

The outside appearance must, at all times, be clean and presentable to the community.

##### **Section 2.**

The church building must, at all times, be maintained as needed such as painting cleaning, and repairing.

### **Article IX**

#### Conflict Resolution/Resignation

##### **Section 1.**

All conflict resolution between any member of the body will be approached with reconciliation as the primary focus and Matthew 18:15-17 will be the governing structure.

##### **Section 2.**

Any officer or member elected under provisions of these by-laws may be recalled by a three-fourths (3/4) vote of a quorum (reference Article 7, Section1(C)) and his/her term of office, together with all rights and privileges pertaining thereto, may be terminated at any regular or special business session, provided that notice of such action to be taken is announced at a regular church service at least one (1) week prior to the meeting.

##### **Section 3.**

If any officer, or member of the committee elected or appointed by this body fails to function or, for any reason, leaves this congregation, he/she shall thereby terminate his/her tenure of office and shall thereby be terminated at once. Such vacancy shall be filled by appointment by the board of trustees and ratified by a general vote of members, requiring a three fourths (3/4) vote of a quorum as per Article 7, Section1(C) .

##### **Section 3: Hearings**

- A. Any member accusing any corporation official of conduct unbecoming to his/her office shall put his/her accusation in writing and present it to the board of trustees, who shall convene a hearing panel after Matthew 18:15-17 has been exhausted.

- B.** The hearing panel shall consist of the following five (5) members:
  - 1. Senior Pastor or Senior Elder
  - 2. Board Chairman or Vice Chairman
  - 3. One other member of the board of trustees or ministerial staff
  - 4. One member selected by the accused as his/her representative.
  - 5. One member selected by the accuser as his/her representative.
- C.** A copy of such charge(s) /concerns shall be given to the accused member by certified mail at least two (2) weeks prior to the hearing at which action is to be taken. The accused shall be given full opportunity to be heard before the panel.
- D.** Following the hearing, upon a simple majority vote, a decision shall be sent by certified mail within ten (10) days of the hearing.
- E.** The decision of the members shall be final.

**Article X**  
Non-Profit Status and Dissolution

This corporation is Non-Profit, and bound by the letter of incorporation on file with the State of California in regards to operation and dissolution..

**Article XI**  
Church Year

The church fiscal year shall correspond with the calendar year.

**Article XII**  
Rules of Order

Roberts Rules of Order as last revised shall be the parliamentary manual for the corporation in all matters not specifically covered in these by-laws.

**Article XIII**  
Amendments

**Section 1.**

Any article or section of these by-laws may be altered, amended or replaced at an annual or special business meeting of the corporation by a vote of three-fourths (3/4) of the members present provided that a public announcement of such proposed action is

made at a regular service of the church at least two (2) weeks prior to the meeting and, provided further, that a written notice of such amendment has been made available to all active members and posted as a part of the same announcement.

## **Section 2.**

In the event of need of major amendments or alterations to, or replacement of, these bylaws the board of trustees may appoint a committee of three (3) members of the congregation to serve as a bylaws committee.

## **Article XIV** Statement of Faith

We believe the Bible to be the divinely inspired, undivided, infallible, authoritative Word of God. (*2 Tim. 3:15-4:1, 1 Thess. 2:13, 2 Peter 1:21-2:1*)

We believe that there is one God eternally existent in three persons: Father, Son and Holy Spirit. (*Deut. 6:4, Isa. 43:10-11, Mat. 28:18-20, Luke 3:22*)

We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and redemptive death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father and in His personal return in power and glory. (*Mat. 1:23, Luke 1:31-32, Acts 10:37-38, Acts 2:22, Heb. 7:26-27, 1 Cor. 15:3-5, 2 Cor. 5:21-6:1, Mat. 28:6, Luke 24:39, 1 Cor. 15:4-6, Acts 1:9-11, Phil. 2:9-11, Heb. 1:3, Zech. 14:4-5, Mat. 24:26, Rev. 1:7, Rev. 19:11-13*)

We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is biblically essential; one must be "Born again". (*Rom. 10:12-13, Eph. 2:8-10, Titus 2:11, Titus 3:4-8, Rom. 8:16, Eph 4:24, Titus 2:12, John 3:3*)

We believe in the present ministry of the Holy Spirit by whose indwelling and empowerment the Christian is enabled to live a Godly life and through whom the Spiritual gifts are operational in the Church today. (*Acts 2:38, 1 Cor. 7:7, 1 Pet. 4:10, Romans 12:6, 1 Cor. 14:1, 14:12, 1 Cor. 12:1-11*)

We believe in the divine order of authority and accountability and God's call for a man to teach God's Word to the congregation and women to teach other women and children. (*Eph. 5:22-24; 1Tim. 2:11-13; 1Cor. 14:33-35; Titus 2:1-5*)

We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation. (*1 Thes. 4:15-17, Rom. 3:23-24, 1 Cor. 15:51-52, Rev. 20:11-15, Rev. 21:6-8*)

We believe in the Spiritual unity of believers in our Lord Jesus Christ through the Holy Spirit and our Great Commission to spread the gospel to every person. (*Eph. 4:11-13, Ps. 133:1, Phil 2:1-3, John 17:20-25, Mark 16:15, Luke 14:23, Mat. 28:19-20, Acts 1:7-8,*

*Mark 16:15*

**Article XV**

**Section 1.**

All other by-laws preceding January of 2006 are obsolete and invalid.

Chairman Michael Wayne

Vice-chairman Clark Moots

Treasurer Dan Papararo

Secretary Tim Lloyd

Pastor Tony Stanley