

**Our vision is to develop people into fully
devoted followers of Jesus Christ**

CONSTITUTION AND BYLAWS

THE NORTHWAY COMMUNITY CHURCH, INC.
3740 INNER PERIMETER ROAD
VALDOSTA, GEORGIA 31602

www.northwayCC.com

Dr. Bill Blanchard, Founding Pastor

Approval unanimously by vote of the Church on December 16, 2012

TABLE OF CONTENTS

CONSTITUTION

PREAMBLE	1
ARTICLE I Name	1
ARTICLE II Purpose.....	1
ARTICLE III Statement of Faith.....	1
ARTICLE IV Church Government and Affiliations	1
ARTICLE V Adoptions and Amendments.....	1

BYLAWS

SECTION I — Church Membership	2
A. General.....	2
B. Requirements for Church Membership.....	2
C. Responsibilities of Church Membership.....	2
D. Voting Rights of Church Membership	4
E. Termination of Church Membership.....	5
F. Restoration of Church Membership	5
SECTION II — Church Business Conferences	6
A. Place.....	6
B. Scheduled Church Business Conferences.....	6
C. Called Church Business Conferences	6
D. Notice Requirements	6
E. Procedures	6
F. Quorum.....	6
G. Change in Affiliations; Dissolutions and Mergers	7
SECTION III — Church Officers and Staff	8
A. General.....	8
B. Management Team	8
C. Senior Pastor	11
D. Other Church Staff.....	12
SECTION IV — Ministry Leadership Teams	14
A. Deacon Ministry Team	14
B. Equipping Ministry Team.....	15

SECTION V — Nominating Committee	18
A. Qualifications and Responsibilities	18
B. Composition and Selection	18
C. Election	18
D. Term.....	19
E. Meetings.....	19
SECTION VI — Finance	20
A. Annual Budget.....	20
B. Church Financial Statements	20
C. Acquisition of Land, Buildings, Borrowing of Funds, Sale of Property	20
D. Audit of Church Finances.....	20
E. Financial Integrity of the Church	20
F. Financial Policies and Procedures.....	21
SECTION VII — Records and Reports	22
SECTION VIII — Maintenance	22
A. Year End	22
B. Policies and Procedures Manual	22
SECTION IX — Adoption and Amendment of Bylaws	23
A. Adoption	23
B. Amendment.....	23
C. Records	23
Endnotes	24

CONSTITUTION

PREAMBLE

We adopt, declare, and establish this Constitution for the purpose of preserving and securing the principles of our faith, and to the end that this body of believers may be governed in an orderly manner consistent with the teachings of the Bible.

ARTICLE I - Name

This body of believers shall be known as The Northway Community Church of Valdosta, Georgia, Inc., (referred to as the “Church”).

ARTICLE II - Purpose

Desiring to glorify God the Father through His unique Son, Jesus Christ, the Head of the Church, in the power of the Holy Spirit, and affirming the five eternal purposes of worship/magnification, evangelism/missions, fellowship/membership, discipleship/maturity, and service/ministry, the purposes of The Northway Community Church of Valdosta, Georgia, Inc. are to magnify God, bring people to Jesus, call believers to membership, develop members in spiritual maturity, and equip them for ministry.

ARTICLE III - Statement of Faith

We believe that the sixty-six books of the Bible were written by men divinely inspired by God, are completely trustworthy, and are the basis for our beliefs. This Church accepts “The Baptist Faith and Message” (2000 edition), which is incorporated herein by reference and made a part hereof, as an affirmation of our basic Christian beliefs and as a general statement of our faith.

ARTICLE IV - Church Government and Affiliations

Under the Lordship of Jesus Christ, the membership retains the exclusive right of self-government of this Church. This Church is an evangelical, non-denominational body of believers and is not subject to the control by any other ecclesiastical body.

ARTICLE V - Adoption and Amendments

Section 1. This Constitution shall be adopted by a two-thirds ($\frac{2}{3}$) affirmative vote of the members present and voting at the church business conference in which it is submitted for adoption.¹

Section 2. This Constitution may be amended by a two-thirds ($\frac{2}{3}$) affirmative vote of those members present and voting at any regular or called Church business conference. Notice of such amendment shall be given through distribution of written material to the members in attendance at Sunday services at least two consecutive Sundays in advance of the Church business conference in which the amendment is to be considered.

BYLAWS

SECTION I – Church Membership

A. General

1. The members of the Church shall consist of all persons who have met the requirements for membership and are listed on the Church membership roll.
2. The Northway Community Church of Valdosta, Georgia, Inc. does not have corporate members as the term “member” is defined in O.C.G.A. Section 14-3-140(22). Church membership does not constitute being a member of the corporate entity known as The Northway Community Church of Valdosta, Georgia, Inc., as that term is defined in O.C.G.A. Section 14-3-140(22). The right of a Northway Community Church of Valdosta, Georgia, Inc. Church member to vote on the election of the Management Team does not constitute being a “member” of The Northway Community Church of Valdosta, Georgia, Inc. as the term “member” is defined in O.C.G.A. Section 14-3-140(22).

B. Requirements for Church Membership

The requirements for Church membership are as follows:

1. A personal profession of faith in Jesus Christ as Lord and Savior;
2. Baptism by immersion as a believer as a symbol of salvation; and,
3. Completion of the Church Membership Orientation and affirmation of the Church Membership Covenant. Exceptions may occasionally be made when someone’s physical condition does not allow them to sit for these extended sessions.

C. Responsibilities of Church Membership

The responsibilities of membership are described in the Church Membership Covenant (“Life Together at Northway Community Church”) set forth below:

“Life Together at Northway Community Church”

We, the members of Northway Community Church, affirm that to be a member of the Northway Community Church family of faith is to be committed to developing a growing relationship with the Lord Jesus Christ and growing relationships with other members of the Church. In the context of these relationships, we commit to God and to one another that we will earnestly endeavor to do the following under the leadership of the Holy Spirit (all Scriptures are from the *New International Version* unless noted):

1. We will prize and protect the unity of our Church family by:
 - a. Acting in love toward other members.
 - (1) “Let us therefore make every effort to do what leads to peace and to mutual edification.”
Romans 14:19

- (2) “Be completely humble and gentle; be patient, bearing with one another in love. Make every effort to keep the unity of the Spirit through the bond of peace.” Ephesians 4:2-3
- (3) “Now that you have purified yourselves by obeying the truth so that you have sincere love for your brothers, love one another deeply, from the heart.” I Peter 1:22
- (4) “Be kind and compassionate to one another, forgiving each other, just as in Christ God forgave you.” Ephesians 4:32

b. Refusing to gossip and stir up dissension.

- (1) “Do not let any unwholesome talk come out of your mouths, but only what is helpful for building others up according to their needs, that it may benefit those who listen.” Ephesians 4:29
- (2) “There are six things the Lord hates . . . a man who stirs up dissension among brothers.” Proverbs 6:16, 19
- (3) “A perverse man stirs up dissension, and a gossip separates close friends.” Proverbs 16:28

c. Honoring and following the leaders.

- (1) “The elders who direct the affairs of the church well are worthy of double honor, especially those whose work is preaching and teaching.” I Timothy 5:17
- (2) “Obey your leaders and submit to their authority. They keep watch over you as men who must give an account. Obey them so that their work will be a joy, not a burden, for that would be of no advantage to you.” Hebrews 13:17

d. Resolving conflicts through the scriptural, disciplinary guidelines of our Church.

- (1) “If your brother sins against you, go and show him his fault, just between the two of you. If he listens to you, you have won your brother over. But if he will not listen, take one or two others along, so that ‘every matter may be established by the testimony of two or three witnesses.’ If he refuses to listen to them, tell it to the church; and if he refuses to listen even to the church, treat him as you would a pagan or a tax collector.” Matthew 18:15-17
- (2) “If another Christian is overcome by some sin, you who are godly should gently and humbly help that person back onto the right path. And be careful not to fall into the same temptation yourself.” Galatians 6:1 (*NLT*)

2. We will participate in the ministry of our Church family by:

a. Attending faithfully and giving generously and systematically.

- (1) “Let us not give up meeting together . . . but let us encourage one another.” Hebrews 10:25
- (2) “Every Sunday each of you must put aside some money, in proportion to what you have earned, and save it up.” I Corinthians 16:2 (*TEV*)

b. Discovering our gifts and talents.

- (1) “Serve one another with the particular gifts God has given each of you.” I Peter 4:10 (*Phillips*)

(2) “It was [God] Who gave some . . . to be pastors and teachers, to prepare God’s people for works of service, so that the body of Christ may be built up.” Ephesians 4:11-12

c. Being equipped to serve.

“Each of you should look not only to your own interests, but also to the interests of others. Your attitude should be the same as that of Christ Jesus; Who . . . [took on] the very nature of a servant.”
Philippians 2:4-7

d. Developing a servant’s heart.

(1) “But among you it should be quite different. Whoever wants to be a leader among you must be your servant, and whoever wants to be first must become your slave. For even I, the Son of Man, came here not to be served but to serve others, and to give My life as a ransom for many.”
Matthew 20:26-28 (*NLT*)

(2) “You, my brothers, were called to be free. But do not use your freedom to indulge in the sinful nature; rather, serve one another in love.” Galatians 5:13

3. We will be a partner in the mission of our Church family by:

a. Praying for its health and growth.

(1) “In all my prayers for all of you, I always pray with joy because of your partnership in the gospel.”
Philippians 1:4-5

(2) “We have not stopped praying for you and asking God . . . that you may live a life worthy of the Lord and may please Him in every way; bearing fruit in every good work, growing in the knowledge of God.” Colossians 1:9-10

b. Inviting the unchurched to attend.

“Then the master told his servant, ‘Go out to the roads and country lanes and make them come in, so that My house will be full.’” Luke 14:23

c. Warmly welcoming those who visit.

“So, warmly welcome each other into the church, just as Christ has warmly welcomed you; then God will be glorified.” Romans 15:7 (*Living Bible*)

d. Sharing Christ as we have opportunity both here and around the world.

“Always be prepared to give an answer to everyone who asks you to give the reason for the hope that you have.” I Peter 3:15

D. Voting Rights of Church Membership

Except as otherwise provided in Section II.G.1., every member of the Church present in person at a Church business conference shall have the right to vote on all matters presented to the Church for consideration at such Church business conference. Each member of the Church is entitled to one vote. Voting by proxy or absentee ballot is prohibited.

E. Termination of Church Membership

A member shall be removed from the Church membership roll and his or her Church membership terminated for any one of the following reasons:

1. Death;
2. Transfer of membership to another church; or when the Church office is informed that a member has joined another church, and that church does not notify the Church to delete such person from the Church membership roll, the Church office will contact the other church for verification, and adjust the Church membership roll accordingly;
3. Personal written request by the member;
4. Exclusion by the action of the Church when the member's life and conduct are inconsistent with the Scriptures in such a way that the member hinders the ministry influence of the Church. All matters of church discipline, including exclusion, shall be guided by a concern for redemption, reformation, and reconciliation rather than punishment, and shall be first handled by the Management Team in the spirit of Matthew 18:15-17, before any presentation by the Management Team, only, to the Church. If the Management Team determines that church discipline of any member of the Church is appropriate, the Management Team, only, may present to the Church a motion for church discipline of a member of the Church during a Church business conference. Any church discipline of a member of the Church shall require a three-fourths (3/4) affirmative vote of the members present and voting in favor of such motion for church discipline. In every case the person who is the subject of such motion for church discipline shall have the privilege to address the Management Team at a meeting at which the member's church discipline is considered; or,
5. Failure to participate in the life of the church as evidenced by no attendance and no financial giving in a two-year period (Cf. Section II.G.1.). Exceptions would be made for those who are away in school, jail, military or missionary service, shut-ins, or those on limited incomes.

F. Restoration of Church Membership

Upon evidence of the excluded person's repentance and reformation, such person excluded by action of the Church shall be restored by a three-fourths (3/4) affirmative vote of the members present and voting for such motion during a Church business conference, upon the recommendation of the Management Team in the spirit of II Corinthians 2:5-11.

SECTION II – Church Business Conferences

A. Place

Church business conferences shall be held at 3740 Perimeter Road, Valdosta, Georgia, or such other place as may be designated by the Management Team.

B. Scheduled Church Business Conferences

The scheduled business conferences of the Church shall be held quarterly, on a Sunday, with the annual Church business conference being in October.

C. Called Church Business Conferences

The Senior Pastor or the Management Team shall have the authority to call the Church to conference for business whenever it is deemed expedient.

D. Notice Requirements

Notice of scheduled and called Church business conferences shall be provided to members two consecutive Sunday mornings prior to the Church business conference. Notice shall include a general description of any business to be transacted and may be given by distribution of written material to the members in attendance at Sunday services, and/or by a verbal announcement to the congregation in attendance at Sunday services.

E. Procedures

1. In conducting all Church business conferences, the Church shall be guided by *Robert's Rules of Order*, current edition, except in cases otherwise specifically provided for in the Constitution and Bylaws. In the absence of the elected Parliamentarian, a person may be designated by the Chairman of the Management Team to serve as Parliamentarian.
2. The Chairman of the Management Team shall serve as the moderator of all Church business conferences. In the absence of the Chairman of the Management Team, the Vice Chairman of the Management Team shall serve as moderator. In the absence of both, the Administrator shall serve as moderator. In the absence of the three, the Chairman of the Management Team shall designate the moderator.
3. The Management Team shall establish the agenda for each Church business conference. All matters requiring Church approval shall be brought to the attention of the Management Team for consideration at least thirty calendar days before being placed on the agenda of a Church business conference.
4. It is the aim of Northway Community Church always to provide ample information to the congregation prior to any vote at a Church business conference. However, where reasonable opportunity has been provided to the congregation to discuss issues and have questions answered by the appropriate party or parties prior to a particular business conference, discussion of the issue that is up for vote may be dispensed with at the business conference at the discretion of the moderator.

F. Quorum

Except as otherwise specifically provided in Section II.G. below, those members entitled to vote and present, and voting at a Church business conference duly noticed and called into conference, shall constitute a quorum of the membership for the transaction of business.

G. Change in Affiliations; Dissolutions and Mergers

1. All matters relating to any proposal or plan: (a) for affiliation with another church, convention, or association of churches; and/or, (b) for dissolution of the Church and/or for disposition of real and personal property and other assets of the Church upon dissolution of the Church; and/or, (c) for merger of the Church with another church or entity; and/or, (d) to alter the corporate charter of the Church, shall be referred to and handled by the Management Team, only, before a recommendation by the Management Team to the Church members entitled to vote thereon. The Management Team, only, may recommend a proposal or plan: (a) for affiliation with another church, convention, or association of churches; and/or, (b) for dissolution of the Church and/or for disposition of real and personal property and other assets of the Church upon dissolution of the Church; and/or, (c) for merger of the Church with another church or entity; and/or, (d) to alter the corporate charter of the Church, to the Church members entitled to vote thereon during any Church business conference. If the Management Team recommends such a proposal or plan, a quorum of not less than fifty-five percent (55%) of the Church members entitled to vote thereon shall be required, and a two-thirds ($\frac{2}{3}$) affirmative vote of the Church members entitled to vote and present and voting shall be required to approve and adopt such proposal or plan. For purposes of this Section II.G.1., the Church members entitled to vote on any such proposal or plan shall be only those Church members who, according to the financial records of the Church, have made a financial contribution to the Church within the twenty-four calendar months immediately preceding the date of the vote of the Management Team to recommend the proposal or plan to the Church members entitled to vote thereon.
2. In the event of the dissolution of the Church, all real and personal property and other assets of the Church shall be distributed in accordance with applicable law.

SECTION III – Church Officers and Staff

A. General

1. The Church is a Georgia nonprofit tax-exempt corporation known as The Northway Community Church of Valdosta, Georgia, Inc.² In accordance with the Georgia Non-Profit Corporation Code, the Church must designate individuals to serve in the corporate roles of Directors and Officers.
2. The Management Team shall be the Board of Directors of the Church. The Officers of the Management Team shall be elected by the Management Team and shall be the Officers of the Church. The same individual may not hold more than one Officer position of the Church.³
3. The Chairman of the Management Team shall be President of the Church. The Vice Chairman of the Management Team shall be the Vice President of the Church. The Treasurer of the Management Team shall be the Chief Financial Officer of the Church. The Secretary of the Management Team shall be the Secretary of the Church.
4. The President, Vice President, and Chief Financial Officer of the Church, subject to any approval requirements contained herein, are authorized to execute and deliver agreements, contracts, deeds, evidences of indebtedness, and other legal documents on behalf of and binding to the Church, provided that all such agreements, contracts, deeds, evidences of indebtedness, and other legal documents shall be signed by not less than two such Officers.
5. The Secretary shall record and maintain the minutes and records of all Management Team meetings and all Church business conferences, and the Secretary shall, upon request, authenticate all such minutes and Church records.

B. Management Team

1. Qualifications and Responsibilities

The Management Team may include men and women who are members of the Church, who shall be exemplary in their conduct, discreet in judgment, of honest report, full of faith, and conscious that they shall set worthy examples of cooperation, love, and loyalty for all members of the Church.

The principal responsibilities of the Management Team shall be to provide accountability for the Senior Pastor, ensure the financial integrity of the Church, develop and adopt policies relating to the operation of the Church, supervise personnel matters of the Church, and, as the Board of Directors, handle all corporate affairs and business matters involving the Church. These responsibilities shall be administered through the Finance subcommittee, Policy and Legal Issues subcommittee, and Personnel subcommittee, each comprised of approximately one-third ($\frac{1}{3}$) of the Management Team members. The members and Chairman of each subcommittee shall be appointed jointly by the Chairman of the Management Team and the Senior Pastor.

a. Senior Pastor Accountability

- (1) The Management Team shall provide advice and counsel to the Senior Pastor in the planning, budgeting, staffing, coordination, and implementation functions of the various ministries of the Church.
- (2) The Management Team shall serve as an advocate of the Senior Pastor and shall also evaluate annually his overall performance in the context of his job description.

(3) The Management Team, only, shall make a recommendation to the Church, if necessary, regarding the tenure or dismissal of the Senior Pastor. The Church will not act on any matter relating to the tenure or dismissal of the Senior Pastor without affording the Management Team at least thirty calendar days to study the matter and make a recommendation to the Church. The Management Team shall not make such recommendation to the Church without a three-fourths (3/4) affirmative vote approving such recommendation by the members of the Deacon Ministry Team present and voting at a meeting where notice of such vote has been properly provided.

b. Financial Integrity

The Management Team shall develop and recommend the annual budget to the Church and shall be responsible for maintaining the integrity of all the financial activities of the Church. Specific financial duties of the Management Team are noted in Section VI.

c. Policy and Legal Issues

(1) The Management Team shall develop and adopt such policies and procedures as are necessary for the effective and orderly functioning of the Church.

(2) The Management Team shall be responsible for handling all legal issues of the Church.

d. Personnel Matters

(1) The Management Team shall update and maintain the Personnel Policy Manual, make (or delegate) hiring decisions, discipline decisions, pay decisions, employment termination decisions, evaluate job performance, and deal with all other personnel matters in consultation with the Senior Pastor and Administrator. All employment termination decisions shall also require the approval of three-fourths (3/4) of the members of the Deacon Ministry Team present and voting at a meeting where notice of such vote has been properly provided.

(2) The Management Team shall recommend annual salary and benefits for the Church staff as part of the annual Church budget.

e. Special Task Forces and *ad hoc* Committees

Whenever the Management Team determines that special task forces/*ad hoc* committees need to be formed among the Church membership, the Management Team shall initiate an appropriate recommendation to the Nominating Committee which, in turn, shall make the necessary appointments to such special task force and/or *ad hoc* committee, including the appointment of a Chairman. Once members are appointed to such special task force and/or *ad hoc* committee, they shall function under the direction of and in communication with, and report to, the Management Team.

f. Senior Pastor Powers

The Senior Pastor shall have power to veto any action taken by the Management Team unless the Management Team overrides such Senior Pastor veto by a two-thirds (2/3) vote of the members of the Management Team present and voting at such meeting.

2. Composition and Selection

a. The Management Team shall be composed of eleven lay members of the Church and the Senior Pastor, unless functioning with fewer members as provided in Section III.B.3.b.

- b. The Nominating Committee shall strive to nominate lay members for the Management Team who are not currently serving on the Deacon Ministry Team, the Equipping Ministry Team, or the Nominating Committee. On an annual basis, the Nominating Committee shall request recommendations for the Management Team from the members of the Church. Members of the Nominating Committee may also submit recommendations. Once the Nominating Committee has identified the names of potential nominees, the following procedures shall be observed:
 - (1) The names of all potential nominees shall be submitted to the Pastoral Leadership Team for review. The members of the Pastoral Leadership Team may request a potential nominee's name be removed from the list if they believe that the nominee does not meet the spiritual qualifications for service.
 - (2) Members of the Nominating Committee shall contact potential nominees to determine if they are willing to serve if elected. Potential nominees must indicate they believe that they meet the qualifications for service and are willing to serve.
 - (3) The names of the potential nominees who agree to serve, if elected, shall be submitted to the Financial Secretary to ensure that each nominee is a generous and systematic contributor.
 - (4) The Chairman of the Nominating Committee shall appoint teams of two from the Nominating Committee to interview each potential nominee.
 - (5) The Nominating Committee shall present information (picture, biographical sketch, testimony, etc.) to the members of the Church about each nominee willing to serve if elected, at least fourteen calendar days before the annual Church business conference in October. The number of nominees presented to the members of the Church shall be the exact number of persons needed for service.
- c. Members of the Pastoral Leadership Team, other than the Senior Pastor, may advise the Management Team but are not eligible to serve as members of the Management Team. Neither paid Church staff, except for the Senior Pastor, nor immediate family members (spouse, parents, and children) of the Pastoral Leadership Team or Church support staff shall be selected as members of the Management Team.
- d. The Management Team shall elect its Officers from among its lay members on an annual basis. The Senior Pastor shall not serve as an Officer of the Management Team.

3. Election

- a. The election of the Management Team shall be held during the annual Church business conference in October.⁴ The vote shall be by secret ballot, with a "yes" and "no" by each nominee's name, and election shall require a three-fourths ($\frac{3}{4}$) affirmative vote of the members present and voting for election of such nominee to the Management Team. If a nominee is not elected, another nominee shall be submitted to the Church by the Nominating Committee as soon as feasible.
- b. If vacancies occur on the Management Team, the Management Team may decide to function with fewer members or fill the vacancy with a replacement of the Management Team's own choosing. However, at no time shall the Management Team function with more than two fewer members than the initially prescribed number of members and the Management Team shall not fill more than two vacancies with a replacement of its own choosing in any twelve-month period. All other vacancies shall be filled according to the selection process provided in Section III.B.2. with election as provided in Section III.B.3.a., except that such vote shall occur at the next regularly scheduled or called Church business conference. Such replacement shall serve out the remainder of the unexpired term of the person he or she replaces.

4. Term

The lay members of the Management Team shall serve three-year terms, on a rotating basis, beginning January 1 of each year, and shall not succeed themselves in office for two years. The Senior Pastor shall serve as a member of the Management Team for as long as he serves as Senior Pastor.

5. Meetings

The Management Team shall meet monthly or as necessary. Notice shall be provided to all members of the Management Team of every Management Team meeting. No Management Team member shall be barred from any Management Team meeting and no action may be taken by the Management Team unless proper notice has been provided to all members. A majority shall constitute a quorum for the transaction of business, but action of the Management Team shall be approved by a three-fourths ($\frac{3}{4}$) affirmative vote of all the members of the Management Team.

C. Senior Pastor

1. Qualifications and Responsibilities

- a. The Senior Pastor shall be a man called of God and set apart to the gospel ministry, evangelical in theology, in accordance with the “Baptist Faith and Message” (2000 edition), and committed to living and serving in a manner consistent with the standards set forth in Scripture for such a leader.
- b. The Senior Pastor shall be called to lead the Church to understand, embrace, and accomplish its mission as defined by the primary biblical purposes of worship/magnification, evangelism/missions, fellowship/membership, discipleship/maturity, and service/ministry. The Senior Pastor leads the Church through his primary biblical roles of elder/overseer, evangelist, shepherd, preacher/teacher, and equipper.
- c. The specific responsibilities of the Senior Pastor may be outlined in terms of his primary biblical roles as follows:
 - (1) Elder/Overseer—As elder/overseer, the Senior Pastor is the principal leader and vision caster of the Church (cf. Acts 20:28; Philippians 1:1; I Timothy 3:1-7; Titus 1:5-9; I Peter 5:1-4).
 - (2) Evangelist—As evangelist, the Senior Pastor models the practice of personal evangelism incumbent on every believer and ensures that the Church is challenged and equipped to be obedient to the command of the Lord Jesus Christ to “make disciples” locally and globally (cf. II Timothy 4:5; Matthew 28:19).
 - (3) Shepherd—As shepherd, the Senior Pastor models the heart of the Chief Shepherd and ensures that the Church is well led, cared for, fed, and protected (cf. Acts 20:28; I Peter 5:1-4).
 - (4) Preacher/Teacher—As preacher/teacher, the Senior Pastor is the principal communicator of God’s Word in public worship and ensures that the Church is growing to maturity in Christ through the Spirit-anointed teaching of sound doctrine (cf. Acts 6:4; Ephesians 4:11; II Timothy 4:1-4; Titus 1:9).
 - (5) Equipper—As equipper, the Senior Pastor partners with other leaders to empower and equip maturing members for significant service and ministry by discovering, developing, and deploying their spiritual gifts (cf. Ephesians 4:12; II Timothy 2:2).

2. Selection

- a. In the selection of the Senior Pastor, a Senior Pastor Search Committee composed of three members from the Management Team and four members from the Church at large, plus two additional non-voting alternate members, shall be nominated by the Management Team, and elected at a scheduled or called Church business conference. The three members of the Management Team serving on the Senior Pastor Search Committee shall continue to serve even if his or her term of service on the Management Team expires. Members of the Pastoral Leadership Team and their immediate family members (spouse, parents, and children) are not eligible to serve on the Senior Pastor Search Committee. The Senior Pastor Search Committee shall work to identify a Senior Pastor whose gifts, character, and calling fit him for that office. A majority of the members of the Senior Pastor Search Committee shall constitute a quorum for the transaction of business, but action of the Senior Pastor Search Committee shall be approved by a three-fourths ($\frac{3}{4}$) affirmative vote of all the members of the Senior Pastor Search Committee.
- b. The selection of the Senior Pastor shall occur at a Church business conference called specifically for that purpose. No name shall be considered or nominated except as recommended by the Senior Pastor Search Committee. The vote for the Senior Pastor shall be by secret ballot, with a “yes” and “no,” and shall require a three-fourths ($\frac{3}{4}$) affirmative vote of the members present and voting for election. If the recommendation of the Senior Pastor Search Committee does not receive the required three-fourths ($\frac{3}{4}$) affirmative vote, the Senior Pastor Search Committee shall continue its duties and shall present another recommendation to the Church.

3. Term

- a. The Senior Pastor shall serve at the pleasure of the Church and under continuing call until the Church or the Senior Pastor requests otherwise. Resignation of the Senior Pastor shall require thirty days prior written notice to the Church.
- b. Involuntary termination of the services and employment of the Senior Pastor shall require a three-fourths ($\frac{3}{4}$) affirmative vote of those members present and voting for such motion at a Church business conference called specifically for that purpose.

D. Other Church Staff

Church staff shall be employed subject to the terms and conditions set forth in the Church’s Personnel Policy Manual.

1. Pastoral Leadership Team

- a. All Pastoral Leadership Team members shall be considered pastors and shall function in similar roles as those stated for the Senior Pastor in Section III.C.1. They shall be called of God into the gospel ministry, and are expected to be evangelical in theology, in accordance with the “Baptist Faith and Message” (2000 edition), and committed to living and serving in a manner consistent with the standards set forth in Scripture for such leaders. In evaluating the job performance of these pastors, the Senior Pastor and the Administrator shall work with the Personnel subcommittee of the Management Team as stated in Section III.B.1.d. The Administrator shall be evaluated by the Senior Pastor and the Personnel subcommittee of the Management Team.
- b. All Pastoral Leadership Team positions shall be determined by the Senior Pastor and approved by the Management Team. All members of the Pastoral Leadership Team are selected by the Senior Pastor and the Management Team, approved by the Church, and shall be accountable to the Senior Pastor. The vote for a Pastoral Leadership Team member shall be by secret ballot, with a “yes” and “no,” and shall require a three-fourths ($\frac{3}{4}$) affirmative vote of the members present and voting for election. The

services and employment of a member of the Pastoral Leadership Team may be terminated upon the recommendation of the Senior Pastor to, and approval by, the Management Team. If the position of the Senior Pastor is vacant, the Administrator and the Chairman of the Management Team shall jointly function in that capacity for this limited purpose.

- c. All interim staff positions shall be determined by the Senior Pastor in consultation with the Administrator.

2. Church Support Staff

All Church support staff positions shall be determined by the Senior Pastor and approved by the Management Team. All members of the Church support staff shall be selected by, are accountable to, and serve at the discretion of the Administrator in consultation with the Personnel subcommittee of the Management Team. In the absence of the Administrator, the Personnel subcommittee of the Management Team shall function in this supervisory role.

SECTION IV – Ministry Leadership Teams

A. Deacon Ministry Team

1. Qualifications and Responsibilities

- a. The Deacon Ministry Team shall include men who are members of the Church, exemplary in their conduct, discreet in judgment, of honest report, full of faith and conscious that they shall set worthy examples of cooperation, love and loyalty for all members of the Church, abiding by the principles set forth in Acts 6 and Timothy 3.
- b. The Deacon Ministry Team shall promote peace, harmony, and a spirit of unity and cooperation among the membership of the Church.
- c. The Deacon Ministry Team shall serve the body in the following areas:
 - (1) Pastoral support (i.e., evangelism, new member follow-up, hospital visitation, nursing home visitation, homebound, bereavement, etc.);
 - (2) Church ordinance administration (Lord’s Supper shall be observed at least quarterly);
 - (3) Benevolence ministry administration;
 - (4) Conflict resolution; and,
 - (5) Leadership for other ministries which are consistent with the respective deacon’s gifts and calling to ministry.
- d. When the office of Senior Pastor is vacant, the Deacon Officers shall consult with the Pastoral Leadership Team and are responsible for coordinating pulpit supply speakers and recommending an interim pastor to the members of the Church.

2. Composition and Selection

- a. The Deacon Ministry Team shall determine the number of men necessary to function effectively in its various ministries.
- b. The Nominating Committee shall strive to nominate members for the Deacon Ministry Team who are not currently serving on the Management Team, the Equipping Ministry Team, or the Nominating Committee. On an annual basis, the Nominating Committee shall request recommendations for the Deacon Ministry Team from members of the Church. Members of the Nominating Committee may also submit recommendations. Once the committee has identified the names of potential nominees the following procedures shall be observed:
 - (1) The names of all potential nominees shall be submitted to the Pastoral Leadership Team for review. The members of the Pastoral Leadership Team may request a potential nominee’s name be removed from the list if they believe that the nominee does not meet the spiritual qualifications for service.
 - (2) Members of the Nominating Committee shall contact potential nominees to determine if they are willing to serve if elected. Potential nominees must indicate they believe that they meet the qualifications for service and are willing to serve.

- (3) The names of the potential nominees who agree to serve, if elected, shall be submitted to the Financial Secretary to ensure that each nominee is a generous and systematic contributor.
 - (4) A Chairman-appointed member of the Nominating Committee and a Deacon officer shall interview each potential nominee.
 - (5) The Nominating Committee shall submit information (picture, biographical sketch, testimony, etc.) to the members of the Church about each nominee willing to serve if elected, at least fourteen calendar days before the annual Church business conference in October. The number of nominees presented shall be the exact number of persons needed for service.
- c. The Deacon Ministry Team shall elect its officers from among its members on an annual basis.

3. Election

- a. The election of the Deacon Ministry Team shall be held at the annual Church business conference in October. The vote shall be by secret ballot, with a “yes” and “no” by each nominee’s name, and shall require a three-fourths ($\frac{3}{4}$) affirmative vote of the members present and voting for election of such nominee to the Deacon Ministry Team. If a nominee is not elected, another nominee shall be submitted to the Church by the Nominating Committee as soon as feasible.
- b. If vacancies occur on the Deacon Ministry Team, the Deacon Ministry Team may decide to function with fewer members or fill the vacancy with a replacement of the Deacon Ministry Team’s own choosing. However, at no time shall the Deacon Ministry Team function with more than two fewer members than the initially prescribed number of members and the Deacon Ministry Team shall not fill more than two vacancies with a replacement of its own choosing in any twelve-month period. All other vacancies shall be filled according to the selection process provided in Section IV.A.2. with election as provided in Section IV.A.3.a., except that such vote shall occur at the next regularly scheduled or called Church business conference. Such replacement shall serve out the remainder of the unexpired term of the person he replaces.

4. Term

Members of the Deacon Ministry Team shall serve three-year terms, on a rotating basis, beginning January 1 of each year, and shall not succeed themselves in office for at least two years.

5. Meetings

There shall be regular meetings as determined by the Deacon Officers. A majority shall constitute a quorum for the transaction of business, and action of the Deacon Ministry Team shall be approved by a majority vote of the members of the Deacon Ministry Team present and voting.

B. Equipping Ministry Team

1. Qualifications and Responsibilities

- a. The Equipping Ministry Team shall include men and women who are members of the Church, exemplary in their conduct, discreet in judgment, of honest report, full of faith, and conscious that they shall set worthy examples of cooperation, love, and loyalty for all members of the Church.
- b. The Equipping Ministry Team shall work with an appropriate Pastoral Leadership Team sponsor to develop ministry teams to mobilize members of the Church for ministry.

- c. The Equipping Ministry Team shall identify, recruit, equip, lead, and deploy others to be involved in various non-Deacon led ministries of the Church, with no time limitations placed on their involvement.

2. Composition and Selection

- a. The Equipping Ministry Team shall be composed of nine members of the Church, unless functioning with fewer members as provided in Section IV.B.3.b.
- b. The Nominating Committee shall strive to nominate members for the Equipping Ministry Team who are not currently serving on the Management Team, the Deacon Ministry Team, or the Nominating Committee. On an annual basis, the Nominating Committee shall request recommendations from the members of the Church. Members of the Nominating Committee may also submit recommendations. Once the committee has identified the names of potential nominees, the following procedures shall be observed:
 - (1) The names of all potential nominees shall be submitted to the Pastoral Leadership Team for review. The members of the Pastoral Leadership Team may request a potential nominee's name be removed from the list if they believe that the nominee does not meet the spiritual qualifications for service.
 - (2) Members of the Nominating Committee shall contact potential nominees to determine if they are willing to serve if elected. Potential nominees must indicate they believe that they meet the qualifications for service and are willing to serve.
 - (3) The names of the potential nominees who agree to serve, if elected, shall be submitted to the Financial Secretary to ensure that each nominee is a generous and systematic contributor.
 - (4) The Chairman of the Nominating Committee shall appoint teams of two from the Nominating Committee to interview each potential nominee.
 - (5) The Nominating Committee shall submit information (picture, biographical sketch, testimony, etc.) to the members of the Church about each nominee willing to serve if elected, at least fourteen calendar days before the annual Church business conference in October. The number of nominees presented shall be the exact number of persons needed for service.
- c. The Equipping Ministry Team shall elect its officers from among its members on an annual basis.

3. Election

- a. The election shall be held at the annual Church business conference in October. The vote shall be by secret ballot, with a "yes" and "no" by each nominee's name, and election shall require a three-fourths ($\frac{3}{4}$) affirmative vote of the members present and voting for election to the Equipping Ministry Team. If a nominee is not elected, another nominee shall be submitted to the Church by the Nominating Committee as soon as feasible.
- b. If vacancies occur on the Equipping Ministry Team, the Equipping Ministry Team may decide to function with fewer members or fill the vacancy with a replacement of the Equipping Ministry Team's own choosing. However, at no time shall the Equipping Ministry Team function with more than two fewer members than the initially prescribed number of members and the Equipping Ministry Team shall not fill more than two vacancies with a replacement of its own choosing in any twelve-month period. All other vacancies shall be filled according to the selection process provided in Section IV.B.2. with election as provided in Section IV.B.3.a., except that such vote shall occur at the

next regularly scheduled or called Church business conference. Such replacement shall serve out the remainder of the unexpired term of the person he or she replaces.

4. Term

The members of the Equipping Ministry Team shall serve three-year terms, on a rotating basis, beginning January 1 of each year, and shall not succeed themselves in office for at least two years.

5. Meetings

Meetings of the Equipping Ministry Team shall be determined by the Chairman and an appropriate Pastoral Leadership Team sponsor. A majority shall constitute a quorum for the transaction of business, and action of the Equipping Ministry Team shall be approved by a majority vote of the members of the Equipping Ministry Team present and voting.

SECTION V – Nominating Committee

A. Qualifications and Responsibilities

The Nominating Committee shall be composed of men and women who are members of the Church, exemplary in their conduct, discreet in judgment, of honest report, full of faith, and conscious that they shall set worthy examples of cooperation, love and loyalty for all members of the Church.

The Nominating Committee shall select nominees for the Management Team, the Equipping Ministry Team, and the Deacon Ministry Team in accordance with the procedures set forth above in these Bylaws. The Nominating Committee shall also nominate the Parliamentarian. And, when the Management Team determines the need for any Church program directors, the Nominating Committee shall select these nominees.

B. Composition and Selection

The Nominating Committee shall be composed of the Senior Pastor, Chairman of the Management Team, and nine members of the Church at-large, unless functioning with fewer members as provided in Section V.C.2.

1. The Management Team and the Senior Pastor shall identify potential nominees for the Nominating Committee from the members of the Church. An effort shall be made to ensure that such nominees represent a broad cross-section of the Church. The Senior Pastor and the Management Team shall strive to select members for the Nominating Committee who are not currently serving on the Management Team, the Deacon Ministry Team, or the Equipping Ministry Team.
2. The Management Team shall submit names of all potential nominees for the Nominating Committee to the Pastoral Leadership Team for review. The members of the Pastoral Leadership Team may request a potential nominee's name be removed from the list if they believe that the nominee does not meet the spiritual qualifications for service.
3. Members of the Management Team shall contact potential nominees to determine if they are willing to serve if elected. Potential nominees must indicate that they believe they meet the spiritual qualifications for service and are willing to serve if elected.
4. The names of the potential nominees who agree to serve, if elected, shall be submitted to the Financial Secretary to ensure that each nominee is a generous and systematic contributor.
5. The Chairman of the Management Team shall appoint teams of two from the Management Team to interview each potential nominee.
6. The Management Team shall submit information (picture, biographical sketch, testimony, etc.) to the members of the Church about each nominee willing to serve if elected, at least fourteen calendar days before the annual Church business conference in October. The number of nominees presented shall be the exact number of persons needed for service.
7. The Chairman of the Nominating Committee shall be appointed by the Management Team on an annual basis.

C. Election

1. The election of the Nominating Committee shall be held during the annual Church business conference in October. The vote shall be by secret ballot, with a "yes" and "no" by each nominee's name, and election

shall require a three-fourths ($\frac{3}{4}$) affirmative vote of the members present and voting for election of such nominee to the Nominating Committee. If a nominee is not elected, another nominee shall be submitted to the Church by the Management Team and Senior Pastor as soon as feasible.

2. If vacancies occur on the Nominating Committee, the Nominating Committee may decide to function with fewer members or fill the vacancy with a replacement of the Nominating Committee's own choosing. However, at no time shall the Nominating Committee function with more than two fewer members than the initially prescribed number of members and the Nominating Committee shall not fill more than two vacancies with a replacement of its own choosing in any twelve-month period. All other vacancies shall be filled according to the selection process provided in Section V.B. with election as provided in Section V.C.1., except that such vote shall occur at the next regularly scheduled or called Church business conference. Such replacement shall serve out the remainder of the unexpired term of the person he or she replaces.

D. Term

The members of the Nominating Committee shall serve three-year terms, on a rotating basis, beginning January 1 of each year, and shall not succeed themselves in office for at least two years.

E. Meetings

The Nominating Committee shall meet monthly or as necessary. Three-fourths ($\frac{3}{4}$) of the members of the committee shall constitute a quorum for the transaction of business, and action of the Nominating Committee shall be approved by a majority vote of the members of the Nominating Committee present and voting.

SECTION VI – Finance

A. Annual Budget

1. The members of the Church shall approve the next year's budget during the annual Church business conference in October by a two-thirds ($\frac{2}{3}$) affirmative majority of the members present and voting. The votes shall be counted by members of the Management Team.
2. The members of the Church shall approve non-budgeted expenditures exceeding an annual cumulative total of three percent (3%) of the annual budget by a two-thirds ($\frac{2}{3}$) affirmative majority of the members present and voting. This shall not apply in emergency situations to monies previously set aside in a maintenance reserve fund.
3. The members of the Church shall approve all budget reallocations exceeding an annual cumulative total of three percent (3%) of the annual budget by a two-thirds ($\frac{2}{3}$) affirmative majority of the members present and voting.

B. Church Financial Statements

1. The Church shall make available to members of the Church written quarterly financial reports on Sunday morning of the regularly scheduled Church business conferences.
2. The Church shall make available to members of the Church written reports of non-budgeted expenditures exceeding an annual cumulative total of two percent (2%) of the annual budget.

C. Acquisition of Land, Buildings, Borrowing of Funds, Sale of Property

The members of the Church shall approve all acquisition of land, buildings, borrowing of funds, and sale of property by a two-thirds ($\frac{2}{3}$) affirmative vote of the Church members present and voting for such motion at any Church business conference. In rare cases when it is prudent to negotiate a business decision without public discussion, and only if the members of the Management Team are in unanimous agreement with a proposed course of action, the Management Team may negotiate a legal agreement without the Church's prior approval, but subject to the Church's ultimate approval by a two-thirds ($\frac{2}{3}$) affirmative vote of the Church members present and voting.

D. Audit of Church Finances

The Management Team shall be responsible for selecting an independent Certified Public Accountant to conduct an audit, review, compilation or agreed upon procedures as needed and as determined by the Management Team. The auditor shall not be a member of the Church. The scope of services provided by the independent Certified Public Accountant shall be determined by the Management Team.

E. Financial Integrity of the Church

1. The Management Team shall be accountable to the Church for maintaining the financial integrity of all the financial activities of the Church. The Management Team shall establish operating and reserve funds that are adequate to operate the Church efficiently. The Management Team shall report the prior year's results and the disposition of any budget surplus annually to the Church. If anticipated receipts are less than the annual budget, the Management Team will make the necessary changes in the annual budget to operate within the anticipated receipts.

2. The Management Team and the Officers of the Church having access to funds of the Church shall be bonded in such amounts as the Management Team determines, from time to time.

F. Financial Policies and Procedures

The Management Team shall develop and approve written financial policies and procedures for all financial activities of the Church and all related activities. The Management Team shall be accountable to the Church as follows:

1. The Management Team shall approve non-budgeted expenditures not to exceed an annual cumulative total of three percent (3%) of the annual budget.
2. The Management Team shall approve budget reallocations not to exceed an annual cumulative total of three percent (3%) of the annual budget.
3. The Management Team shall receive and approve detailed monthly financial statements for the Church.

SECTION VII – Records and Reports

The Church shall maintain and keep the following records and reports in the Church office:

1. An accounting system that provides financial records with actual and detailed information on receipts, disbursements, balances, and the financial condition of the Church;
2. Written minutes of all Church business conferences and all Management Team meetings;
3. A listing of the Church's real and personal property, fixed assets, and insurance records;
4. A record of the members of the Church, listing the names and addresses of all members;
5. Annual contribution statements for all contributors; and,
6. A certified written report from the independent Certified Public Accountant upon completion of any audit, review, compilation or agreed upon procedures as determined by the Management Team.

SECTION VIII – Maintenance

A. Year End

The Church shall operate on a calendar year with respect to operation of the budget and for committee and team service.

B. Policies and Procedures Manual

The Administrator shall be responsible for compiling and maintaining a Policies and Procedures Manual for the day-to-day administrative functions of the Church not covered in the Constitution and Bylaws. Subjects covered in the Policies and Procedures Manual shall include, but are not limited to:

1. Personnel policies and procedures;
2. Financial policies and procedures;
3. Church property policies and procedures; and,
4. Child protection policies.

The Policies and Procedures Manual shall be available in the office of the Administrator for review by members of the Church. Any suggested changes shall be recommended in writing to, and decided upon by, the Management Team.

SECTION IX – Adoption and Amendment of Bylaws

A. Adoption

These Bylaws shall be adopted by a two-thirds ($\frac{2}{3}$) affirmative vote of the members of the Church present and voting at the duly called Church business conference at which these Bylaws are submitted for adoption.

B. Amendment

These Bylaws may be amended by a two-thirds ($\frac{2}{3}$) affirmative vote of the members of the Church present and voting at any Church business conference. Any proposal to amend these Bylaws shall be brought to the attention of the Management Team at least thirty calendar days before it appears on the agenda of any Church business conference.

C. Records

A copy of the most recent edition of the Bylaws shall at all times be kept with the records of the Church. A copy of the Constitution and Bylaws shall be made available to any Church member upon request.

Endnotes

Note: The following Endnotes are part of the Constitution and Bylaws and shall have full force and effect. (O.C.G.A. stands for “Official Code of Georgia Annotated.”)

- 1- This Constitution and Bylaws shall become effective immediately upon adoption by the members of the Church. Following the adoption of the Constitution and Bylaws, the founding pastor is authorized to make any and all necessary clerical corrections and typographical corrections to the Constitution and Bylaws.

The provisions of the Constitution and Bylaws shall prevail and control over any conflicting resolutions or actions taken by any other ecclesiastical body and over any conflicting resolutions or actions taken by any employee of the Church, the Management Team, the Pastoral Leadership Team, the Deacon Ministry Team, and/or any other committee, subcommittee, or team, which are not in conformity with the Constitution and Bylaws.

- 2- In the event a religious doctrine of the Church is inconsistent with any provision of the Georgia Nonprofit Code, or other law, the religious doctrine of the Church shall control to the fullest extent permitted by applicable law.
- 3- The Board of Directors and the Officers of the Church shall, to the fullest extent permitted by applicable law, be entitled to indemnification and advances and reimbursements for expenses, in accordance with O.C.G.A. Section 14-3-850 through O.C.G.A. Section 14-3-858.
- 4- In order to ensure a smooth transition of Church business, initially the Leadership Team shall appoint those who will be serving on the Nominating Committee, the Management Team, the Deacon Ministry Team, and the Equipping Ministry Team. During a period of transition, each of these entities will remain static (non-rotating) and less than fully staffed, but they will begin functioning on the date this Constitution and Bylaws are approved by the Church. By no later than October, 2015, in the annual Church business conference, these four entities should be fully staffed and operating on a rotating system with one, two, and three year term assignments being given to each of these leaders.