

# New Covenant Fellowship Bylaws

(October 29, 2013 v7)  
(Amended January 31, 2016)

## ARTICLE I: NAME AND LOCATION

### *A. Name*

The name of this organization for official purposes is NEW COVENANT FELLOWSHIP OF ROCKDALE, INC. (hereinafter called, "New Covenant Fellowship" or "the Church").

### *B. Location*

The offices and place of business of New Covenant Fellowship is 2461 O'Neal Road, Conyers, Georgia 30094 and the place of worship is 875 Davis Drive, Conyers, Georgia 30012.

## ARTICLE II: NONPROFIT CORPORATION STATUS

New Covenant Fellowship of Rockdale, Inc. is a bona fide church and nonprofit corporation. The corporation is established according to the provisions of the Georgia Nonprofit Corporation Code (O.C.G.A. §14-3-101, et. seq., hereinafter, the "Code"). If any provision of these bylaws is in conflict with any provision of said Code, the provisions of these bylaws shall control, unless any such provision of the bylaws would cause the Church to violate a requirement of Georgia law or the Internal Revenue Code (the "IRC"), provided said requirement is not in conflict with the Holy Scriptures or the doctrines of the Church as shall be determined by the Church.

## ARTICLE III: PURPOSE, CORE BELIEFS, AND VALUES

New Covenant Fellowship exists to glorify God and enjoy His grace. We do that by worshipping the Triune God, proclaiming and obeying His Word, caring for each other as a family of believers, evangelizing the lost, making disciples, and partaking in the sacraments of the Church in order to impact the world locally and globally. We summarize our Core Beliefs / Values by stating:

- We are Christ centered. Salvation is through Jesus Christ alone.
- We believe in the Trinity – Father, Son, and Holy Spirit.
- We believe in the authority of Scripture – the Inspired Word of God.
- We are called to live in obedience to the Word of God.
- We are a community of encouragement and accountability.
- We believe in the power of prayer.
- We equip disciples for mission and ministry through evangelism and the witness of our everyday lives.
- We are all the "sent people" of God with a missional identity.
- We are all ministers and ambassadors.

### *A. Worship*

New Covenant Fellowship desires to offer up to God the worship that He so richly deserves as our Creator, Savior, and Lord, humbly worshipping Him in spirit and truth with a desire to please Him. The word of God instructs us to worship Him in many ways:

through the public preaching and reading of the Word of God, through praising Him in word and song, through prayer and thanksgiving, through joyful giving, and through our loving obedience in all things. We confess that God alone is worthy of our worship, and that we are to worship no other.

#### *B. God's Word*

New Covenant Fellowship shall strive to declare the scriptures as the authoritative and trustworthy Word of God by proclaiming the true Gospel of Jesus Christ, by teaching sound biblical doctrine, and by exhorting individuals and families to engage in and promote the personal study of God's Word, for through these means we guard the truth entrusted to us for this and following generations.

#### *C. One Another*

This Church is to build up, protect, and minister to one another in love, serving one another's physical and spiritual needs, meeting together regularly, praying for, encouraging, loving, and admonishing one another.

#### *D. Making Disciples*

This Church is to make disciples by teaching the Word of God so that believers grow in their love of Christ, in their obedience to His word, in their anticipation of His return, and in their ability and desire to proclaim His gospel. Those whom God saves we are to baptize and bring into the body so that they may grow and make disciples also.

#### *E. Evangelism*

The members of this Church, individually and as a body, shall seek to evangelize unbelievers by proclaiming and sharing the gospel of Jesus Christ. This Church must also be an example of true Biblical Christianity to the community by our lives as demonstrated in our God-centered relationships with other believers, our families, employers and employees, our service to Him and His people, as well as in our obedience to leaders in governments and in the Church.

#### *F. Administering the Sacraments*

The Church is to keep the two sacraments which Christ Jesus gave us: baptism and the Lord's Supper.

## ARTICLE IV: STATEMENT OF FAITH

#### *A. The Word of God*

We believe that the Bible is the Word of God, infallible, fully inspired and without error, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct. (2 Timothy 3:16; 2 Peter 1:20, 21; Mark 13:31; John 8:31, 32; John 20:31; Acts 20:32)

#### *B. The Trinity*

We believe that there is one living and true God, eternally existing in three persons; that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence and redemption. (Genesis 1:1, 26; John 1:1, 3; Matthew 28:19; John 4:24; Romans 1:19, 20; Ephesians 4:5, 6c)

### *C. God the Father*

We believe in God the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He infallibly foreknows all that shall come to pass, that He concerns Himself mercifully in the affairs of men, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ. We believe that He orders and disposes all things according to His own purpose and grace. (Luke 10:21,22; Matthew 23:9; John 3:16, 6:27; Romans 1:7; I Timothy 1:1-2, 2:5, 6; I Peter 1:3; Revelation 1:6)

### *D. Jesus Christ*

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles, and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth. We believe Jesus Christ is co-equal, consubstantial (i.e., having the same substance, nature, or essence), and coeternal with the Father. We believe that in the Incarnation (God becoming man), Christ surrendered only the prerogatives of deity but nothing of the divine essence, either in degree or kind. (Matthew 1:18-25; Luke 1:26-38; John 1:1, 20:28; Romans 9:5, 8:46; 2 Corinthians 5:21; I Peter 2:21-23; John 20:30, 31; Matthew 20:28; Ephesians 1:4; Acts 1:11; Romans 5:6-8, 6:9, 10; Hebrews 7:25, 9:28; 1 Timothy 3:16; Philippians 2:5-8; Colossians 2:9)

### *E. The Holy Spirit*

We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide. It is His work to indwell, sanctify, instruct, empower for service, and seal until the day of redemption all who believe on Jesus Christ. In all the divine attributes, He is coequal, consubstantial, and coeternal with the Father and the Son. (John 14:16, 17, 26, 15:26, 27; John 16:9-14; Romans 8:9; I Corinthians 3:16, 6:19; Galatians 5:22-26)

### *F. Humanity*

We believe that humanity was directly and immediately created by God in His own image and likeness, free from sin, with a rational nature, intelligence, and volition; yet with a moral responsibility to the God who created him. (Genesis 1:26-27; 1 Corinthians 11:7; Genesis 2:7, 15-25; James 3:9) We believe that God's intention in the creation of man was that man should glorify God by enjoying Him forever. (Isaiah 43:7; Colossians 1:16; Revelation 4:11) We believe that in Adam's sin of disobedience to the revealed will and Word of God, humanity lost its innocence, incurred the penalty of spiritual and physical death, became subject to the wrath of God, and became inherently corrupt and utterly incapable of choosing or doing that which is acceptable to God apart from divine grace. Thus, every human being is utterly depraved and, having no recuperative powers to enable him to rescue himself, is hopelessly lost. Man's salvation is, therefore, wholly of God's grace through the redemptive work of our Lord Jesus Christ. (Genesis 2:16-17, 3:1-19; John 3:36; Romans 3:10-11, 23, 5:12, 6:23; 1 Corinthians 2:14; Ephesians 2:1-3; 1 John 1:8; Ephesians 2:8-9) We believe that because all humanity descended from Adam, a nature corrupted by Adam's sin has been transmitted to all of humanity (Jesus Christ, having no human father, being the only exception). All of humanity is thus sinful by nature, by choice, and by divine declaration, spiritually dead in their trespasses and sins, and by nature, children of God's wrath. (Psalm 14:1-3; Jeremiah 17:9; Romans 3:9-18, 23; 5:10-12; Ephesians 2:1-3)

### G. Regeneration

We believe that man was created by God in His own image; that he sinned and thereby incurred physical, spiritual and eternal death, which is separation from God; that as a consequence, all human beings are born with a sinful nature and are sinners by choice and therefore under condemnation. We believe that those who repent and forsake sin and trust Jesus Christ as Savior are regenerated by the Holy Spirit and become new creatures, delivered from condemnation and receive eternal life. (Genesis 1:26, 5:2; Genesis 2:17, 3:19; Ecclesiastes 2:11; John 3:14, 5:24, 30, 7:13, 8:12, 10:26; Romans 9:22; 2 Thessalonians 1:9; Revelation 19:3, 20, 20:10, 14, 15, 21:18; Psalm 51:7; Jeremiah 17:9; James 1:14; Romans 3:19, 5:19; Proverbs 28:13; 1 John 1:9; John 3:16, 1:13; 2 Corinthians 5:17; Romans 8:1)

### H. Justification

We believe that justification is the act of God by which He declares man righteous. This righteousness is apart from any virtue or work of man and involves the imputation of our sins to Christ and the imputation of Christ's righteousness to us. By this means, God is able to *"be just, and the justifier of the one who has faith in Jesus."* (Romans 8:33, 3:20, 26, 4:6; Ephesians 2:8-9; Colossians 2:14; 1 Peter 2:24; 1 Corinthians 1:30; 2 Corinthians 5:21; Romans 3:26)

### I. Sanctification

We believe that every genuine believer experiences justification before God. Therefore, having been justified, we believe that in the daily life of the believer they are being progressively conformed to the likeness of Christ. In this respect, every saved person is involved in a daily conflict-the new creation in Christ doing battle against the flesh (indwelling sin). Those who are genuinely saved will persevere to the end in this battle against the flesh. (John 17:17, 19; Romans 6:1-22; 2 Corinthians 3:18; 1 Thessalonians 4:3-4, 5:23; Matthew 24:13)

### J. Perseverance of the Saints / Preservation by the Savior

We believe that all those regenerated by the Spirit of God will be likewise kept by God's power and are thus secure in Christ. (John 5:24, 6:37-40, 10:27-30; Romans 5:9-10, 8:1,31-39; 1 Corinthians 1:4- 8; Ephesians 4:30; Philippians 1:6; Hebrews 7:25, 13:5; 1 Peter 1:5; Jude 24) Paralleling the clear teachings concerning the security of the true believer, however, are also warnings to the professing church concerning the perseverance of those who claim the name of Christ. We believe that the true children of God, chosen from the foundation of the world, will stand firm for Christ to the end. (Matthew 24:9-13; Hebrews 10:23-39; Revelation 2-3) For these reasons, we believe that these warnings should be taken seriously by all of us who claim the name of Christ, including the leadership of New Covenant Fellowship, *"so that when He appears, we may have confidence and not shrink away from Him in shame at His coming."* Therefore, we teach and encourage all who claim the name of Christ to *"test yourselves to see if you are in the faith; examine yourselves."* (John 6:39; 1 Corinthians 10:12; 2 Corinthians 13:5; 1 John 2:28) We believe that it is the privilege of all genuine believers to rejoice in the assurance of their salvation through the testimony of God's Word, but we also teach that God's Word clearly forbids the use of Christian liberty as an occasion for sinful living and carnality. For that reason, we teach that *"faith, if it has no works, is dead."* (Romans 6:1-2, 15-22, 13:13-14; Galatians 5:13, 25-26; Titus 2:11-14; James 2:17)

### K. The Church

We believe in the universal church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local, autonomous church, consisting of a body of believers in Jesus Christ and associated for worship, work, and fellowship. We believe that God has laid upon the members of the local church the primary task of sharing the gospel of Jesus Christ to a lost world. (Ephesians 2:19-22; Acts

1:8; Ephesians 5:19-21; Acts 2:42; Hebrews 10:23-25) We believe that the one supreme authority for the church is Christ and that church leadership, gifts, order, discipline, and worship are all appointed through His design and plan as found in the Scriptures. The Biblically designated officers serving under Christ and over the assembly are Elders and Pastors. (Acts 20:28; Ephesians 4:11) The local congregation is to submit to their leadership. The Biblically designated officers serving the assembly under the direction of the Elders are Deacons. Both Elders and Deacons must strive to model Biblical qualifications. (1 Timothy 3:1-13; Titus 1:5-9; 1 Peter 5:1-5; Hebrews 13:7, 17)

#### *L. Christian Conduct*

We believe that a Christian should live for the glory of God and the well-being of his fellow men; that his conduct should be blameless before the world; that he should be a faithful steward of his possessions; and that he should seek to realize for himself and others the full stature of maturity in Christ. (1 Corinthians 10:31; Romans 12:1-3; Hebrews 12:1-2; John 14:15, 23-24; 1 John 2:3-6; 2 Corinthians 9:6-9; 1 Corinthians 4:2; Colossians 1:9-10)

#### *M. The Sacraments*

We believe that the Lord Jesus Christ has committed two sacraments to the local church, baptism and the Lord's Supper. We believe that these two sacraments should be observed and administered until the return of the Lord Jesus Christ. (Matthew 28:18-20; Romans 6:3-5; 1 Corinthians 11:23-26)

#### *N. Marriage and Sexuality*

We believe that term '*marriage*' has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture. We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography or any attempt to change one's sex, or disagreement with one's biological sex, is sinful and offensive to God. We believe that in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a Biblical role model to the Church members and the community, it is imperative that all persons employed by the Church in any capacity, or who serve as volunteers, should abide by and agree to this statement on Marriage and Sexuality and conduct themselves accordingly. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the Church. (Leviticus 18:22-23; Proverbs 6:32; Romans 13:13; Ephesians 5:28, 33; Heb. 13:4; 1 Corinthians 6:9, 13, 18, 7:1-5)

#### *O. Religious Liberty*

We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by any ecclesiastical or political authority; that therefore Church and State must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other. (1 Timothy 2:5; Romans 14:7-9, 12)

### *P. Church Cooperation*

We believe that local churches can best promote the cause of Jesus Christ by cooperating with one another within and across denominational organizations. Affiliation and / or cooperation in a denomination is voluntary and may be terminated at any time. (Acts 15:36,41, 16:5; 1 Corinthians 16:1; Galatians 1:1-3; Revelation 1:4, 10, 11) New Covenant Fellowship is not yet affiliated with any denomination, and may cooperate with other “*like faith and practice*” fellowships on a voluntary independent basis.

### *Q. The Last Things*

We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous and the endless suffering of the wicked. (Matthew 16:27; Mark 14:62; John 14:3; Acts 1:11; Philippians 3:20; 1 Thessalonians 4:15; 2 Timothy 4:1; Titus 2:13; 1 Corinthians 4:5; 1 Corinthians 15; 2 Thessalonians 1:7-10; Revelation 20:4-6, 11-15)

## ARTICLE V: CHURCH BODY MEMBERSHIP

As stated in the Church’s articles of incorporation, there are no members of the Church corporation, but the Church has congregation, or church body, members with such rights responsibilities, and privileges as are set forth more particularly herein.

### *A. Membership Candidacy, Review and Recommendation*

A person may become a member of New Covenant Fellowship by one of three methods:

- A. By a profession of faith and belief in the Lord Jesus Christ as their Lord and Savior.
- B. By a reaffirmation of their faith and belief in the Lord Jesus Christ as their Lord and Savior.
- C. By a transfer of membership from another Christian Church that acknowledges the person’s profession of faith in the Lord Jesus Christ as their Lord and Savior.

As a demonstration of their faith in and obedience to Jesus Christ, New Covenant Fellowship, as New Testament Scripture teaches (Matthew 28:19, 20 and Mark 16:16), commends and requires all new members who have not been previously Baptized to be Baptized. New Covenant Fellowship will Baptize either by sprinkling or immersion. Anyone desiring to become a member should speak to a Deacon, an Elder or the Pastor. The Elder Body should affirm the person’s profession of faith in Jesus Christ and immediately praise God for their Salvation and welcome them into membership and fellowship of Christ’s Church. The new member should be presented to the congregation as soon as practical. A new member is expected to submit to the teaching of Scripture as expressed in the Church’s Statement of Faith. As a way to aid the member in his or her spiritual growth, New Covenant Fellowship encourages members to follow the expectations found in the Member Responsibilities and Privileges. Finally, a new member shall be provided a member orientation that will review the beliefs and tenants of the Reformed Faith and those expressed in the Bylaws of New Covenant Fellowship.”

### *B. Member Responsibilities and Privileges*

1. *Responsibilities: It will be expected of members of this Church body to faithfully:*
  - A. Maintain a vital, intimate personal relationship with the Lord Jesus Christ.
  - B. Study the Scriptures, purposing to obey its precepts and commandments being strengthened in the wisdom and knowledge of God
  - C. Seek to evangelize and make disciples while maintaining a Christ-like testimony before the world.
  - D. Abide by the Biblical roles within one's family, as unto the Lord, whether they be of authority or submission.

- E. Pray for the Church, its leaders, and its ministries.
- F. Seek opportunities to serve the body, using one's spiritual gifts.
- G. Participate in the worship services and discipleship/training opportunities for one's spiritual growth.
- H. Support the mission and ministries of the Church through personal participation and financial giving.
- I. Submit to the Biblical authority of this Church's God-appointed leadership for their care over the spiritual welfare of the Church and its individual members; for their instruction in spiritual matters; and for corrective discipline, should it ever be required.
- J. Love, accept, pray for, serve, admonish, and be an example to the other members.

## 2. Membership Privileges

Members shall have full rights and privileges to participate in all Church activities. Participation by non-members may be limited at the sole discretion of the Elder Body. It shall be the privilege of every member to:

- A. Be lovingly received into the life and fellowship of our Church family which seeks to meet the temporal and spiritual needs of each member.
- B. Be nurtured and edified by the clear teaching and preaching of the Scriptures.
- C. Be disciplined and equipped for the work of the ministry.
- D. Receive the sacraments of our Lord.
- E. Be under the watchful care and discipline of faithful Elders.
- F. Be ruled by the Word of God in everything.
- G. Submit suggestions in writing to the Elder Body for their consideration.
- H. Vote on the Senior Pastor's Call, the Elder / Deacon nominees, the approval of the annual budget, amendments to the bylaws, and other items brought forward by the Elder Body.

### *C. Termination of Membership*

The Church shall recognize the termination of a person's membership following his or her death, or upon notification that he or she has voluntarily resigned or joined with another church. In addition, if a member is not active in the work and worship of the Church for six months, and such inactivity is not due to valid limitation on the individual's ability to be involved (as determined by the sole discretion of the Elders), then he or she will be moved to an inactive member list and lose the privileges of voice and vote or to hold office. Remaining on the inactive list for six months will result in termination of membership. Finally, a person's membership may be terminated (or such privileges suspended) at any time upon a finding by the Board of Elders, in its sole discretion, that such person no longer meets the qualifications stated herein, or refuses to abide by the Membership Responsibilities as stated above.

## ARTICLE VI: CHURCH BODY MEETINGS

### *A. Members' Meetings*

In every meeting together, members shall act in that spirit of mutual trust, openness, and loving consideration which is appropriate within the body of our Lord Jesus Christ. Members' Meetings may be called as required by the Elders. Whenever reasonably practicable, the date, time, and purpose of any Members' Meeting shall be published for a period of two weeks preceding the meeting. At a minimum there will be an annual

Members' Meeting held in the fourth quarter of the year to approve the Church budget for the coming year as well as to address any other congregational matters deemed necessary or advisable by the Elder Body. The Senior Pastor shall preside as moderator at Members' Meetings of the Church, unless he is unavailable or he or his position is one of the orders of business at such meeting.

#### *B. Quorum*

At all members' meetings, whether regular or special, a minimum of 50% of members must be present in order to constitute a quorum for the transaction of business.

#### *C. Affirmation and Voting Privileges*

Membership in this Church shall entitle each member to participate in the affirmation process of determining the Lord's will in any matter that the Elder Body chooses to submit to the Church membership for affirmation. Only the Elder Body, can bring resolutions before the Church body for consideration. Membership in this Church also shall entitle each member to participate in voting as noted elsewhere herein.

## ARTICLE VII: OFFICERS

The Biblical offices in the Church are Elders and Deacons. In addition, our Church recognizes the officers under this set of bylaws of Clerk and Treasurer. Membership will be required of all Church officers prior to assuming their responsibilities.

#### *A. Elder Body*

##### *1. Composition and Purpose*

The Elder Body shall consist of a plurality of godly men and women (no fewer than three) who strive to satisfy the qualifications of the office set forth in 1 Timothy 3:1-7 and Titus 1:5-9. The purpose of the Elder Body, as leaders and shepherds over the souls of the congregation, is to lovingly govern, care for, and equip the Church to do the work of the ministry. The Elder Body shall organize itself however it determines to be best to achieve the mission of the Church. The Elders shall be equal in authority (except for the limitation on the Senior Pastor's vote noted elsewhere), but they may be specialized in function.

##### *2. Elder Body Responsibilities and Authority*

The fundamental responsibility of the Elders is to devote themselves to prayer and the ministry of the Word. The Elders are responsible for governing the Church, teaching the Word and tending the flock of God in this Church. In addition to those powers and responsibilities stated in the articles of incorporation, it is hereby expressly declared that the Elder Body shall have the following responsibilities in addition to the other responsibilities enumerated by these bylaws:

- A. To conduct worship services.
- B. To administer the sacraments of baptism and the Lord's Supper.
- C. To perform weddings and funerals for Church members.
- D. To oversee, coordinate and promote the ministries of the Church, and mobilize the Church for world missions.
- E. To equip the membership of the Church for the work of the ministry, teaching the whole counsel of God both formally and informally.
- F. To correct error according to Biblical principles of discipline.
- G. To oversee the work of the Deacons.
- H. To select, remove and oversee all leadership positions, teachers and employees of the Church (unless otherwise specified in this document):

prescribe such duties for them consistent with the Scriptures, with law, or with these bylaws; and fix the terms of their offices and their compensation (if compensation is appropriate).

I. To examine prospective members and lead them through the new member process.

J. To oversee receipts and disbursements of funds and properties of the Church as are required to fulfill the purposes of this Church and generally to conduct, manage, and control the activities and affairs of the Church and to make such rules and regulations consistent with the Scriptures, with law, or with these bylaws, as they may deem best.

K. To establish policies, positions, and practices for the Church consistent with the purposes of this Church.

L. To borrow money and incur indebtedness for the purposes of the Church, (with the Church's affirmation in a Member's Meeting), and to cause to be executed and delivered, in the Church name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.

### 3. Elder Qualifications

Each member of the Elder Body must strive to model Biblical qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9

### 4. Elder Recommendation, Review, Nomination and Election

The Elder Body shall request Elder recommendations from the Church membership. Recommendations to fill the office of Elder shall be submitted by Church members in writing to the Elder Body. The Elder Body will perform an initial review of qualifications of those recommended and contact them regarding their willingness to serve. The Elder Body will then extensively interview and examine each one to determine the nominee(s) qualifications. This shall include theological and doctrinal questioning, personal background/history questioning, and the reason(s)/motive(s) the nominee is seeking the office of Elder.

For each annual meeting of the members, the Elder Body shall nominate a slate of Elder nominees and a number of candidates for Deacons as determined by Elder Body. In an election of Elders or Deacons, those numbers of candidates equaling the number of Elders or Deacons to be elected, having the highest number of votes cast by members in favor of their election, are elected as Elders or as Deacons. The Elder Body cannot nominate anyone for Elder that could result in a husband and wife serving on the Elder Body at the same time. The Elder Body shall also nominate candidates for election at special meetings to fill vacancies in these offices as necessary.

### 5. Term of Office

Except for the initial terms of differing length in order to establish staggered end dates, Elders shall serve three-year terms. However, an Elder may be granted a brief leave of absence from his active duties or voluntarily resign as deemed necessary by the individual Elder or Elder Body. The Elders shall be divided into three classes, with the term of each class expiring in a different year. An Elder elected to fill a vacancy shall have the remaining term of the class to which such Elder is elected. No Elder may serve as an Elder for more than two consecutive terms.

In addition, an Elder may be removed by at least a three-fourths vote of the entire Elder Body if it is determined that such person no longer qualifies for Eldership. Prior to removal, the Elders shall in good faith provide the Elder whose removal is under consideration with notice of the charges against him or her and a reasonable opportunity to respond.

## 6. Elder Body Meetings

The Elders must meet at least once per month. Meetings of the Elders may be held at any location and may be conducted by means of electronic communication through which the Elders may simultaneously communicate with each other. The Senior Pastor will be the moderator of the Elder Body meetings, except when his participation may involve a conflict of interest, or otherwise when at least three-fourths of the Elders present at a meeting shall deem his recusal advisable. The Senior Pastor shall not be considered an Elder, despite the fact that he is ordinarily present at such meetings, able to participate otherwise at meetings as if he were an Elder, and serves as the moderator of Elder meetings. Notwithstanding the fact that he is not an Elder, the Senior Pastor shall be entitled to cast a tie-breaking vote for the Elder Body, but further only in a matter where his participation was not precluded by a decision to recuse him. Meetings of the Elder Body may be held immediately upon notice of all Elders. A quorum for meetings of the Elder Body is defined as more than a fifty percent majority of the Elders. In particular, the priorities of discussion and action at Elder Body Meetings shall comply with the following:

- A. Prayer/Worship: The shepherding and accountability roles of the Elders over the flock. (1 Peter 5:2-3; Acts 20:28)
- B. Management of Church Affairs: Decisions regarding finances, administration and policies affecting the direction of the ministry. (1 Timothy 3:5)
- C. Decisions and Applications of Church Membership.
- D. Doctrinal Decisions of Church Policy and Ministry Methodology: Periodic discussions regarding the ministry, how to be Biblical and effective in the task God has called us to do.

## B. Deacons

### 1. Composition and Purpose

The ministry of Deacon is that of a servant of the Church. It includes the honorable task of serving the physical and practical needs of the Church and performing other duties as assigned by the Elder Body, thus freeing the Elders to fulfill their ministry as leaders and shepherds over the souls of the congregation.

### 2. Qualifications

Each Deacon must strive to model Biblical qualifications described in 1 Timothy 3:8-13.

### 3. Responsibilities

Each Deacon shall be ready and willing to assist the Elders in any service deemed necessary by the Elder Body. These responsibilities may include, but are not limited to, the promotion of the ministry of the Word, the support of the ministries of the Church, and the care for the members of the congregation.

### 4. Deacon Nomination, Review and Affirmation

The Elder Body shall request Deacon nominations from the Church membership. Nominations to fill the office of Deacon shall be submitted by Church members in

writing to the Elder Body. The Elder Body will perform an initial review of the nominee(s) qualifications and contact them regarding their willingness to serve. The Elder Body will then extensively interview and examine each one to determine the nominee(s) qualifications. This shall include theological and doctrinal questioning, personal background/history questioning, and the reason(s)/motive(s) the nominee is seeking the office of Deacon. The Elder Body shall then approve or disapprove each nominee(s). If the Elder Body approves the nominee(s) for the office of Deacon, the nominee(s) shall be presented to the members using the same voting process as that for the Elders.

#### 5. Term of Office

Deacons shall serve a three-year term. However, a Deacon may be granted a brief leave of absence from active duty or voluntarily resign as deemed necessary by the individual Deacon or Elder Body. Deacons may be removed at the discretion of the Elder Body.

### C. Pastors

#### 1. Election and Term.

The congregational members shall elect (i.e. call) a Senior Pastor at a meeting called by the Elder Body for such purpose. The Elder Body shall elect any associate pastors. Each pastor shall hold such office until such individual's resignation or removal.

#### 2. Senior Pastor Nominating Ministry Team.

In the event of a current or pending vacancy in the position of Senior Pastor, the Elder Body shall call a special meeting of the congregational members to elect a pastor nominating ministry team consisting of no fewer than five (5) congregational members and chaired by a standing Elder. The Elder Body shall nominate candidates to serve and determine the exact number of members for this ministry team.

#### 3. Voting for a Senior Pastor.

When a pastor nominating ministry team has determined a candidate, the Elder Body shall call a meeting of the congregational members to vote on such candidate. The candidate shall be elected if the votes cast in favor of the candidate exceed the votes cast against the candidate. 50% of the congregational members shall constitute a quorum for the election of a pastor.

## ARTICLE VIII: OTHER COUNCILS, COMMITTEES, AND OFFICERS

### A. Selection of Officers.

The Officers of the Corporation shall include a CEO, a CFO and a Secretary, each of whom shall be elected for a one year term by the Elder Body. The Elder Body may also appoint such other officers, assistant officers and agents as it may consider necessary or useful. Such other officers shall have terms as may be determined by the Elder Body. One person may hold more than one office at a time. The CEO, CFO, and Secretary must be current Elders.

### B. Authority and Duties of Corporate Officers.

The officers of the Corporation shall have the authority and shall exercise the powers

and perform the duties specified below and as may be additionally specified by the Elder Body or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

#### C. Pastor.

The pastor shall, subject to the direction and supervision of the Elder Body: (i) provide Spirit-led vision, leadership and pastoral care for the staff and congregation; (ii) preside at all meetings of the Elder Body and congregational members; (iii) supervise the ministry vision, strategy, and theology of all associate pastors; and (iv) perform all other duties incident to the office of pastor and as from time to time may be assigned to such office by the Elder Body.

#### D. CEO.

The CEO shall, subject to the direction and supervision of the Elder Body and have authority to oversee the affairs of the Corporation and to execute legal instruments and documents on behalf of the Corporation as directed by the Elder Body.

#### E. Secretary.

The Secretary shall (i) keep the minutes of the proceedings of the Elder Body; (ii) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (iii) be custodian of the Corporate records and maintain an accurate membership roll.; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the Elder Body.

#### F. CFO.

The CFO shall (i) be the chief financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Elder Body; (ii) upon request of the Elder Body, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of CFO and such other duties as from time to time may be assigned to such office by the Elder Body.

#### G. Treasurer

The Treasurer shall meet the moral and spiritual qualifications set forth in 1 Timothy 3:8-13 and shall be appointed by and serve under the direction of the Elder Body until such time as another Treasurer is appointed. The Treasurer shall ensure the stewardship of the physical and financial resources of the Church, *"taking precaution that no one should discredit us in our administration... for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men"* (2 Corinthians 8:20-21). The Treasurer shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and business transactions of the Church. The books of account shall at all reasonable times be open to inspection by any Elder. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Elder Body. He or she shall disburse, or cause to be disbursed, the funds of the Church as may be ordered by the Elder Body, shall render, or cause to be rendered, to the Elder Body, whenever they request it, an account of all the transactions and of the financial condition of the Church, and shall have such other powers and perform such other duties as may be prescribed by the Elder Body. He or she shall make, or cause to be made, the financial reports at each Members' meeting and at the Annual Members' Meeting if requested by the Elders.

#### *H. Councils and Committees*

To promote efficient handling of Church matters, the Elder Body may appoint various councils and committees from within its membership, the staff, and from the Church at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Elder Body. The general functions of councils and committees are:

1. To bring considered recommendations to the Elder Body concerning ministries.
2. To provide a wider base of counsel to the Elders having the oversight of specific ministries.

All councils and committees shall exist for the period specified by the Elder Body.

### ARTICLE IX: PARLIAMENTARY AUTHORITY

The Bible should be our guide in Church life and practice. Should there ever be any procedural question about how to conduct meetings the current version of Robert's Rules of Order shall be the official body of parliamentary procedure governing any such meetings.

### ARTICLE X: SETTLEMENT OF DISPUTES

The Elder Body shall be the final authority in deciding unresolved disputes among members. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1-4). The decision of the Elder Body shall be final and binding upon all parties and there shall be no appeal to any court or other entity regarding the decision. This provision shall not prevent any member from applying to a court to enforce such decision, if necessary and approved by the Elder Body.

### ARTICLE XI: OTHER PROVISIONS

#### *A. Endorsement of Documents, Contracts*

The Elder Body, except as in the bylaws otherwise provided, may authorize any officer or officers to enter into any contract or execute any instrument in the name of and on behalf of the Church. Such authorization may be general or confined to specific instances and will be conferred in writing. Unless so authorized by the Elder Body, no officer, employee or member shall have any power or authority to bind the Church by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

#### *B. Amendments*

Other than as specifically set forth herein or in the articles of incorporation, these bylaws may be amended and new and additional bylaws may be made at any time upon recommendation by the Elder Body and will become effective upon affirmation of a majority of a duly constituted quorum of the Church body.

#### *C. Record of Amendments*

Whenever an amendment or new bylaws is adopted, the details of the original text and the approved revisions shall be recorded in the Members' Meeting minutes. If any bylaw

is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Members' Meeting minutes.

## ARTICLE XII: RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

The Church shall receive all monies or other properties transferred to it for the purpose for which the Church was formed per Article III of these bylaws. However, nothing contained herein shall require the Church to accept or receive any monies or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Church as shown by said Articles. The Church shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Church.

## ARTICLE XIII: CHURCH RECORDS AND REPORTS

### *A. Records*

The Church shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept in safe keeping, as defined by the Elder Body.

### *B. Inspection of Books and Records*

Every Elder shall have the right to inspect, at any reasonable time, all books, records, documents of every kind, and the physical properties of the Church, as deemed appropriate by the Elder Body. Members may be granted permission to view all books, records and documents of every kind after providing a written request and receiving approval from the Elder Body.

## ARTICLE XIV: LIQUIDATION, DISSOLUTION OR ABANDONMENT

Upon dissolution of this Church, and after all lawful debts and liabilities of the Church have been paid, the Elder Body shall cause the assets herein to be distributed to another religious organization of "*like faith and practice*" pursuant to the Georgia Nonprofit Corporation Code. "Like faith and practice" means an organization that does not disagree with Articles III and IV, above.

## ARTICLE XV: INDEMNIFICATION OF DIRECTORS, ELDERS, OFFICERS, EMPLOYEES AND AGENTS

### *A. Indemnification and Payment of Expenses.*

To the greatest extent allowed by applicable law, the Corporation shall both indemnify and advance and reimburse expenses to its directors, elders, pastors, officers, employees and agents who are made or are expected to be made a party to a proceeding due to their relationship to the Corporation. The provisions governing such indemnification

and payment of expenses is currently set forth in Title 14, Chapter 3, Article 8, Part 5 of the Official Code of Georgia.

*B. Insurance.*

The Corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, elders, pastors, officers, employees, or agents against liability, whether or not the Corporation would have power to indemnify him or her against the same liability.

*C. Conflicting Interest Transactions.*

The validity and ramifications of conflicting interest transactions are governed by the Corporation's conflict of interest policy, the Official Code of Georgia, and the Internal Revenue Code.

*D. Other Rights of Indemnification.*

The indemnification or payment of expenses provided under this Article XV is not exclusive of rights to which a person seeking indemnification or payment of expenses may be entitled under the articles of incorporation, a contractual agreement, or applicable law. However, the total amount of expenses advanced or indemnified from all sources shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article XV continues as to a person who ceases to be a director, elder, pastor, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

*E. Severability.*

Each paragraph, sentence, term and provision of this Article VII shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

*F. Standard of Conduct of a Director or Elder.*

Pursuant to the Official Code of Georgia § 14-3-830:

(1) A director or elder shall discharge his or her duties as a director or elder, including his or her duties as a member of a committee:

(a) In a manner the director or elder believes in good faith to be in the best interests of the Corporation; and

(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances;

(2) In discharging his or her duties, a director or elder is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation whom the director or elder reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the director or elder reasonably believes are within the person's professional or expert competence;

(c) A committee of the Board of Directors of which the director or elder is not a member, as to matters within its jurisdiction, if the director or elder reasonably believes the committee merits confidence; or

(d) Religious authorities, ministers, or other persons whose positions or duties in the Corporation the director or elder believes justify reliance and confidence and whom the director or elder believes to be reliable and competent in the matters presented; and

(3) In the instances described in paragraph (2) above, a director or elder is not entitled to rely if he has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph (2) unwarranted.

#### *G. Standard of Conduct of an Officer.*

Pursuant to the Official Code of Georgia § 14-3-842:

(1) An officer with discretionary authority shall discharge his or her duties under that authority:

(a) In a manner he or she believes in good faith to be in the best interests of the Corporation; and

(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances;

(2) In discharging his or her duties an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or

(b) Legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence;

(3) In the instances described in paragraph (2) above, an officer is not entitled to rely if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph (2) unwarranted.

#### *H. Limitation of Liability of Directors, Elders, and Officers.*

(1) A director or elder is not liable to the Corporation or any other person for any action taken or not taken as a director or elder if the director or elder acted in compliance with Section F of this Article. In the event a director or elder has acted in ways not in compliance with Section 6 of this Article, and it can be proven through the legal process; will not give immunity to that director or elder in the areas of liability to the Corporation.

(2) A director or elder shall not be deemed to be a legal trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

(3) An officer is not liable to the Corporation, any congregation member, or other person for any action taken or not taken as an officer, if the officer performed the

duties of his or her office in compliance with Section G. In the event a director or elder has acted in ways not in compliance with Section G, and it can be proven through the legal process; will not give immunity to that director or elder in the areas of liability to the Corporation.

*I. Amendment to Indemnification Provisions.*

Any amendment, modification, or repeal of any portion of this Article XV that reduces any limitation of liability or indemnification rights hereunder:

(1) shall require the affirmative vote of two thirds of all directors then in office, and

(2) shall be prospective only, and

(3) shall not in any way affect the limitations on the liability of the directors, elders, or officers to the Corporation or the rights of any Indemnitee under this Article VII as in effect immediately prior to such amendment, modification, or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may be asserted.