

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

Article I
Preamble

These by-laws as adopted in December of 2010 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 Grass Valley, California.

Article III
Affiliation

Whispering Pines Church (WPC), believing in the independence and autonomy of the local church, proposes not to join any denomination or association of churches but intends to cooperate with like-minded churches everywhere.

Article IV
Purpose

The purpose of our church is to bring glory to God by (1) feeding the flock through regular expository Bible teaching, (2) using all Biblically sound means available to equip the saints for sharing the faith first with our own families and then with our neighbors and finally with the whole world, and (3) by being disciplined into Christ's likeness.

Article V Statement of Faith

1. We believe the Bible to be the divinely inspired, undivided, infallible in the original writings, authoritative Word of God. (*2 Tim. 3:15-4:1, 1 Thess. 2:13, 2 Pet. 1:21-2:1*)
2. We believe that there is one God eternally existent in three persons: Father, Son and Holy Spirit. (*Deut. 6:4, Isa. 43:10-11, Matt. 28:18-20, Luke 3:22*)
3. 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. (*Matt. 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, Matt. 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, Matt. 24:26, Rev. 1:7, Rev. 19:11-13*)
4. 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*)
5. 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, Rom. 12:6, 1 Cor. 14:1, 14:12, 1 Cor. 12:1-11*)
6. 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*)
7. 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 Thess. 4:15-17, Rom. 3:23-24, 1 Cor. 15:51-52, Rev. 20:11-15, Rev. 21:6-8*)
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, Matt. 28:19-20, Acts 1:7-8, Mark 16:15-16*)

Article VI **Membership**

Section 1: Qualifications

- A. Any professing Christian (see Rom. 10:9-10; John 1:12; James 2:14; 2 Cor. 13:5) who has reached an understanding of his or her sin condition, has affirmed the gospel, repented of his/her sins, demonstrated faith in Jesus Christ, who desires to unite with Whispering Pines Church, will be extended the right hand of fellowship and may be received into membership by fulfilling the following requirements:
1. A personal commitment of faith in Jesus Christ
 2. Completing the membership class, during which he or she will give testimony and evidence of salvation by written statement.
 3. Signing the Membership Covenant (Appendix A) and membership application; see Deut. 17:18-20, Neh. 9:38 with context in I Cor. 1:10. An exception may be made to signing if, in the judgment of the Elders, there is a genuine issue of conscience as illustrated in Rom. 14 and 1 Cor. 8. The determination to allow an exception will be made by the Elders after meeting with the individual seeking the exception. Exceptions will not be made on issues of Doctrine.
 4. Baptism by immersion.

Section 2: Receiving Members

Anyone desiring to commit themselves to the fellowship and ministry of Whispering Pines Church should indicate such desire to one of the Elders. After meeting the qualifications for membership (Sect. 1) and the Elders, knowing no reason why membership should not be extended, the candidate(s) will be recommended for acceptance into membership by printing their name(s) in the bulletin within two weeks of meeting the qualifications, and/or receiving new members in a public service induction ceremony. If there are no biblical objections made by the membership during the two weeks, the Elders will call upon the membership to recognize and formally welcome such new members.

Section 3. Membership Termination

For these purposes the following are the conditions for termination of membership which may be granted or determined by the Board of Elders. The Elders shall notify such members in writing of the termination of their membership.

- A. Voluntary Terminations

1. He or she joins another church.
2. He or she absents himself/herself and fails to support the church for a long enough period of time to display non-commitment (cf. Heb. 10:23-25).

B. Directed Membership Terminations

Membership should accurately reflect the active participants who currently support the ministry of the Elders and affirm WPC's Statement of Faith. WPC is a church that is committed to Christ-likeness, personal holiness, and truthful love. For these purposes the following are the conditions for which the Board of Elders may bring members before the membership for termination.

1. A member disaffirms any doctrine(s) that are considered critical to the faith (as outlined in the Statement of Faith in Article V).
2. A member persists in unrepentant sin. At this time the church will exercise compassionate, Biblical steps of church discipline (Gal. 6:1; Matt. 18:15-20; 1 Cor.4 5). After prayer and careful consideration should a termination of membership be deemed necessary by the board of Elders, the membership will be notified and the member will be:
 - a. Personally notified of the termination of his/her membership and all its privileges.
 - b. Informed that immediate and complete reinstatement is the goal of such disciplinary action after the sin has been acknowledged and repented of.

Article VII Officers

Section 1: Senior Elder/Pastor or "Teaching Elder"

While we believe in the plurality of leadership carried out through a body of Elders, we also recognize the importance of a "first among equals" as illustrated by God's Word. Jesus passed the authority and responsibility to shepherd His flock to His disciples and though they were equals, scripture tells us that Peter was the leader or the "first among equals" meaning though he was no greater than the others, he was recognized as the leader (Acts 1:15; Luke 22:31-32; John 21:15-17).

James, the half brother of Christ, emerged as the leader among the Elders in the church in Jerusalem. When Peter was released from prison and went to Mary's house, he acknowledged James' leadership role (Acts 12:17).

During the council meeting in Acts 15, while deciding the most important issue of their time, (the law/grace controversy) Peter represented the Apostles (Acts 15:7-11) and James represented the Jerusalem Elders (Acts 15:13-21). When Paul returned to Jerusalem, he went first "to see James and all the elders were present" (Acts 21:18). James clearly served as the primary leader.

Timothy and Titus were both charged with overseeing the churches in Ephesus and Crete. While there, they were responsible for appointing qualified leaders to share the burden, remove false teachers, restore church discipline and right doctrine. It is clear that Paul was passing the baton of leadership to Timothy, though not an Apostle, toward the end of Paul's life, primarily evident in 1st and 2nd Timothy.

All through God's Word, it is evident that He always appointed a primary leader to shepherd and lead His flock. In turn, that shepherd often times surrounded himself with those that would help him lead. (e.g., Moses appointed Judges to help decide matters of importance and mediate for his people.) From the family unit to the church, God is consistent in this area concerning leadership.

As "shepherd to the shepherds," the Senior Elder/Pastor is the head Elder, and recognized leader of the church. The Senior Elder/Pastor must purpose to maintain accountability (2 Cor. 8), follow the direction of the Holy Spirit and lead the church toward holiness, correct Biblical doctrine and purpose to fulfill the Great Commission and obedience to God's Word. As an Elder, the Senior Elder/Pastor must meet all of the qualifications of an Elder as described in "Section 2: Elders." In addition to the qualifications, authority and duties as set forth in Section 2, the Senior Elder/Pastor, with a heart of unity and humility (Col. 3:15):

- a. Presides over all Elder meetings
- b. Appoints Elders (process defined in Section 2. D.)
- c. Shepherds and is accountable to fellow Elders
- d. Makes all final decisions pertaining to church operations
- e. Is the President of the corporation and Chairman of the Elder Board
- f. Shall teach and preach regularly

Though he is seen as the "first among equals" the Senior Elder/Pastor will always be accountable to the other elders and make every attempt to be in harmony with the elders in all decisions recognizing that if everyone is listening to the same Holy Spirit, it is impossible to come to different conclusions. Whenever possible, the Senior Elder/Pastor should seek time and special consideration in a season of prayer for guidance on matters wherein consensus has not been reached. Also see Section 2 G.

Section 2: Elders (Elder/Pastor)

- A. **Qualifications:** Elders are men who are able and desire to serve God by teaching and leading His people, men whose lives meet all the Scriptural requirements set forth in 1 Tim. 3:1-7 and Titus 1:6-9. They are men who have demonstrated, prior to being nominated for Eldership, a shepherd's heart—i.e., a desire to care for and equip God's people in the Scriptures in progress toward spiritual maturity and in eternal matters of the soul (1 Pet. 5:1-10; Acts 20:28).
- B. **Authority:** Jesus Christ is the head of the church and His Word is the authority as revealed in the Holy Scriptures. The Senior Pastor/Elder along with the other Elders, as a plurality of

spiritual men, are responsible to know the mind of the Lord as revealed in Scripture and to follow the leading of the Holy Spirit in such a way that Christ's will is done in the church. The Elders, appointed by the Senior Pastor/Elder, with the consent and support of the church membership, are the decision-making board (Heb. 13:17; 1 Pet. 5:1-3; 1 Tim. 5:17). Decisions made by Elders shall be based on accurate, thorough Scriptural study and interpretation, the individual and corporate leading of the Holy Spirit, carefully assembled facts, and the solicited comments from the membership. The Elders must seek and find the mind of Christ in Scripture and so will make every effort to come to unanimous agreement before finally deciding any matter (Eph. 4:1-6; Phil. 2:1-4).

- C. **Duties:** Clear statements of Scripture concerning self-judgment (1 Cor. 11:31), subjection to all Christians (1 Pet. 5:5), and maintaining harmony within the church through gentleness rooted in humility (Gal. 6:1) are inherent with the Scriptural authority of Elders over the church membership. Consistent with these Scriptures, the Elders shall undertake with joy the duties and responsibilities set forth in the New Testament, such as to pray, teach, guard, oversee, discipline, support, and rule the Household of God. In order to assure knowledgeable participation of WPC's members in the important matters of doctrine and church business, Elders shall maintain transparent, effective and unveiled disclosure with the church membership by every and any means possible. Matters involving confidential issues shall remain confidential.

An Elder is called to oversee all church functions and:

1. Teach Biblical truth: (Acts 2:41-42; Titus 1:9; Matt. 28:19-20; 1 Tim. 3:2, 4:11-13; 2 Tim. 1:13-14; 2:24-25; 4:2)
2. Maintain doctrinal purity: (2 Tim. 2:23-26; Eph. 4:15; Acts 20:30-31)
3. Model Christlike behavior: (1 Thess. 2:10-12; 1 Tim. 4)
4. Discipline unruly believers: (1 Thess. 5:12-13; 1 Cor. 4:14; Gal. 6:1-2; Matt. 18:15-17; 1 Cor. 5; 1 Tim. 5:1,2)
5. Pray for those who are ill: (James 5:13-16)
6. Oversee financial matters: (Acts 4:35; 11:29-30)
7. Appoint and ordain pastors and elders. (1 Tim. 3)

- D. **Appointment:** The primary source for new Elders shall be from within the church membership, nevertheless the membership may seek someone from outside the membership to minister to WPC's needs and to serve as a paid or non-paid Elder. In either case, these men shall meet all Scriptural qualifications of an Elder as set forth in 1 Tim. 3, Titus 1, 1 Peter 5 and these bylaws.

1. **Step 1.** The Elders may call upon the church membership by requesting nomination of prospective candidates when more Elders are needed. Prospective Elders shall be men who have actively participated regularly with this church for at least one year or more (except in the case where a paid Elder is being sought from outside the WPC membership), who are Scripturally qualified, who are gifted by the Holy Spirit for service as an Elder, who are members and who have demonstrated the desire to care for and

pastor the local church.

2. **Step 2.** The names of prospective new Elders shall be written down and delivered to the present Elders. The Elders will then confer with all candidates by the following procedure:
 - a. Help the candidate evaluate himself in the light of 1 Tim. 3, Titus 1, and 1 Peter.
 - b. Evaluate the candidate's desire to serve.
 - c. Help the candidate review the church's Statement of Faith with the aim of identifying his beliefs (doctrinal exam).
 - d. Prospective Elders shall agree in writing that he will resign should he come to disagree with any portion of the Bylaws and Statement of Faith at any point in the future.
 - e. When all the foregoing has been completed and the Elders agree that the Lord has indeed given the candidate a pastor's heart and ministry, this step shall be considered complete.
 3. **Step 3.** The membership shall be informed of the Elder-candidate's name(s) by the Board of Elders. This will begin an examination period during which all members are encouraged to examine the candidate's Scriptural qualifications by personal interview with him, his family, neighbors, friends, and associates. This responsibility to the prospective Elder and the church membership as a whole should be especially met by the men of the church. If, however, during this time Biblical objections are raised by any member, that member should seek scriptural clarification from the candidate personally or by a signed letter. Should the resultant discussion satisfy the member that the candidate is Scripturally qualified to serve as an Elder, the objection shall be withdrawn. But in the event that the candidate will not consider the objection of the member, the matter must be placed before the Elders. The member holding an objection must come to an Elder's meeting, for resolution in the light of God's Word. The judgment of the Elders shall determine whether or not the candidate's name is withdrawn or his candidacy is continued.
 4. **Step 4.** If there are no valid objections to the candidate's appointment by the members during the examination period, the candidate(s) will begin a process of examination and installation by which he will demonstrate his knowledge of Scripture and his ability to use the Word of God to counsel and direct the church.
 5. **Step 5.** When this process is completed, the candidate(s) will be confirmed as an Elder. Those candidates so confirmed shall be recognized as Elders.
- E. **Terms:** The elder's term of service is indefinite. An elder's ministry continues consistent with his calling, qualification, desire, and ability to serve in this capacity.
- F. **Plurality/Interim Elders:** The Board of Elders shall be comprised of not less than three men. Interim Elders may be appointed by unanimous agreement of the current Board, with the capacity to function fully as an Elder during the interim period until such time as

additional permanent Elders can be found using the process outlined in Section 2D of this Article. Interim Elders must meet the same qualifications as other Elders as defined in this Article, Section 2A. The “interim” time period will be decided by the board of Elders and may be extended at the board’s discretion.

- G. **Senior Elder:** The position of Senior Elder should be that of a “teaching elder/senior pastor” and may be a full-time or part-time, paid position. He is the recognized leader of the church. His primary responsibility is to lead the church by feeding the flock (i.e. membership), leading the Board of Elders and the overall direction of the ministry (i.e. taking the initiative in defining the vision of the church, overseeing discussions or debates regarding any Biblical questions that arise, and providing example of personal devotion to God in prayer and the Word, shepherding the membership, and evangelizing/discipling of the lost). The senior Elder is the Chairman of the Board of Elders and the President of the Corporation. Whenever this position is vacated, the remaining Elders shall serve as a pulpit committee and seek a new Senior Elder/Pastor.
- H. **Calling an Elder from outside the membership:** It may become necessary though not preferable, to instate an Elder from outside of the membership. If such a situation should arise, the Elders shall strive to be unanimous in appointing any Elder from outside of the membership. Calling such an Elder will then follow the procedure outlined in this Article, Section 2A. As with all major decisions within the church, this decision should be communicated to the membership and an adequate amount of time given for the congregation to “test” the outside Elder and put to rest any possible reservations they may have.
- I. **Payment for Elders:** Any Elder may be paid for his services to the church. Salary and benefits and other allowed expenses shall be determined by the Board of Elders in conference with said Elder(s) and the Board of Deacons.
- J. **Meetings:** During meetings, the Chairman shall administer the board’s calendar, retreats and meetings by preparing agendas and minutes, distributing these to board members and the membership, and notifying board members of scheduled and special meetings. The board shall meet in regular sessions to conduct normal business and may call special sessions when necessary. At its meetings, the Board of Elders shall act on recommendations from the Board of Deacons or the church membership and conduct other business which may be required. When necessary, adequate records of meetings shall be kept by the secretary and posted as “minutes.”
- K. **Elder Guidance Counselor:** The Elder Board may appoint a consultant, designated to be a WPC Elder Guidance Counselor. The guidance counselor will be appointed by the Elder Board and continue until released by the Elder Board or he resigns the position. The Guidance Counselor may be used to:
 - A. Mediate differences within the Elder Board where a significant amount of time and prayer have yielded no results in a unified solution and the Senior Elder or the Elder Board collectively would like an outside perspective. The Guidance Counselor’s views and

opinions are not authoritative and do not supersede decisions of the Elder Board.

B. Offer counsel or guidance where it is needed.

C. Assist in all matters of leadership, pulpit committee decisions, matters of doctrine, conflict resolution, etc.

L. **Dismissal of an Elder:** Dismissal may occur either by:

A. Resignation (giving written notice to the Board of Elders) or

B. Unanimous vote of the remaining Elders. Dismissal action will be preceded by written notice to all members of the intention to seek such action and the grounds on which the dismissal is based.

Section 3: Deacons

Deacons: Must be members who meet the Biblical qualifications of their offices (I Timothy 3:8-13) and faithfully perform the tasks committed to them by the Elders. They are not a governing board or policy-making group.

A. **Definition:** Deacons are chosen representatives of the church membership to oversee the temporal (physical) needs of the church. Deacons are responsible to the Elders and for the fulfillment of their ministries.

B. **Qualifications:** Their specific qualifications are listed in 1 Timothy. Unlike the Elder, a Deacon may be a more recent convert. A Deacon need not be able to teach the Word to edify others.

C. **Duties:** Deacons shall serve the church in the area of it's physical needs under the direction of the Elders, and by doing so free the Elders to devote themselves to the duties listed in Article VII, Section 2 C. The Elders may appoint a Chairman (or delegate this task to the Deacons) to administrate the board and a Secretary to take and distribute board minutes, and keep church business meeting minutes.

D. **Appointment:** The appointment of Deacons shall be at the discretion of the Elders and may follow the procedure set forth for the appointment of Elders outlined in Article VII, Section 2D., excluding the appointment process of examination and installation.

1. The Deacon's term of service is only limited by his willingness or ability to serve.
2. A Deacon's ministry continues consistent with his calling, qualification, and desire to serve in this capacity.
3. A Deacon may resign at any time to serve in another way or may be removed in the same manner as an Elder (see Article VII, Section 2K).

4. An Interim Deacon may be appointed by the Board of Elders for a period of time, not to exceed one year, and will function fully as a Deacon during the interim period until such time as additional permanent Deacons can be found using the process outlined in this Section of this document.

E. **Meetings:** The Board of Deacons shall elect a Chairman (if one has not been appointed by the Elders), Treasurer, and Secretary. A quorum for all Board of Deacons meetings shall be 60 percent and must include the Chairman or Vice Chairman. Regular meetings shall be held to conduct the normal business. Special meetings, called by the Chairman or Vice Chairman, may be called as necessary. Adequate agendas, and minutes shall be kept by the Secretary, and made available upon request. Issues requiring action by the Board of Elders shall be furnished to the Elders in detail with the recommendation of the Board of Deacons by the Chairman of the Board of Deacons.

Section 4: Deaconesses

A. **Definition:** Deaconesses are chosen to work with the Deacons in overseeing the needs of the Church. Deaconesses are responsible to the Elders for the fulfillment of their ministries.

B. **Qualifications:** Their specific qualifications are mentioned in 1 Tim. 3:11-13, but also include all the characteristics mentioned for “Deacons” as well, 1 Tim. 3:8-11.

C. **Duties:** Deaconesses shall coordinate those ministries that are outlined by the Elders or the Board of Deacons. Their highest priority will be to “train younger women and children” (Titus 2:4,5). Scripture is clear; women will be prohibited from teaching or being in authority over men (1 Tim. 2:12).

Article VIII Conflict Resolution

All conflict resolution between two or more members of the body will be approached with reconciliation and restoration as the primary focus and Matthew 18:15-17 will be the governing structure.

Article IX 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 X
Legal Requirements

1. **Board of Directors:** The Board of Directors of the corporation shall be the Board of Elders.
2. **President:** The President of the corporation shall be the Senior Elder/Pastor of the Board of Elders.
3. **Secretary:** The Secretary of the corporation shall be the Secretary of the Board of Elders.
4. **Duties:** The duties of the Board of Directors of the corporation shall be to transact all legal business on behalf of the church as provided for in these Bylaws.

Article XI
Amendments

Any article or section of these by-laws may be altered, amended or replaced at the discretion of the Whispering Pines Church Board of Elders, and a written notice of such amendment will be made available to all active members and posted as a part of the same announcement. The Elders will seek active participation from the membership in all matters regarding changes or amendments to the Bylaws and seek clarity in the reason for doing so. Membership input will always be welcomed and an atmosphere of unity and brotherhood will always be fostered with full disclosure as far as it is possible and prudent.

APPENDIX A - Membership Covenant

Whispering Pines Church Membership Covenant

The agreement below, as a separate document, will be kept on file in the church office. Commitment to this agreement is required of all members.

A. Fellowship Covenant

I understand that being or becoming a part of Whispering Pines Church, I have submitted to:

- Jesus Christ as Lord of my life,
- God's written Word as authoritative in my life
- The people of this fellowship in Christian love
- The shepherding by the elders, who are responsible to Christ for the life and ministry of the church.

I therefore submit to the following as God's will for my life:

- To pursue holiness, the knowledge of God and communion with God by regularly reading, hearing, and studying the Word of God. This will include a Biblically directed discernment to "...examine everything carefully; hold fast to that which is good; abstain from every form of evil." (1 Thess. 5:21-22)
- To use my spiritual gift in the ministries of Whispering Pines Church. This means I will willingly serve this local church as well as support its ministries.
- To commit myself to consistent, devoted prayer. Consequently, I will seek to learn how to pray if I do not have good prayer habits now.
- To make it my lifestyle to communicate the Gospel of Jesus Christ to a lost and dying world. Consequently, if I do not have as my lifestyle the sharing of the faith, I will seek to be trained to do so.
- To pursue the above in balance by investing time in ministry without neglecting my spouse and family and my work. As Scriptures enable me to discern the proper application of Bible truth, I will seek to order my life around its authority and I will pray and seek to have my desires in line with God's will.
- To relate to other members in this church with a spirit of humility and submissiveness, understanding the position of the leadership and the spiritual authority given to some.
- To contribute my time, talents and treasures to my church.

B. Declaration of Faith

I affirm my complete, unhesitating agreement with the Statement of Faith, Article V contained in the By-laws.

C. Responsibilities of Membership

As a member of Whispering Pines Church, I recognize that it is a great privilege to serve and support the ministries of this Church, and I recognize that I need to be devoted to the process of "becoming of one mind" (Acts 15:25) and deciding what "seems good" to the elders "with the whole church" (Acts 15:22). Therefore, I will make every effort to attend church functions, Bible studies, outreaches and ministries. I will prepare myself by becoming informed on the issues to be decided by the Elders and in prayer so that I can uphold the unity of the church before God. I will at all times seek the glory of God and the good of Whispering Pines Church and not the pursuit of my own personal preferences.

Elder Board

Steven Anthony Stanley, Senior Elder

Daniel K. Pappararo, Elder

Michael Wayne, Prospective Elder