

CHARTER AND BY-LAWS
OF
WATERVILLE BAPTIST CHURCH

CLEVELAND, TENNESSEE

Revised May 19th, 2024
Includes All Known Amendments to Date

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AMENDED CHARTER OF WATERVILLE BAPTIST CHURCH

The undersigned person having capacity to contract and acting as incorporator of a Corporation under the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated, Sections 48-51-101 et seq. adopts the following Charter for such Nonprofit Corporation:

NAME The name of the church is Waterville Baptist Church

PUBLIC BENEFIT CORPORATION The Corporation is a public benefit Corporation.

RELIGIOUS CORPORATION The Corporation is a religious Corporation.

DURATION The duration of the corporation is perpetual.

REGISTERED AGENT AND OFFICE The name and mailing address of the Corporation's registered agent in Bradley County, Tennessee is:

Matthew High
408 William Way SE
Cleveland, TN 37323

INCORPORATOR The name and mailing address of the incorporator in Bradley County, Tennessee is:

Fred Woolwine
437 William Way SE
Cleveland, TN 37323

PRINCIPAL OFFICE The principal office of the Corporation in Bradley County, Tennessee shall be located:

4555 Dalton Pike SE
Cleveland, TN 37323

CORPORATION NOT FOR PROFIT The Corporation is not for profit.

FISCAL YEAR The month and day the corporation's fiscal year shall conclude is December 31.

MEMBERS The Corporation shall have Members. The Members of the Corporation shall adopt By-Laws for governing the assets, affairs and business of the Corporation as a Church. At all meetings of the Members, 20 active Members entitled to vote shall constitute a quorum for the transaction of business.

PURPOSES The purposes for which the Corporation is organized are as follows:

1. To perform the ministry of the Church as commissioned by the Lord Jesus Christ, the divine head thereof, and to proclaim and defend the word of God to the end that the lost may be evangelized and the saints edified;
2. To ordain ministers, establish churches, support and establish missions (foreign and domestic) and other institutions in keeping with the will of God and the primary purpose of proclaiming the Word of God and defending the most holy faith;

3. To support public worship, to build and maintain churches, parsonages, hospitals, chapels, family life centers, recreational facilities, camps and such other religious, educational or charitable institutions as may be necessary or proper to the work of missionary bodies in the United States or in any foreign country and to maintain all necessary undertakings;
4. To promote Christian worship, teach the whole Bible, cause to be preached the teachings of Christ, evangelize the unsaved, promote missions both at home and abroad, minister to the local needs, foster and encourage religious and social fellowship among its members (including trips by groups of church members) and apply the teachings of Christ to everyday life;
5. To do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of the said purposes.

OFFICERS REQUIREMENT (TN Code 48-58-401)

1. The Pastor or the Interim Pastor shall serve as President of the Corporation with duties and responsibilities as outlined in this Charter and the By-laws including the filing of the annual report with the State of Tennessee. If either the Pastor or the Interim Pastor positions are not currently filled, a substitute President shall be elected by the members to serve on a temporary basis.
2. The Office of Secretary of the Corporation shall keep the minutes from meetings of the Members and authenticate records of the Corporation.
3. Each officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by being made a party to a proceeding by reason of serving or having served as such officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such officer and the Corporation shall reimburse each such officer for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence.
4. The amount paid to any officer by way of indemnification shall not exceed the actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any officer of the Corporation may otherwise be entitled by law, and shall apply to such officer only if
5. He or she conducted himself or herself in good faith; and
 - a. He or she reasonably believed that conduct in his or her office capacity with the Corporation was in its best interest; and that in all other cases his or her conduct was at least not opposed to the Corporation's best interest; or in the event of a criminal proceeding, he or she had no reasonable cause to believe this conduct was unlawful.

DIRECTORS Pursuant to T.C.A. 48-58-101 (d) and in order to maintain the congregational polity of Baptists, all corporate powers, including but not limited to the powers which would otherwise be exercised by a board of directors, shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its Members.

TRUSTEES The Corporation's Board shall be known as its Board of Trustees. Those persons constituting the Board of Trustees shall be not fewer than three and shall be elected by the Members. The Trustees shall act only upon and according to the explicit instructions of the Members.

1. No person who is or was a trustee of the Corporation, nor such person's heirs, executors or administrators, shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a trustee; provided, however, that this provision shall not eliminate or limit the liability of any such person: (a) for any breach of a trustee's duty of loyalty to the corporation or its members; (b) for acts of omission not in good faith or which involve intentional misconduct of a knowing violation of law; or (c) under T.C.A. 48-58-302, as amended from time to time.
2. With respect to claims or liabilities arising out of service as a trustee of the corporation, the corporation shall indemnify and advance expenses to each present and future trustee (and his or her estate, heirs, and personal representative) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

PROHIBITION ON DISTRIBUTION OF EARNINGS No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinabove, and no director, officer, or other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

RESTRICTION ON ACTIVITIES No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

ADDITIONAL POWERS The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized and shall likewise have the power provided to nonprofit corporations with the Tennessee Nonprofit Corporation Act, *Tennessee Code Annotated*, Sections 48-51-101, et seq., or as the same shall hereafter be amended.

GENERAL RESTRICTIONS Notwithstanding any other provision of this Charter, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

USE OF INCOME AND DISTRIBUTIONS

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as may be required so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or to corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

DISSOLUTION Upon the dissolution of a Corporation and pursuant to Tennessee Code Annotated, Section 48-64-101, et seq., the Corporation shall:

1. Pay, discharge, or otherwise make adequate provisions for the payment of all liabilities and obligations of the Corporation; and
2. Disburse or distribute all remaining assets of the Corporation, as the Members of the Corporation shall determine, for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Any such asset not so disposed of shall be disposed of by Crossnet Baptist Network, located at 2707 North Ocoee Street, Cleveland, TN 37312, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

AMENDMENT This Charter may be amended, altered, restated, or repealed from time to time to the extent and in the manner prescribed by Tennessee Code Annotated, Sections 48-60-101, et seq., and any additional provisions so authorized may be added hereto; provided that the provisions of this Charter shall not be changed, modified, repealed, or expanded in such a manner as to be inconsistent with purposes for which the Corporation is organized.

Original date of incorporation: February 9, 2004

This Amended Charter was duly adopted by the members on August 27, 2023

Dated this **27th day of August, 2023**

By: _____
Fred Woolwine

WATERVILLE BAPTIST CHURCH BY-LAWS

PREAMBLE

We, Waterville Baptist Church, for the more certain preservation and security of the principles of our faith, and to the end that this body may be governed in an orderly manner consistent with the Scripture and accepted tenets of the Southern Baptist Convention, and for the purpose of preserving the liberties inherent in each individual member of this church and the freedom of action of this body with respect to its relations with other churches of the same faith, do declare and establish these By-Laws.

The Church By-Laws are for the sole purpose of maintaining the mission of the church so that the church might function in an orderly, Godly manner. They shall in no way deprive any individual member of the right and privilege of expressing an opinion for or against any matter that comes before the church at any time. We agree that each member has the same privilege and each person is to respect the opinions of others.

There shall be committees and positions elected and otherwise appointed by the church to act as administrators of the church in its mission. All individuals, groups, and committees will be willing, at the appropriate times, to cooperate with one another in order to effectively carry out the mission and vision of the church body as led by the Holy Spirit of God.

ARTICLE I – NAME

This body known as the Waterville Baptist Church of Cleveland, Tennessee, is registered as Waterville Baptist Church with the State of Tennessee.

ARTICLE II - MISSION AND VISION STATEMENTS

Mission Statement: “Waterville Baptist Church exists to glorify God the Father, God the Son, and God the Holy Spirit.”

Vision Statement: “God calls Waterville Baptist Church to worship and make disciples by loving, serving, and praying for one another and our community.”

ARTICLE III - ARTICLES OF FAITH

We, Waterville Baptist Church, subscribe to the “Baptist Faith and Message” adopted by the Southern Baptist Convention (June 14, 2000).

An abbreviated form of the Articles of Faith is as follows:

The Scriptures

I. We believe that the Holy Bible was written by men, divinely inspired; that it is truth without mixture of error; and that it is the standard by which all human conduct and creeds should be tried (II Timothy 3:15-17). **The True God** II. We believe that there is one, and only one True and Living God; that in the Unity of the Godhead there are three persons; The Father, The Son, The Holy Spirit (John 4:24, 10:30).

The Fall of Man

III. We believe that man was created in holiness, but by voluntary transgression fell from that holy state, in consequence of which all mankind are now sinners and are under condemnation of eternal ruin (Genesis 1:27; Romans 5:12).

The Way of Salvation

IV. We believe that the salvation of sinners is wholly of grace through the atoning death and bodily resurrection of Jesus Christ (Ephesians 2:8, Isaiah 53:4-5; Hebrews 7:25).

Justification

V. We believe that through justification, the perfect righteousness of God is imputed to the believers in Christ Jesus (Acts 13:39; Romans 5:1-2).

The Freeness of Salvation

VI. We believe that the blessings of salvation are made free to all by the Gospel, and that nothing prevents the salvation of the greatest sinner but his own depravity and rejection of the Gospel (Isaiah 55:1, John 3:16).

Grace In Regeneration

VII. We believe that in order to be saved, sinners must be regenerated or born again through the work of the Holy Spirit (John 3:3, II Corinthians 5:17).

Repentance and Faith

VIII. We believe that repentance and faith are inseparable graces, wrought in our souls by the regenerating Spirit of God, and are essential steps in salvation (Mark 1:15, Romans 10:9).

God's Purpose and Election

IX. We believe that Election is the eternal purpose of God, according to which He graciously regenerates, sanctifies, and saves sinners; and that this is consistent with the free agency of man (Romans 8:28-31, II Peter 1:10-11).

Sanctification

X. We believe that sanctification is a progressive process by which the believer is made partaker of God's holiness, and that this process begins in regeneration (I Thessalonians 4:3), and that it is carried on in the hearts of believers by the presence and power of the Holy Spirit (Philippians 2:12-13).

The Perseverance of Saints

XI. We believe that only real believers endure to the end, and that they are kept by the power of God through faith in Jesus Christ (Romans 8:38-39; II Timothy 1:12).

A Gospel Church

XII. We believe that a church of Christ is a congregation of baptized believers bound together in the faith and fellowship of the Gospel, and that Jesus committed the ministry of His Gospel to his churches (Acts 2:41-42; Matthew 28:20).

Baptism and The Lord's Supper

XIII. We believe that baptism is the immersion of a believer in water in the name of the Father, Son, Holy Ghost, and on the authority of the New Testament Church; that baptism is a prerequisite to the Lord's Supper and only such as have been scripturally baptized are proper subjects for the Lord's Supper (Acts 8:36; Matthew 28:19; I Corinthians 11:26).

The Christian Sabbath

XIV. We believe that the first day of the week is the Lord's Day, and is to be kept sacred to religious purposes (Acts 20:7; Exodus 20:8).

The World to Come

XV. Refer to the "Baptist Faith and Message" as adopted by the Southern Baptist Convention, June 14, 2000.

ARTICLE IV– RELATIONSHIP

This church shall cooperate voluntarily with other Southern Baptist churches of like faith through conventions, associations, and other means in promoting and advancing the Kingdom of Christ at home and around the world.

ARTICLE V – CHURCH COVENANT

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the name of the Father, and the Son, and of the Holy Spirit, we do now, in the presence of God, angels and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of the Church, in knowledge, holiness and comfort; to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline and doctrines; to contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor, and the spread of the Gospel through all nations.

We also engage to maintain family and private devotions; to religiously educate our children; to seek the salvation of our kindred and acquaintances; to walk uprightly in the world; to be just in our dealings; faithful in our engagements, to avoid all slander, gossip, and excessive anger; to abstain from any potentially addictive substances or behaviors that might be harmful to our witness and the cause of Christ.

1 Corinthians 10:31 NASB. "Whether, then, you eat or drink or whatever you do, do all to the glory of God."

We further engage to watch over one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to cultivate Christian sympathy in feeling, and courtesy in speech; to be slow to take offense, but always ready for reconciliation, and mindful of the rules of our Savior to secure it without delay.

We moreover engage that when we remove from this place we will, as soon as possible, unite with some other church, where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE VI – CHURCH MEMBERSHIP

The membership of Waterville Baptist Church shall consist of persons who have made a personal profession of faith in Christ as Savior and Lord and desire to be united with this body of believers and counted as His disciples.

Only a church member in good standing (see Article VI, Section 3) shall be allowed to hold an office in this church, or be a part of any committee, team, or ministry.

Section 1 – Qualifications

1. Candidates for church membership must be voted upon by the church body during a business meeting. All candidates for membership shall be presented to the church in one of the following ways:
 - a. By profession of faith upon receiving Jesus Christ as personal Savior and Lord, following Him in believer's baptism (by immersion), and yielding to the Lordship of Jesus Christ.
 - b. By receipt of a letter of recommendation from another Baptist church or another church of like faith agreeing with the abbreviated Articles of Faith found in Article III of the Charter. (The pastor or ministerial staff are responsible for determination.)
 - c. By a statement of conversion and baptism in a church of like faith when no letter is obtainable and agreeing with the abbreviated Articles of Faith found in Article III of the Charter. (The pastor or ministerial staff are responsible for determination.)
 - d. A person whose membership has been terminated for some reason may be restored to full fellowship by the vote of the church upon satisfactory evidence of their repentance and reformation as recommended by the pastor.
 - e. In unusual instances a person may be received in absentia through the promise of a letter or by a statement of faith. This is provided that the pastor, with the deacons, investigates the circumstances and recommends that such action be taken. It is understood that this will not be a customary practice and will apply only in extreme cases (e.g., one member of the family is overseas, an invalid, or employed in such a manner as to render attendance impossible at any regular service of the church).
2. Every qualified candidate for membership for Waterville Baptist Church (See Article 6, Section 1) shall have an interview with the pastor and/or a deacon in a timely manner to determine if the person is a viable candidate. The candidate shall receive at that time a copy of the Church Covenant and By-Laws for review, and, if approval is given, validate his or her agreement with a personal signature. After this process is completed and on the recommendation of the pastor and/or deacon, the final vote on candidacy shall occur at the next scheduled business meeting.
3. Should there be any dissent as to any candidate for membership, such dissent shall be referred to the pastor and the deacons for investigation and the making of a recommendation to the church within thirty (30) days. A three-fourths vote of those church members present and voting shall be required to elect such candidates to membership.

4. **Statement on Human Life:** We believe that all human life is a sacred gift from God and that life begins at conception. All human life, no matter what stage (preborn or end of life) and regardless of the circumstances of conception is precious and deserves our protection and respect.
5. **Statement on Marriage, Gender and Sexuality:** We believe that marriage is a Biblical institution established by God and clearly described in Scripture. Waterville Baptist Church recognizes only one definition of marriage; that marriage is the uniting of one man and one woman in a covenant commitment for a lifetime.

We believe that God creates each person as male or female (Genesis 1:27 NASB). "So God created man in His own image, in the image of God He created him; male and female He created them."

These two distinct, complementary genders together reflect the image and nature of God. Any attempt to change one's biological sex, or disagreement with one's biological sex, is sinful and offensive to God.

We affirm God's good design that gender identity is determined by biological sex and not by one's self-perception. We oppose steadfastly any efforts by governing officials or bodies to validate a change in gender identity or efforts by an individual or individuals to alter, by surgery or hormone treatment, one's God-given gender at birth.

We do hereby condemn any acts of abuse or personal attacks against any individuals as we are all image-bearers of Almighty God. In so doing, we proclaim what the Scripture teaches about God's design for us as male and female persons created in His image and for His glory.

We believe that the Bible teaches that legitimate sexual relations are exercised solely within marriage, between one man and one woman. Hence, Waterville Baptist Church believes that any form of sexual immorality, such as adultery, fornication, homosexual conduct, bisexual conduct, bestiality, incest, any use of pornography, is sinful and an offense to God.

Waterville Baptist Church, which includes its members, pastors and staff, shall not participate in same sex unions, same sex "marriages" or any activity deemed inconsistent with its Statement of Faith, Statement on Human Life and/or Statement on Marriage, Gender and Sexuality. In addition, the Waterville Baptist Church property, facilities or resources shall not be used for such purposes.

We invite all people to trust in Christ and experience the freedom in the Gospel and upon their repentance and belief in Christ and His Lordship of their life, and the evidence of faith, receive them into church membership and fellowship. No unrepentant individual will be considered for membership or for baptism at Waterville Baptist Church.

Section 2 – Duties

Members of Waterville Baptist Church are expected to be faithful in all duties essential to the Christian life, to worship regularly at this church unless providentially hindered, to give regularly toward its support and its cause, and to share in its organized mission.

Section 3 – Rights

Members who are in full and regular standing (i.e., who are attending services regularly) are entitled to participate in discussion, voting, elections, and questions submitted to the church for consideration and action. Only full and regular members present may vote.

Section 4 – Discipline/Termination

Membership in this church shall be terminated as follows:

1. Letters of dismissal of any member of this church shall be granted to any church of like faith upon proper request for the letters from said church. Since church letters are not individual property, it is not the policy of this church to grant such letters to individuals.
2. The name of any member joining a church of another denomination shall be removed from the church roll in a regular business meeting provided that the information received has been investigated by pastor or ministerial staff and known to be accurate. In such an event, membership in this church automatically ceases. 3. The name of a member of this church shall be removed from the roll upon satisfactory evidence of the member's death. This information is to be permanently filed in the deceased file.
3. In the event, a member of this church is accused of conduct unbecoming a Christian by reason of immoral, unchristian acts, he or she should be approached in the Biblical manner as stated in Matthew 18:15-17. If the matter has not been resolved in 30 days, and the person refuses to repent, then the pastor and deacons may present a recommendation to the church that such a member's name be dismissed from the church membership. The offensive member must have been notified of the potential dismissal. If at least 75 percent of the members present vote for dismissal, the member's name will be dropped from the church roll.
5. If a member requests to be released from his covenant obligations to this church, the church—after patiently and kindly endeavoring to secure his continuance in its fellowship—shall grant his request and terminate his membership.

ARTICLE VII – ORDINANCES

We believe the Lord Jesus Christ instituted two ordinances—Baptism and the Lord's Supper.

Section 1 – Baptism

A person who receives Jesus Christ as Savior by personal faith; who professes Him publicly at a worship service; and who indicates a commitment to follow Christ as Lord, shall be received for baptism.

1. Baptism shall be by immersion in water.
2. Baptism shall be administered by the pastor or another member who has been authorized by the church.
3. Baptism shall be administered as an act of worship during any of the worship services.
4. A person professing Christ and failing to be baptized after a reasonable length of time shall be counseled by the pastor and/or staff and deacons.

Section 2 – The Lord's Supper

The Lord's Supper is a symbolic act of obedience recorded in the gospels whereby baptized believers commemorate the death of Jesus Christ through partaking of the bread and fruit of the vine.

“This is My body, which is being given for you; do this in remembrance of Me.” (Luke 22:14-20; 1 Corinthians 11:23-26.)

1. The Lord's Supper shall be observed quarterly if possible.
2. The pastor and deacons shall be responsible for the organization and administration of the Lord's Supper.

ARTICLE VIII– MINISTRY ORGANIZATIONS

Ministries: A group or groups of church members led by the Holy Spirit of God to carry out the mission and vision of the church in their specific area of service.

Committee: A group elected by the church to do a specific task. It is a closed group. An example of this is the Personnel Committee.

Team: A group giving leadership to the church as a whole in accomplishing a specific task which fulfills the church's vision statement. (An example of a team is the Outreach Team.)

Ad Hoc Committee: A group elected by the church for a specific task and for a specific time. An example of an Ad Hoc Committee is the building committee. All committees and team members are to be members of Waterville Baptist Church.

Member Participation: All participants in committees, ministries, teams, and Ad-Hoc committees are to be members of Waterville Baptist Church.

Nominating Process: Each committee member, team member and ministry member shall be recommended by the Nominating Committee and elected by the church.

1. **Education, Discipleship Committee:** This committee consists of the directors of Sunday School, Discipleship Program, Women's Ministry, Men's Ministry, Children's Ministry, Youth Ministry and the Church Librarian. This committee shall elect their own chairman. Their mission is to co-ordinate the vision of the church to lead, train, minister, and witness to each other and those seeking to be disciples of the Lord Jesus Christ. These shall remain in their positions until led by the Lord to resign.

The goal is to have someone represent each of these areas on this committee. A staff member assigned by the pastor will be an ex-officio member of this committee.

- a. **Sunday School:** The primary purpose of the Sunday School is to teach the content of the Bible. Sunday School classes also function as a way of ministering to each other in a specific class and also a way of enfolding new members into the church fellowship. The Sunday School director shall give leadership to the above process.
- b. **Discipleship Ministry:** Discipleship is the evidence of a commitment to follow Jesus Christ as led by the Holy Spirit. It is a lifelong process. Training a disciple involves the study of God's word so as to love, serve and pray for their personal growth and that of other believers. Based on Scripture it may include, but not be limited to, new member training, new believer training, mentoring programs, spiritual gifts assessments and application, Christian finances, evangelism, marriage, parenting, cults and other topics that a team or leader may deem vital to spiritual growth. The Director of the Discipleship Program is to recommend to the church any discipleship ministries, i.e. Grief Share.
- c. **Women's Ministry:** The Women's Ministry will be under the leadership of a director with the structure deemed appropriate to fulfill the vision for both discipling and mentoring women and girls. This would involve loving and serving each other

through such activities as women's retreats, discipleship studies, and praying with and for each other as we serve God together.

- d. **Men's Ministry:** The Men's Ministry will be under the leadership of a director with a structure deemed appropriate to both disciple and mentor men and boys. The structure shall be as the spirit and time constraints allow. Proverbs 27:17 teaches "iron sharpens iron, so one man sharpens another." Sharpening each other means among other things to pray, fellowship and work together.
 - e. **Children's Ministry:** The Children's Ministry will be under the Director of Children's Ministry and may consist of Vacation Bible School, AWANA, Good News Clubs, and other child-focused ministries the Lord may lead WBC to develop.
 - f. **Youth Ministry:** The Youth Ministry will be under the direction of the youth minister. He may enlist a youth support group, as well as other initiatives to help fulfill the church's vision for youth ministry.
 - g. **Librarian:** The Librarian will be responsible for promoting resources and overseeing the library.
2. **Administrative Committee:** The Administrative Committee shall consist of five people who choose their own Director. This committee shall give recommendations and provide supervision of the building and grounds, any vehicles owned or rented, and encourage the development of manuals for regularly scheduled maintenance. They are to annually evaluate the insurance policies for all buildings, vehicles, and furnishings owned or rented by the church and make recommendations to the church for approval. The committee will also make suggestions for any scholarships that the church might choose to adopt. Members of this committee shall remain in their positions until led by the Lord to resign.
 3. **Nominating Committee:** The nominating committee shall consist of three members, one of which rotates off each year to be replaced by the nominating process. This committee shall recommend to the church the filling of any vacancies in Sunday School, Discipleship, Teams, Committees or Ministries.
 4. **Budget and Finance Committee:** The Budget and Finance Committee shall consist of four members. One member shall be a Deacon. The Director of this committee shall be determined by this committee. Members of this committee shall remain in their positions until led by the Lord to resign.

This committee shall prepare a budget of the estimated expenses for the church for the coming year for all ministry, benevolent and mission needs. Effective 2023 -The budget is to be submitted to the church for approval in the November business meeting and will take effect January 1, of the following year. The committee will develop an auditing process for the protection of the church and the staff.

All teams, ministries and committees shall submit requests by the end of September for the funding needed to accomplish ministry goals and projects.

This committee shall meet monthly in order to review the budget and provide a monthly financial statement to the church membership in the next regular business meeting. A

request for funding over and above the accepted line item passed by the church in the budget, must still meet approval by the church after the recommendation of the budget and finance committee.

This committee has the authority to release funds from the emergency fund if an emergency arises and the purchase is approved by the related committees.

5. **Personnel Committee:** This committee shall consist of four members and shall choose their own Director. At least one Deacon shall serve on this committee. One member of this committee shall rotate off voluntarily each year to be replaced by the nominating process. The committee shall draft a job description for all personnel both full and part time. These job descriptions shall be adopted by the church. Personnel Committee shall recommend policies concerning vacation, sick pay and holidays for all paid personnel. Ministerial and non-ministerial staff will be supervised by the Pastor. In September, there will be an annual review conducted of these ministerial and non-ministerial staff by the Pastor. His review will be based on goals and performance set by the staff members and reported to the Personnel Committee for action.

In September, the Pastor shall also have an annual review by the Personnel Committee and be evaluated based on the Pastor's goals and performance. Compensation recommendations to the Budget and Finance Committee shall be based on these reviews.

If an issue arises with a paid staff or ministry person, the church member is to follow the Biblical pattern and go first to the person individually and seek to resolve the issue. If the issue is not able to be resolved, then the member is to go to the Personnel Committee and seek their help in seeking resolution.

The Personnel Committee shall also be responsible for developing and implementing a confidentiality agreement to be signed by all persons that handle contributions, tithes, and special offerings and the recording of the same.

6. **Nursery Committee:** The Nursery Committee shall consist of three people. They shall elect their own leader. They shall set up policies and these policies shall be approved by the church. Members of this Committee shall stay in place until led by the Lord to resign.
7. **Board of Trustees:** The Board of Trustees of the church shall consist of three members. They shall hold in trust the church property. They shall have no power to buy, sell, mortgage, lease, or transfer any property without a specific vote by the majority of the church members present at the business session authorizing such action. It shall be the function of the Trustees to affix their signatures to legal documents involving the sale, mortgage, purchase or rental of property or other legal documents where the signatures of Trustees are required. One Trustee will be elected each year by the Church upon recommendation of the Nominating Committee for a three (3) year term.
8. **Worship, Media and Sound Team:** The music director shall be the Director of this team. This team shall consist of the musicians and the media services personnel. The music director may also enlist people to fulfill the church's vision for the worship ministry. Members of this team shall stay in place until led by the Lord to resign.

9. **Outreach Team:** The Outreach team shall consist of three people who will give leadership in outreach programs and projects. This team shall choose their own Director. Members of this team shall stay in place until led by the Lord to resign.
10. **Mission Team:** The Mission Team shall be made up of three people. They shall select their own Director. This team will promote and encourage mission support, mission trips and mission education. Members of this team shall stay in place until led by the Lord to resign.
11. **Prayer Team:** The Prayer Team shall consist of three members. They shall choose their own Director. They shall lead the church to develop a prayer ministry unique to WBC, designed by the Lord. Members of this team shall stay in place until led by the Lord to resign.
12. **Hostess Team:** The Hostess Team shall consist of three members and shall mobilize the church for church-wide functions, such as fellowships, special functions, social events, etc.
13. **Bereavement Team:** The Bereavement Team shall consist of a coordinator and volunteers to organize, prepare, and distribute a meal for the family (which includes, parents, spouse, or child) of an active member. These are guidelines, but exceptions may be made under the direction of the Bereavement Team.
14. **Greeter Ministry:** The Greeter Ministry is responsible for welcoming guests and members and providing direction and information about our church. (See the Greeter Ministry handbook for further details.)
15. **Baptismal Committee** – Responsibility given to deacons
16. **Lord's Supper Committee** – Responsibility given to deacons
17. **Benevolence Committee** – Responsibility given to the pastor and two deacons elected by the deacon body. They will develop policies in dealing with benevolence cases and issues; these policies shall be approved by the church.

ARTICLE IX - GENERAL CHURCH OFFICES

All who serve as officers of the church and those who serve on church committees shall be members of the church.

SALARIED PERSONNEL

In compliance with TN Code 48-58-401, the Pastor or Interim Pastor shall serve as President of the Corporation with duties and responsibilities as outlined in this Charter and the By-Laws including the filing of the annual report with the State of Tennessee. If either the Pastor or the Interim Pastor positions are not currently filled, a substitute President shall be elected by the members to serve on a temporary basis.

Section 1 - The Pastor

Election

An interim pastor (see this Section 1) and a pastor shall be chosen by the church whenever a vacancy occurs. A Pastor Search Committee shall be composed of two (2) deacons recommended by the deacons, (1) one person from the personnel committee recommended by the Personnel Committee, and two (2) members recommended by the deacons and all elected by the church. Their unanimous recommendation of a pastoral candidate shall constitute a nomination. The committee shall bring to the consideration of the church only one man at a time.

Before a prospective pastor is presented to the church for election, he shall be given by the Pastor Search Committee a copy of the Charter and By-Laws of this church. If, after his review and consideration, he is willing to accept this Charter and By-Laws, he will then be requested to meet with the Pastor Search Committee on the field for a time of informal discussion.

If the Committee is still unanimous in proceeding further with the process, the candidate will be requested to come back to the field for a weekend in view of a call. The candidate will meet with the Pastor Search Committee, Finance Committee, Personnel Committee and the Deacons. There will also be an informal question and answer session held with the church body. The candidate will preach on Sunday morning and Sunday night.

The following Sunday, after he speaks, a meeting will be conducted by the Pastor Search Committee for the purpose to vote on the call of the new pastor. The vote shall be conducted by a secret ballot and counted by the Personnel Committee. The prospective pastor shall not be present at this meeting. An affirmative vote of 90 % of active members present shall be necessary to call the prospective pastor. The church shall pay all the committee's and prospective pastor's expenses in this process.

Interim Ministry

The Pastor Search Committee, as soon as possible when a vacancy occurs, shall seek a man who is qualified to fill the pulpit and recommend him to the church as interim pastor. The interim pastor shall serve under a covenant with the church that outlines parameters for responsibilities of the interim pastor during the interim time. In this covenant shall be such items as duties and the salary agreed upon by the church and the interim pastor. The interim pastor cannot become the pastor.

Termination

If the pastor is to be terminated for cause, this would come as a recommendation from the Deacon Body and the Personnel Committee to the church at large. This termination would require a majority vote of the members present at a business meeting called for that purpose of which at least one week's notice shall be given to the active membership. The vote shall be conducted by a secret ballot and counted by the Personnel Committee. If the termination vote is affirmed, the termination is effective immediately. The departing pastor will receive his contracted compensation for two calendar weeks following termination.

If the pastor resigns, he shall give the church a two-week notice.

Requirements

1. He shall demonstrate a strong and growing relationship with Jesus Christ.
2. He shall be a man called of God and dedicated to the ministry of the Lord Jesus Christ.
3. He shall "be above reproach" according to the scriptural qualifications as set forth in 1 Timothy 3:1-7 (NASB)

1. It is a trustworthy statement: if any man aspires to the office of overseer, it is a fine work he desires to do. 2. An overseer, then, must be above reproach, the husband of one wife¹, temperate, self-controlled, respectable, hospitable, skillful in teaching, 3. not overindulging in wine, not a bully, but gentle, not contentious, free from the love of money. 4. He must be one who manages his own household well, keeping his children under control with all dignity 5. (but if a man does not know how to manage his own household, how will he take care of the church of God?), 6. and not a new convert, so that he will not become conceited and fall into condemnation incurred by the devil. 7. And he must have a good reputation with those outside the church, so that he will not fall into disgrace and the snare of the devil.

4. He shall be a man of spiritual discernment, insight, strength of character, and humility.
5. He shall be a seminary graduate or in the process of, or open to completing a seminary degree.
6. He shall have a bachelor's degree or master's degree in a ministry related field, unless he has relevant experience in combination with or in lieu of education requirements.
7. He shall be a man who is well-versed in the work of our denomination and who reveals himself to possess the qualities of leadership that will enable him to effectively administer the mission and ministry of the church.
8. He shall be evangelistic in his preaching, visitation and promotion of the mission and ministry.

¹ We understand there are two Biblical reasons for divorce (Matthew 5:31-32 and 1 Corinthians 7:15). If a candidate meets all other requirements, the Pastor Search Committee will investigate (case by case) to determine if a candidate and/or his wife, who may have been divorced, meet the Biblical criteria for divorce and remarriage.

9. He shall seek to lead the church to carry out the Mission Statement and the Vision Statement of the church.
10. He is to have been ordained by a Southern Baptist church.

Duties

1. The pastor shall be the under shepherd of the church giving spiritual leadership and guidance to the church.
2. The pastor will prepare and preach Biblical messages for normally scheduled services, or designate appropriate coverage during times away and for special events in cooperation with the deacons.
3. He shall perform pastoral ministry, seeking to comfort, counsel, and guide the members of the church in spiritual matters.
4. He shall be the ex-officio member of all committees and teams.
5. He shall assist all church officers, committees, and teams in carrying out their responsibilities in fulfilling the Church's Mission and Vision Statements.
6. He shall be the worship leader at regular and special services. He shall have the freedom to proclaim the word of God as he is led by the Holy Spirit.
7. He shall at his discretion perform wedding ceremonies (in accordance with the Bylaws), funerals, and other services.
8. He shall guide and direct the work of all paid personnel.
9. He shall set ministry goals for himself, which shall be reviewed annually by the personnel committee.
10. He shall supervise ministry staff and assist them in formulating ministry goals and strategy plans. He shall perform annual evaluations of staff and make recommendations to the Personnel Committee.

Salary/ Vacation/ Housing / Benefits

The salary and vacation benefits shall be negotiated with the Personnel, Finance and Pastor Search Committees and approved by the church.

Section 2 – Church Staff

1. This church shall call or employ ministry staff members as the church shall need. The Personnel Committee shall be the Search Team for needed staff members. All election procedures shall be the same for the ministry staff as those for the election of the pastor.
2. This church shall also employ support staff members as the church shall need. Support staff members to be employed by the church shall be recommended to the church by the Personnel Committee. One of these positions shall be a financial secretary, who may or may not be a member of the church and will work on behalf of the Members but will not be part of the Budget and Finance Committee.
3. Compensation shall be as voted by the church upon recommendation of the Budget and Finance Committee from the Personnel Committee. Vacation policies will be recommended by the Personnel Committee for the approval of the church.

Section 3 – Deacon Body

Definition and Duties

Deacons are servant-leaders of the church and are called to encourage fellow believers and work in partnership with the pastor to be watchful over the welfare of the members and their families. These men--chosen by the church and within the parameters of Scripture--should seek first a growing relationship with Jesus Christ. The Deacon Body should, then, seek to carry out their ministry.

They shall seek the Lord's guidance as individuals and as a group to minister to the families within the church, being proactive by visiting with, praying for, and ministering to church families. They shall assist the pastor through prayer and corporate Biblical counsel to address spiritual concerns of the church and community. In confidence, with combined wisdom, and in much prayer for guidance, the pastor and deacons will seek to promote the interests of the church and the Kingdom of God.

Knowing that the enemy is always seeking to attack the church, the Deacon Body shall also be prayerful watchers over the spiritual welfare of the church and the first line of defense against the enemy.

The Deacon Body shall work with the committees and teams of the church to accomplish the church's mission and vision without accepting or conveying any authority as administrators. If a personnel complaint involving Church Staff can't be resolved under the guidance of Matthew 18:15-17, then, deacons shall refer the complaint to the Personnel Committee.

Training for new deacon candidates will be developed and implemented by the Deacon Body and Pastor.

Election and Call

Whenever additional deacons are needed to effectively carry out the ministry of the church, the following guidelines will be enacted:

1. The deacons shall present an official request to the church detailing the reason for and the number of additional deacons needed.

2. At the close of a morning service two weeks prior to the vote for new deacons, each eligible voting member of the church (Article VI, Section 3) will be asked to submit, in writing, his or her choice of persons for consideration, equal to but not greater than, the number to be ordained as approved by the church.
3. The deacons shall serve as a counting committee and shall also serve as a screening committee. The person receiving the greatest number of votes shall be the first name considered by the screening committee. The process shall continue until the committee finds the requested number of qualified men to serve on the Deacon Body.

Qualifications

The deacon is one of the scriptural officers of the New Testament Church. In Acts 6:3 and I Timothy 3:8-13, the qualifications of men who would fill this high office are given.

Acts 6:3 (NASB)

3. Instead, brothers and sisters, select from among you seven men of good reputation, full of the Spirit and of wisdom, whom we may put in charge of this task.

Timothy 3:8-13 (NASB)

*8. Deacons likewise must be men of dignity, not insincere, not prone to drink much wine, not greedy for money, 9. but holding to the mystery of the faith with a clear conscience. 10. These men must also first be tested; then have them serve as deacons if they are beyond reproach. 11. Women must likewise be dignified, not malicious gossips, but temperate, faithful in all things. 12. Deacons must be husbands of one wife², * and good managers of their children and their own households. 13. For those who have served well as deacons obtain for themselves a high standing and great confidence in the faith that is in Christ Jesus.*

Those Eligible to Serve

1. Only men who have these qualifications, who regularly and systematically support the financial program of the church with both their tithes and offerings, who support the services and programs of the church unless providentially hindered, and who have been members of Waterville Baptist Church for a minimum of one year, should be ordained to serve as deacons.
2. Only men ordained by the church to the office of deacon or men previously ordained by another church of like faith and order uniting with this church by transfer of membership can serve. However, the church is under no obligation to elect a brother who comes to the church from another church where he has served as deacon.

Discipline

Should a deacon become an offense to the office of Deacon or the church by reason of his conduct or by breach of the Church Covenant or non-support of the church, the church may recall that deacon but only after due notice and hearing, and after faithful effort by the Deacon Body toward restoration. (A complaint by a church member concerning a deacon shall be resolved under the

² We understand there are two Biblical reasons for divorce (Matthew 5:31-32 and 1 Corinthians 7:15). If a candidate meets all other criteria, deacons shall investigate (case by case) to determine if a candidate and/or his wife, who may have been divorced, meets the Biblical criteria for divorce and remarriage.

guidance of Matthew 18:15-17; then, if not resolved, members shall refer the complaint to the Deacon Body.)

Additional Deacon Duties

1. Coordinate the Lord's Supper and the ordinance of Baptism.
2. The policies for benevolence cases shall be determined by two deacons, elected by the Deacon Body, and the Pastor. These policies are to be approved by the church.

Section 2 – Moderator

The Pastor shall be the moderator of all business meetings. In his absence, the Chairman of Deacons shall preside; in the absence of both, the Vice Chairman of Deacons shall be designated as the moderator. Should none of these three be present, the Secretary shall call the church to order and preside until an Acting Moderator shall be elected. (All business meetings shall be conducted according to Robert's Rules of Order.)

Section 3 – Secretary

In compliance with TN Code 48-58-401, the Office of Secretary of the Corporation shall keep the minutes from the meetings of the members and authenticate the records of the Corporation.

The Church Secretary shall be elected upon the recommendation of the Nominating Committee. He or she shall remain in this position until led by the Lord to resign. The Secretary is responsible for keeping the church minutes and having adequate materials on hand, such as membership cards, etc. The Secretary shall maintain an up-to-date roll, showing resident and non-resident members. The Secretary shall take notes at meetings and transcribe them in a permanent record book. In regard to motions and voting, the Secretary shall record names of those making motions and seconds. All recommendations from the deacons, teams, and committees shall be presented to the Secretary in written form. The Secretary shall maintain the official correspondence for the church: writing letters when requested to do so, requesting letters for those joining the church, and preparing letters of recommendation for those moving their membership to another church. The Secretary shall prepare the associational letter and provide certificates for church members to Crossnet Associational Meeting, Tennessee Baptist State Convention, and Southern Baptist Convention. The Secretary shall have a copy of the Charter and By-laws and Robert's Rules of Order available at all regular and called business meetings.

Section 4 – Assistant Secretary

An Assistant Secretary shall be elected by the Church upon the recommendation of the Nominating Committee. The Assistant Secretary will serve in the absence of the Secretary. He or she shall remain in this position until led by the Lord to resign.

Section 5 – Church Council

1. The Church Council shall be composed of the Pastor as chairman, Sunday School Director, and the director of each ministry, team, and committee, as well as a representative of the administrative staff as needed.

2. The Church Council shall seek to coordinate and calendar the activities, and organizations of the church with advisory powers only.
3. The Council shall meet quarterly or as deemed necessary by the Pastor/Chairman or by the Council members through the pastor.
4. All matters suggested by the council, which require church action, shall be referred to the church for approval or disapproval.

ARTICLE X - CHURCH MEETINGS

Section 1 – The Church Year

1. The church year shall be September 1st through August 31st.
2. The financial year shall be the same as the calendar year (January 1st through December 31st).
3. The Sunday School year, as well as other program organizations, shall be the same as our church year (September 1st through August 31st).

Section 2 – Worship Services

The church shall meet regularly each Sunday morning, Sunday evening, and Wednesday evening for preaching, instruction, evangelism, and for the worship of Almighty God. These meetings will be open for the entire membership of the church and for all people and shall be conducted under the direction of the pastor.

Section 3 – Special Services

Revival Services and any other Church meetings, which will be essential in the promotion of the mission and vision of the church, shall be placed on the church calendar.

Section 4 – Regular Business Meetings

Regular business meetings shall be held as the church deems necessary. To streamline business meetings and allow members time to prayerfully consider a recommendation, any new business from the floor lacking details should be reviewed by a committee(s) so all pertinent information is ready to present to the church for a decision in the next business meeting. The pastor will create an official agenda for each business meeting based on committee requests prior to the meeting. Any new business not already on the agenda will not be considered until the appropriate committee has had a chance to develop a report.

Section 5 – Special Business Meetings

A special-called business meeting may be held to consider special matters of significant nature. If possible, one-week notice will be given from the pulpit or in the bulletin of the subject, date, time and location for the special-called business meeting unless extreme urgency renders such notice impractical. Special business meetings may be called by the moderator or by the Chairman of the Deacons.

Section 6 – Quorum

The quorum consists of at least 20 active members in attendance at a regular or properly called business meeting.

Section 7 – Parliamentary Rules

Robert's Rules of Order, Revised, is the authority on parliamentary rules of procedure for all church business meetings.

ARTICLE XI- ADOPTION, AUTHORITY AND AMENDMENTS

Section 1 – Adoption

This Charter and By-laws shall be considered adopted and in immediate effect if and when this church votes in favor of the same.

Section 2 – Authority

This Charter and By-laws shall supersede any prior policies of the church.

Section 3 – Amendments

This Charter and By-laws may be amended, altered or repealed by a majority vote of the members present and voting at any regular business meeting of the church or at any special called meeting for that purpose, provided such proposals shall have been presented to the church in writing, and read from the pulpit at a previous meeting. A Quorum of members (ARTICLE X-Section 6) must be present at any business meeting in order to validate the vote.

Originally adopted by the Church on August 4, 1982.

Original Constitution & By-Laws Committee Max Coffey, Grover Ashe, J. N. Pruett , Robert Jenkins, Dolphin McNabb, Roger Hobbs

Latest Amendments included within the body of this document.

May 19, 2024 - Pastor Rodney Bice, Fred Woolwine, Lisa Hamilton, Shirley Jackson, Virginia Coleman, Dave Hall