

JACOB'S WELL, INCORPORATED
NEWARK, DELAWARE

BY-LAWS

PREAMBLE

To establish our work on an efficient and permanent basis, we, the members of Jacob's Well, Incorporated, a Delaware Nonprofit Corporation, in Newark, Delaware, affirm our belief that it is needful for God's people to be well organized to successfully carry on the gospel work and to properly handle its business affairs.

ARTICLE I - THE ASSEMBLY

Section 1. The Name

The name of this assembly will be Jacob's Well, Incorporated, a Delaware Nonprofit Corporation.

Section 2. The Purpose

1. To establish and maintain places of worship.
2. To unite people of like faith in the bonds of Christian love and fellowship by providing spiritual teaching and biblical principles of Christian conduct.
3. To point the unbeliever to the gospel of Jesus Christ and the biblical plan of salvation.
4. To financially support the worldwide commission of the whole gospel to the whole world by the whole church.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility

Anyone who has experienced the new birth as follows:

1. repentance of sins
2. baptism by immersion in the name of Jesus
3. infilling of the Holy Spirit evidenced by speaking in other tongues

Section 2. Admission

1. Anyone who is eligible, accepts the following obligations, and has attained 18 years may become a member of the assembly with both voice and vote.
2. Anyone who is eligible and accepts the following obligations but has not yet attained 18 years may become a member of the assembly with voice but no vote.
3. A member of a United Pentecostal Church will be received as a member with a written or verbal transfer from the former church. Without such a transfer, a person will be received as a member after meeting the qualifications of the Articles of Faith and assuming the obligations as set forth in Article II, Section 3 for a period of at least one year.

Section 3. Obligations

As a member of the assembly, a disciple must live a lifestyle that is pursuing holiness and accept the following obligations to:

1. Engage in WORSHIP through faithful, consistent participation in a weekly Worship Service.
2. Engage in LEARN
 - a. through completion of all appropriate membership and discipleship classes.
 - b. through faithful, consistent participation in a Small Group.
3. Engage in SERVE
 - a. through serving the community with a Small Group.
 - b. through serving the church in a manner that advances its vision and mission.
4. Engage in PLAY through faithful, consistent participation in a Small Group.

5. Participate in giving through consistent contributions based on their increase to Tithes, Offerings, and Missions.
6. Abide by the By-Laws of this assembly and accept the Articles of Faith of the United Pentecostal Church International.
7. Secure a letter of transfer in case of moving and unite with another church of the same faith as soon as possible. A letter of transfer will be given upon request.

ARTICLE III – OFFICERS

Section 1. Names of Officers

The officers of the church will be as follows: Senior Pastoral Team members, Trustee Board members, Advisory Board members, and a Secretary/Treasurer who may be one or two persons. Other officers may be added as the need arises.

Section 2. Eligibility

1. A Senior Pastor must be a minister in good standing with the United Pentecostal Church International.
2. Other officers must have been members of the assembly in good standing for at least one year.

Section 3. Nomination of Officers

1. Senior Pastoral Team Member
 - a. A candidate for the Senior Pastoral Team will be nominated by the existing Senior Pastoral Team. The candidate will then be presented to the congregation for approval.
 - b. Upon resignation, death, or termination of an existing Senior Pastoral Team member, the remaining Senior Pastoral Team members will determine if a replacement is needed. If so, the candidate will be nominated by the existing Senior Pastoral Team. The candidate will then be presented to the congregation for approval.

2. Trustee

A candidate for Trustee will be nominated by the outgoing Trustee through selection by lot from the eligible members of the congregation who are willing to serve. The candidate will then be presented to the congregation for approval.

3. Advisory Board Member

A candidate for the Advisory Board will be nominated by the outgoing Advisory Board Member through selection by lot from the eligible members of the congregation who are willing to serve. The candidate will then be presented to the congregation for approval.

4. Secretary/Treasurer

The candidate(s) for Secretary/Treasurer will be nominated by the Senior Pastoral Team. The candidate(s) will then be presented to the congregation for approval.

5. Other Officers

All other officer candidates will be nominated by the Senior Pastoral Team. The candidate will then be presented to the congregation for approval.

Section 4. Election of Officers

1. Any member 18 years or older who has been a part of the assembly for at least one year is eligible to vote in the election of officers and in conducting church business.
2. All officers will be elected by 2/3 vote of the members of the assembly present at a duly called business meeting. This meeting will normally be the annual meeting with the exception that a special meeting may be called as necessary.

Section 5. Senior Pastoral Team

1. The Senior Pastoral Team will consist of at least three but not more than eleven United Pentecostal Church International licensed or ordained ministers.
2. The duties of the Senior Pastoral Team will include but not be limited to:
 - a. Equip God's people to do his work and build up the church, the body of Christ (Ephesians 4:12) by:
 - i. Preaching and teaching the Word of God (2 Timothy 4:2)

- ii. Leading as examples (1 Timothy 4:12)
 - iii. Growing and developing servant leaders to continue and multiply God's work (2 Timothy 2:2)
 - iv. Providing personal pastoral care and advice as needed (John 21:15-17)
- b. Oversee and equip the body ministry (1 Corinthians 12) to:
- i. Actively care for one another
 - ii. Pray for one another in times of sickness and other needs (James 5:16)
 - iii. Share resources (food, material substance, finances, etc.) to support those in need (Hebrews 13:16)
 - iv. Encourage and comfort one another in times of need, and rejoice with one another in times of celebration (1 Corinthians 12:26)
 - v. Fellowship with one another and build true community (Acts 2:42-47)
- c. Warning the unruly and facilitating reconciliation (Matthew 18:15-18, 1 Thessalonians 5:14)
- d. As designated, serving as a Trustee of the assembly
- e. As designated, serving as president of the corporation and chairperson of the Advisory Board.
- f. Hiring additional church staff as necessary to carry out the mission of the church as finances permit.
3. The Senior Pastoral Team's authority will be as follows:
- a. The Senior Pastoral Team will have the oversight and superintendence of all interests of the church and of its work, both spiritual and temporal, as described in 1 Peter 5:2-3, since they are responsible for the guardianship and watch care of all who are committed to their trust.
 - b. The Senior Pastoral Team will be consulted regarding all business pertaining to the spiritual, moral, and material affairs of the church.
 - c. The Senior Pastoral Team will have full responsibility for the stewardship of the church finances and shall be accountable to the Advisory Board for following established financial policies and safeguarding of funds.

- d. In case of alleged misconduct by a member of the Senior Pastoral Team the Judicial Procedure of the United Pentecostal Church International will be followed for appropriate action and resolution.
- e. In case a Senior Pastoral Team member is unable to perform his or her duties due to physical and/or mental incapacity and does not tender a resignation, he or she may be removed from office by recommendation of 2/3 vote of the Advisory Board and approval by 2/3 vote of the members at a duly called business meeting.
- f. The Senior Pastoral Team may appoint Associate Leaders (i.e. Pastoral, Administrative, and Technical) at their discretion and determine their duties.

Section 6. Trustees

1. The Trustee Board will consist of a designated member of the Senior Pastoral Team and either two or three additional members (determined by the Senior Pastoral Team).
2. The term of office of the additional Trustee Board members will be three years and will be alternating terms with each other. The additional Trustee Board members cannot be re-elected until they have been out of office at least one year.
3. The duties of the Trustee Board will be:
 - a. To hold all property belonging to the assembly in trust for the assembly.
 - b. To make all legal acquisitions and transactions which the assembly will dictate.

Section 7. Advisory Board

1. The Advisory Board will consist of the designated member of the Senior Pastoral Team and either four or six additional members (determined by the Senior Pastoral Team), of which half will be male and half will be female. Also, half of the additional members will be members of the Trustee Board.
2. The term of office of the additional Advisory Board members will be three years and will be alternating terms with each other. The additional Advisory Board members cannot be re-elected to office until they have been out of office at least one year.
3. The Advisory Board will meet at least quarterly with other meetings called, if necessary, by the Senior Pastoral Team.

4. Each member of the Advisory Board will have one vote. The Senior Pastoral Team will have one vote cast by its designated representative. Other members of the Senior Pastoral Team will have voice, but no separate vote.
5. Ministerial members of the assembly, licensed with the United Pentecostal Church International, who are not elected members of the Advisory Board are ex-officio members of the board with voice but no vote.
6. The duties of the Advisory Board will be:
 - a. to advise the Senior Pastoral Team in their oversight of the operation of the church.
 - b. to establish policies that will guide and improve the operation of the church.
 - c. to approve the annual compensation plan for all compensated officers.
 - d. to review and approve qualified accountable reimbursement expense reports.
 - e. to review and approve specific property improvement and/or operating expenditures less than \$30,000 at the Senior Pastoral Team's discretion. Property improvement and/or operating expenditures \$30,000 or greater are reviewed and approved by the congregation.
 - f. to conduct Financial Reviews of church funds.
 - g. to work in harmony with the Senior Pastoral Team.

Section 8. Secretary/Treasurer

1. The Secretary/Treasurer will serve until they resign or are replaced by a newly elected person(s).
2. The duties of the Secretary/Treasurer will be oversight of the following areas:
 - a. to receive and care for the funds of the assembly.
 - b. to make disbursements.
 - c. to keep accurate record of all such transactions.
 - d. to keep minutes of all duly called business meetings.
 - e. to provide a financial report to the assembly for review and approval at the annual business meeting.

f. to conduct the day-to-day business operation of the church.

ARTICLE IV - BUSINESS MEETINGS

Section 1. Annual Business Meeting

An annual business meeting will be called by the Senior Pastoral Team in the first quarter of each calendar year to review the progress of the assembly, to review and approve the Financial Report, to approve the Financial Review, to elect new officers, and to conduct any other appropriate old or new business.

Section 2. Duly Called Business Meeting

The Senior Pastoral Team may call other duly called business meetings as deemed necessary to conduct church business. A duly called business meeting must be announced by voice three times, and/or by posting an electronic notification at least two weeks prior to the meeting.

Section 3: Electronic Meetings

Under appropriate circumstances, boards, committees, sub committees and other such groups may meet and conduct business by electronic means.

ARTICLE V - QUORUM

A quorum at any duly called business meeting will be the eligible voting members who are present.

ARTICLE VI - PROPERTY

1. If at any time the assembly decides to purchase property, the Senior Pastoral Team and Advisory Board will look after the business matters and present their views to the assembly at a duly called business meeting. A 2/3 vote of the members present is required to purchase the property.

2. The title of the property will be in the name of The Ministry of Jacob's Well, Incorporated or any of its DBA (Doing Business As) names and will be held in trust by the trustees until their successors are elected.
3. In the event this assembly ceases to function as a church, all assets will be assigned to another religious, non-profit 501 (c) (3) organization.

ARTICLE VII - AMENDMENTS

Section 1. Procedure

Amendments to these By-Laws may be submitted in writing by any member of the assembly to a Senior Pastoral Team member 10 days prior to a duly called business meeting. Upon approval of the Advisory Board, the proposed amendment will be brought to the assembly for consideration.

Section 2. Adoption

An amendment will be adopted when it receives a 2/3 vote of the members present at a duly called business meeting.

ARTICLE VIII - RECORD OF ADOPTION

We, the undersigned hereby certify that the foregoing By-Laws were presented to and adopted by the members of Jacob's Well, Incorporated on the 5th day of March, 2023.