

FIRST BAPTIST CHURCH OF AUGUSTA

CONSTITUTION AND Bylaws

ADOPTED BY THE CHURCH IN CONFERENCE
April 24, 2005

EFFECTIVE DATE
January 1, 2006

DRAFT FOR REVIEW

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TABLE OF CONTENTS

CHURCH COVENANT... 1

PREAMBLE... 1

CONSTITUTION AND BYLAWS... 2

ARTICLE I

NAME... 2

ARTICLE II

PURPOSE... 2

ARTICLE III

DEFINITIONS... 2

ARTICLE IV

MEMBERSHIP ... 5

 SECTION A ADMISSION TO MEMBERSHIP... 5

 SECTION B TRANSFER OF MEMBERSHIP... 6

 SECTION C DUTIES OF MEMBERS... 7

 SECTION D DISPUTES AMONG MEMBERS... 7

 SECTION E DISMISSAL OF MEMBERS... 7

ARTICLE V

WORSHIP ASSEMBLIES... 8

 SECTION A WORSHIP, PRAYER, TEACHING TRAINING AND FELLOWSHIP... 8

 SECTION B LORD’S SUPPER... 8

ARTICLE VI

CHURCH IN CONFERENCE... 8

 SECTION A CHURCH IN CONFERENCE AS FINAL AUTHORITY... 8

 SECTION B MEETINGS... 8

 (1) Regular Meetings... 8

 (2) Annual Church Conference... 9

 (3) Special Called Meetings... 10

 (4) Emergency Meetings... 10

 (5) Special Notice of Special Matters... 11

 (6) Quorum... 11

 (7) Voting... 12

 (8) Procedure at Meetings... 13

 ... 14

ARTICLE VII

DRAFT FOR REVIEW

last revised **March 16, 2016**

TABLE OF CONTENTS

FINANCES AND CHURCH PROPERTY. 14

SECTION A TITLE TO PROPERTY. 14

SECTION B ADOPTION OF SYSTEM OF PROPORTIONATE GIVING.. . . . 14

SECTION C HANDLING GIFTS, BEQUESTS, AND OFFERINGS. 15

(1) Definitions.. . . . 15

(2) Receipt.. . . . 15

(3) Investment. 15

(4) Disbursement... 15

SECTION D OTHER CHURCH PROPERTY. 16

SECTION E ANNUAL AUDIT.. . . . 16

SECTION F CONFLICT WITH OTHER PROVISIONS.. . . . 16

ARTICLE VIII

OFFICERS AND DIRECTORS. 17

SECTION A TRUSTEES

. 17

(1) Trustees to Serve as Board of Directors.. . . . 17

(2) Selection of Board Officers.. . . . 17

(3) Duties and Powers.. . . . 17

(a) *Church Property*.. . . . 17

(b) *Insurance*.. . . . 17

(c) *Legal Documents*.. . . . 17

(d) *Legal Affairs*.. . . . 18

(e) *Special Gifts*.. . . . 19

(f) *Limitation of Powers*... 20

(4) Composition.. . . . 20

(5) Election and Term.. . . . 21

(a) *Term*... 21

(b) *Eligibility for Reelection Upon Completion of Term*.. . . . 21

(c) *Vacancies*.. . . . 21

(6) Meetings... 23

(7) Voting; Quorum... 23

(8) Action by Written Consent.. . . . 24

SECTION B MODERATOR AND VICE-MODERATOR.. . . . 24

(1) Moderator.. . . . 24

(a) *Duties*... 24

(b) *Ex-officio Member of Board of Trustees*. 25

(2) Vice Moderators.. . . . 25

(a) *First Vice-Moderator*... 25

(b) *Second Vice-Moderator*.. . . . 25

(3) Temporary Absences, Vacancies.. . . . 25

(a) *Temporary Absence*.. . . . 25

(b) *Vacancies*.. . . . 26

(4) Term... 26

(5) Nomination and Election.. . . . 27

(a) *Nomination*... 27

(b) *Election*... 28

SECTION C CHURCH CLERK AND ASSISTANT CLERK.. . . . 29

DRAFT FOR REVIEW

last revised **March 16, 2016**

TABLE OF CONTENTS

SECTION D TREASURER AND ASSISTANT TREASURER... 29
SECTION E DEACONS... 29
(1) Body of Deacons... 29
(2) Duties... 29
(3) Meetings... 30
(4) Voting; Quorum... 30
(5) Emergency Meetings... 30
(6) Action by Written Consent... 30
(7) Voting Deacons... 31
(a) Eligibility Requirements... 31
(b) Election Method... 31
(8) Ex Officio Deacons... 33
(9) Deacon Emeritus... 33
(10) Non-Voting Deacons... 34
(12) Voting... 34
(13) Officers... 34
(14) Absences... 34
(15) Vacancy... 35
SECTION F REMOVAL OF CHURCH OFFICERS... 35
(1) Permanent Removal... 35
(2) Temporary Suspension... 36

ARTICLE IX

MINISTERIAL STAFF... 37
SECTION A Senior Pastor... 37
(1) Duties... 37
(2) Selection... 37
(3) Removal... 38
(a) Permanent Removal... 38
(b) Temporary Suspension... 39
SECTION B OTHER CHURCH MINISTERS... 39
SECTION C RESIGNATION... 39

ARTICLE X

NON-MINISTERIAL STAFF... 40

ARTICLE XI

INDEMNIFICATION... 40
SECTION A PERSONS ELIGIBLE; EXTENT... 40
SECTION B LIMITATIONS... 40
SECTION C DETERMINATION OF ELIGIBILITY... 41
SECTION D RIGHT OF CHURCH TO PARTICIPATE IN DEFENSE... 41
SECTION E INSURANCE... 41

ARTICLE XII

CHURCH COMMITTEES AND COUNCILS... 42
SECTION A CONSTITUTIONAL COMMITTEES... 42
(1) Purpose and Composition... 42
(2) Committee on Committees... 42

DRAFT FOR REVIEW

TABLE OF CONTENTS

(3) Finance Committee.. 43
(4) Endowment Committee.. 45
(5) Investment Committee. 45
(6) Bylaws and Standing Rules Committee.. 47
(7) Nominating Committee. 47
(8) Leadership Advisory Council.. 48
(9) Mission Development Council.. 49
(10) Council of Ministries.. 50
(11) Ministers Advisory Council. 51
SECTION B STANDING COMMITTEES. 51
SECTION C SPECIAL COMMITTEES.. 52
SECTION D PARTICIPATION BY MINISTERIAL STAFF MEMBERS LIMITED.. . . 52

ARTICLE XIII

REPRESENTATION IN DENOMINATIONAL MEETINGS.. 52
SECTION A MESSENGERS AND REPRESENTATIVES OF THE CHURCH.. 52
SECTION B Senior Pastor TO BE CONSIDERED A MESSENGER.. 53

ARTICLE XIV

STANDING RULES. 53
SECTION A PURPOSE. 53
SECTION B ADOPTION; AMENDMENT. 53
SECTION C WRITING. 54
SECTION D PROVISIONS.. 54

ARTICLE XV

OPEN MEETINGS 56
SECTION A OPEN MEETINGS. 56
SECTION B SENSITIVE MATTERS. 56

ARTICLE XVI

CONFLICTS BETWEEN GOVERNING DOCUMENTS.. 57

ARTICLE XVII

RECORDS.. 57

ARTICLE XVIII

AMENDMENTS. 57

ARTICLE XIX

AMENDMENT HISTORY.. 58

DRAFT FOR REVIEW

last revised **March 16, 2016**

TABLE OF CONTENTS

DRAFT FOR REVIEW

last revised **March 16, 2016**

FIRST BAPTIST CHURCH OF AUGUSTA, INC.

CONSTITUTION AND BYLAWS

Adopted by the Church in Conference
April 25, 2005

CHURCH COVENANT

Led by the Spirit of God to accept Jesus Christ as our Savior and Lord, and having entered into the fellowship of His Church, we prayerfully make this covenant with our Heavenly Father and with one another.

By God's grace we agree to strive for the prosperity of our Church by upholding its doctrine, its ordinances, and its discipline; by attending its services; by actively participating in its tasks; by contributing to its support; by sustaining the various benevolent and missionary enterprises in which it engages; by sustaining the others in its fellowship and by exercising toward each of its Members a spirit of Christian love to the end that the Kingdom of Christ may be promoted.

We further agree, that by the help of Almighty God we will cultivate personal and family religion, maintain sobriety in our habits, integrity in our business, purity in our lives, and Christian courtesy in our deportment.

We also agree that, when we remove from this place we will, as soon as possible, unite with another church where we can carry out the spirit of this covenant.

PREAMBLE

We, the Members of the First Baptist Church of Augusta, Georgia, recognizing a church of Jesus Christ as a spiritual organization, divinely instituted for the Gospel of the Son of God; and believing that we are to look to the New Testament for the principles on which churches are founded and the laws by which they are governed do hereby adopt the following Constitution and Bylaws.

DRAFT FOR REVIEW

last revised **March 16, 2016**

CONSTITUTION AND BYLAWS

ARTICLE I

NAME

The name of this congregation is the First Baptist Church of Augusta, which is located in Richmond County, Georgia, and has been incorporated under the laws of the State of Georgia as the "First Baptist Church of Augusta, Inc."

ARTICLE II

PURPOSE

This Church is a congregation of baptized believers in Christ, united by covenant for the worship of Almighty God and associated in the faith and the fellowship of the Gospel to practice its precepts, to recognize and receive Jesus Christ as the Son of God, and its supreme Law-Giver and Ruler, and to take the Bible as the standard by which we shall judge matters of faith and practice.

ARTICLE III

DEFINITIONS

"Board" shall refer to the Board of Trustees of the Church.

"Church" or "First Baptist Church" shall refer to First Baptist Church of Augusta, Inc.

"Committees", "Constitutional Committees", "Standing Committees", "Special Committees".

"Constitutional Committees" shall refer to committees, ministries, councils or other similar types of Church organizations specifically provided for in the Constitution and Bylaws under [ARTICLE XII SECTION A](#), created to address the long-term needs of the Church.

"Standing Committees" shall refer to committees, ministries, councils or other similar types of Church organizations created and existing to address additional needs of the

DRAFT FOR REVIEW

last revised **March 16, 2016**

Church as established in the Standing Rules as provided in [ARTICLE XII SECTION B](#).

"*Special Committees*" are committees, ministries, councils or other similar types of Church organizations created and existing to address specific short-term needs of the Church as provided in [ARTICLE XII SECTION C](#).

"*Deacons*" , "*Body of Deacons*", "*Voting Deacons*", "*ex officio Deacons*", "*Deacons Emeritus*", "*Non-Voting Deacons*"

The term "*Deacon*" shall refer to a member of the Body of Deacons.

The "*Body of Deacons*" shall consist of all Voting Deacons, Non-Voting Deacons, *ex officio* Deacons, and Deacons Emeritus.

The term "*Voting Deacon*" shall refer to the persons currently serving a four-year term as an elected Deacon of the Church as described in [ARTICLE VIII SECTION E\(7\)](#). As defined in this Constitution and Bylaws, the term Voting Deacon does not apply to *ex officio* Deacons or Deacons Emeritus even though *ex officio* Deacons and Deacons Emeritus are eligible to vote upon matters presented before the Body of Deacons.

The term "*ex officio Deacon*" shall refer to those persons, if any, serving as Moderator or as a Vice-Moderator whose term as a Voting Deacon has expired as provided in [ARTICLE VIII SECTION E\(8\)](#). *Ex officio* Deacons are eligible to vote upon matters presented before the Body of Deacons even though they are not "*Voting Deacons*" as defined in this Constitution and Bylaws.

The term "*Deacon Emeritus*" shall refer to those persons who have been elected as a Deacon Emeritus as provided in [ARTICLE VIII SECTION E\(9\)](#). Deacons Emeritus are eligible to vote upon matters presented before the Body of Deacons even though they are not "*Voting Deacons*" as defined in this Constitution and Bylaws.

DRAFT FOR REVIEW

last revised **March 16, 2016**

The term "Non-Voting Deacon" shall refer to Members of the Church who have been ordained as a Deacon by the Church or by another Baptist church, but who are not currently serving as a Voting Deacon, *ex officio* Deacon, or Deacon Emeritus.

"*Gifts and Bequests*" The following terms shall apply to gifts and bequests of property to the Church. "*General Offerings*" shall refer to all unrestricted contributions of cash other than testamentary bequests. "*Special Offerings*" shall refer to cash offerings other than testamentary bequests made pursuant to a special purpose as specifically authorized by the Church in the Standing Rules. "*Special Gifts*" shall refer to (1) all testamentary bequests; (2) contributions of property other than cash; and (3) contributions of cash other than Special Offerings for which either a mandatory or precatory use or condition is specified by the donor.

"*Governing Documents*" shall refer to the articles of incorporation of First Baptist Church of Augusta, Inc. (the "Articles"), this Constitution and Bylaws, and the Standing Rules as described in [ARTICLE XIV](#).

"*Legal Documents*" shall refer to any contract, deed, mortgage, pledge, promissory note, or other written instrument binding upon the Church.

"*Member*" shall refer to a person who has become a member of the Church according to the provisions of [ARTICLE IV](#).

"*Minister*" may refer to the Senior Pastor or a member of the Ministerial Staff. "*Ministers*" shall collectively refer to the Senior Pastor and all members of the Ministerial Staff.

"*Notice.*" Whenever the Governing Documents provide that notice be given to the Members, in addition to any other means of notice specifically provided under the Governing Documents, and in addition to actual notice of a particular matter, Notice shall be deemed to be properly given when sent by U.S. Mail with proper postage affixed, and mailed to the last known address of each Member. For all purposes under the Governing Documents, notice given in the church newsletter ("The Interpreter") and properly mailed to the last known address of a Member shall constitute Notice to the Member by mail. It shall be the duty of the Members to take reasonable diligence in maintaining a current mailing address with the Church, and failure to do so shall be

DRAFT FOR REVIEW

last revised **March 16, 2016**

deemed to be a waiver of any Notice requirement. Diligent effort shall also be made to announce all matters for which Notice to the Members is required by inclusion in the Sunday Church Bulletin. However, when proper Notice has been otherwise provided to the Members, failure to provide Notice in the Church bulletin shall not be deemed to be a failure to give proper Notice. In addition to other means of Notice, the Standing Rules may provide a procedure for Notice to be given by electronic communication such as the Internet, or by such other means as technological advances may provide a reasonable likelihood that Members will receive actual notice.

"Officers." See Article VIII for the definition of "Officers".

"Robert's Rules of Order". References within the Governing Documents to *Robert's Rules of Order* shall refer to the most recent edition of *Robert's Rules of Order* published as of January 1 of the current year.

"Standing Rules" shall refer to the Standing Rules of First Baptist Church of Augusta, Inc. as described in [ARTICLE XIV](#).

ARTICLE IV

MEMBERSHIP

SECTION A ADMISSION TO MEMBERSHIP

Every applicant for membership in the Church shall appear in person before the Church, unless, in the judgment of the Senior Pastor or presiding minister, this creates undue difficulty. Admission to membership in the Church shall be by majority vote of the Members voting as requested by the presiding minister at any worship service in any one or more of the following manners:

- (1) By professing faith in the Lord Jesus Christ, and giving evidence of a change of heart, and upon being baptized by immersion. If baptism by immersion would physically be unwise for the individual, then it will not be required for admission; or
- (2) Upon the transferring of a letter from some other Baptist church of like faith and order, or under the watchcare of the Church until such letter can be

DRAFT FOR REVIEW

last revised **March 16, 2016**

secured by the Church Clerk; provided, however, that all such persons have been baptized by immersion into the fellowship of a Baptist church of like faith and order; or

- (3) Upon restoration to membership if for various reasons the name of an individual has been dropped from the Church roll; or
- (4) By personal statement of a Baptist having been baptized by immersion into the fellowship of a Baptist church and whose church connection or church letter has been lost; or
- (5) By personal statement of an individual that he or she is a Christian and was immersed in a Baptist church of like faith and order as set forth herein above; or
- (6) As a non-voting member under the watchcare of the Church; or
- (7) Having had a personal experience of Faith in Jesus Christ and evidence of consistent Christian character and Scriptural baptism.

SECTION B TRANSFER OF MEMBERSHIP

It shall be the duty of each Member, upon relocating and not expecting to return to the Augusta area, to join another church. The Church will transfer the membership of any Member by letter to another Baptist Church upon receiving communication from a Baptist Church that a Member has requested a transfer. Upon receiving communication from an individual Member or from another church that a Member has joined a Church of another denomination, that member will be removed from the Church roll. The Church will move a Member to inactive status upon the request of that member, or upon determination by the Membership Committee that such status is appropriate. Inactive members will be reinstated to active status at any time upon their request.

DRAFT FOR REVIEW

last revised **March 16, 2016**

SECTION C DUTIES OF MEMBERS

It shall be the duty of Members to love God and their fellow Members, honor, esteem and love their Ministerial staff, to pray for them frequently, and to manifest constant guard on their reputations. It shall also be the duty of the Members to attend its regular meetings; to cultivate personal holiness and family devotion; to sustain the public worship of Almighty God and the ordinance of the Gospel; to contribute to the necessary expenditures of the Church, the spread of the Gospel to all nations, and the relief of the poor; to watch over and counsel one another in the spirit of Christian love; to strive for the growth of the whole body in Christian knowledge and holiness; and to govern their actions, conversation, and hearts by the precepts of God's word.

SECTION D DISPUTES AMONG MEMBERS

In all cases of personal difficulty between Members, the parties involved shall endeavor to bring about a reconciliation in the manner laid down by our Savior and recorded in Matthew 5:23, 24, and 18:15 and 16. The Standing Rules may include provisions to facilitate the resolution of disputes between Members.

SECTION E DISMISSAL OF MEMBERS

- (1) Dismissal may occur according to scriptural precedent.
- (2) Dismissal of any Member shall be upon recommendation of the Body of Deacons on a case by case basis, and approved by the Church in Conference upon a two-thirds majority vote.

DRAFT FOR REVIEW

last revised **March 16, 2016**

ARTICLE V

WORSHIP ASSEMBLIES

SECTION A WORSHIP, PRAYER, TEACHING TRAINING AND FELLOWSHIP

The Council of Ministries shall present for approval at the annual Church Conference a regular schedule of worship services, meetings, and activities for the purpose of worship, prayer, teaching, training and fellowship for the coming year. Any permanent change in the regularly scheduled worship services, meetings and activities must be approved by the Church in Conference. However, the Senior Pastor and Moderator may cancel or reschedule specific worship services on a case-by-case basis. Other meetings of the Church, or of authorized groups within the Church shall be set according to the needs of the congregation, or the groups concerned, subject to approval by the Council of Ministries as provided in [ARTICLE XII SECTION A\(10\)](#).

SECTION B LORD'S SUPPER.

The ordinance of the Lord's Supper shall be observed by the Church at least once monthly at a time designated by the Senior Pastor.

ARTICLE VI

CHURCH IN CONFERENCE

SECTION A CHURCH IN CONFERENCE AS FINAL AUTHORITY

The Church in Conference shall be the final authority in all of its affairs.

SECTION B MEETINGS

(1) Regular Meetings

- (a) Schedule. The Church shall meet in conference to conduct business (the "Church in Conference"). The Church shall meet in conference no fewer than four (4) times per year ("Regular Meetings"). There shall be at least one Regular Meeting in each calendar quarter. The Regular Meeting for

DRAFT FOR REVIEW

the fourth (4th) calendar quarter shall be in December. The Regular Meeting for each of the remaining calendar quarters shall be called by the Moderator as provided below.

- (b) *Notice.* Notice of the date and time of Regular Meetings of the Church in Conference shall be given to the Members in writing at least two weeks prior to the meeting.
- (c) *Change of Time and Date of Meeting.* After proper Notice has been given, the time and date of a meeting may be changed by the Moderator upon giving one week's notice.
- (d) *Agenda.* The agenda for any Regular Meeting of the Church in Conference shall be published in the Church newsletter during the week prior to the scheduled meeting. Items of business not on the agenda may be discussed and approved at a meeting as provided in *Robert's Rules of Order*, provided the Governing Documents do not require Special Notice or a special quorum for such matter.
- (e) *Postponement.* Except for Special Matters or as may be otherwise provided in the Governing Documents, any Church business may be postponed to the next conference by a vote of one-third (1/3) of the Members present and voting; however, any further postponement shall be by majority vote. Due to the Special Notice required for Special Matters, postponement of a Special Matter where a quorum has been established must be approved by two-thirds (2/3) of the Members present and voting.
- (f) *Report.* A synopsis or report summarizing actions taken by the Church in Conference shall be published to the Members in the Church newsletter or by such other means as practical. Such report shall be published as soon after action is taken as is reasonably practical, provided, however, that failure to timely publish such report shall not affect the validity of any action approved by the Church in Conference.

DRAFT FOR REVIEW

last revised **March 16, 2016**

(2) Annual Church Conference. The annual Church conference shall be held at the time of the December Church conference at which time there will be the election of the Moderator, Vice Moderators, Church Clerk, Assistant Church Clerk, Church Treasurer and Assistant Treasurer. All Church committee appointments shall be presented by the Committee on Committees for the coming year at the December Church Conference.

(3) Special Called Meetings

(a) *Method of Calling.*

i Moderator. Special called meetings of the Church may be called at the discretion of the Moderator upon Notice given to the Members as described in [ARTICLE III](#) at least ten (10) days in advance of the meeting. Such Notice shall include the time, date, and purpose of the meeting.

ii Written Request. The Moderator shall call a special meeting of the Church upon written request signed by no fewer than 40 Members. Such written request must specify the purpose of the meeting, the agenda, and the time and date of the meeting, and be delivered to the Moderator no less than three weeks prior to the date of the meeting. Upon receipt of such written request, the Moderator shall call a special meeting of the Church, and provide Notice to the Members as specified above.

(b) *Agenda.* Only matters included on the agenda may be acted upon at a special called meeting of the Church in Conference.

(4) Emergency Meetings

(a) *Purpose.* Emergency meetings of the Church in Conference may be called whenever the urgencies of time indicate that irreparable harm is likely to occur unless a particular matter of business is addressed prior to the next regularly scheduled meeting or before a special meeting for that purpose may be called.

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (b) *Method of Calling.* Emergency meetings may be called by the Moderator with the approval of the Body of Deacons.
 - (c) *Notice.* Notice of an emergency meeting may be by any means reasonably calculated and approved by the Body of Deacons to provide actual notice to the Members of the purpose, date, and time of the meeting.
 - (d) *Agenda.* Whenever practical, Notice as described in Article III hereof of an emergency meeting shall be given to the Members in advance of the meeting. If proper Notice is not practical due to the exigency of the matter, the agenda shall be made available by the best available means, and shall also be made available at the Church office and distributed at the time of the conference.
- (5) Special Notice of Special Matters. "Special Notice" of Special Matters is information sufficient to allow the Members to make an informed decision as to any Special Matter as described in [ARTICLE VI SECTION B\(6\) \(b\)](#) for which a quorum of one-hundred(100) or more Members is required, other than the calling or dismissing a Minister or Church Officer. Special Notice shall be made available to the Members in writing at least one week prior to the meeting by such means as may be approved in the Standing Rules. In the event the Standing Rules fail to provide for a means of Special Notice, then Special Notice shall be in writing, providing a full text of any resolution or proposed amendment to the Constitution and Bylaws, or a detailed description of any financial transaction. Prior to the discussion of any Special Matter at a meeting of the Church in Conference, the Moderator shall make a determination that Special Notice has been given as provided under this section, and also under the Standing Rules.
- (6) Quorum. A quorum shall be established by the Moderator at the outset of each meeting, prior to voting on any Church business. A quorum shall consist as follows:

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (a) *Ordinary Business.* Except as for those special matters described in subsection (b) below, a quorum shall consist of the number of those Members present at the Church in Conference.
 - (b) *Special Matters.* Prior to the discussion of any Special Matter, the Moderator must: (1) establish that a quorum exists; and (2) make a determination that Special Notice of the Special Matter has been given in accordance with the Bylaws and also the Standing Rules. One-hundred(100) Members shall constitute a quorum necessary to discuss the business of (1) calling a Minister; (2) purchasing or selling property with a value in excess of \$25,000; (3)expending \$25,000 or more of non-budget funds; (4) adopting the annual budget; or (5) amending the Constitution and Bylaws. As provided in [ARTICLE VIII SECTION F](#) and [ARTICLE IX SECTION A\(3\)](#), two-hundred (200) Members shall constitute a quorum for a conference in which the dismissal of an Officer or the Senior Pastor will be voted upon. Any postponement of a Special Matter shall be by majority vote of those Members voting.
 - (c) *Quorum Maintained.* Once a quorum is established at any meeting of the Church in Conference, it is presumed to exist for the balance of that meeting.
- (7) Voting.
- (a) *Eligibility.* All Members present at a meeting of the Church in Conference shall be eligible to vote on all matters addressed at the meeting.
 - (b) *Vote Required for Action.* Unless otherwise provided in the Governing Documents, the affirmative vote of a majority of those Members casting a vote on a matter is necessary for the adoption of a motion.
 - (c) *Proxy.* Except as may be provided for homebound Members, voting by proxy shall not be allowed.
 - (d) *Absentee Voting by Homebound and Infirm.* The Standing Rules may provide rules and procedures

DRAFT FOR REVIEW

which will allow absentee voting by Members for whom attendance at a meeting of the Church in Conference is impractical or unwise, including voting by proxy. Such rules and procedures shall include requirements for eligibility for absentee voting, and must be approved by the Church in Conference.

- (e) *Vote by Written Ballot.* Except as may otherwise be provided in the Standing Rules, requests for voting by written or other special ballot shall be governed by *Robert's Rules of Order*.

(8) Procedure at Meetings

- (a) *Moderator to Preside.* The Church Moderator shall preside at all meetings of the Church in Conference, provided, however, that the Church Moderator shall recuse himself or herself from presiding over any matter in which to do otherwise would present an appearance of impropriety due to a direct personal interest in the outcome of the proceedings. In the absence of the Moderator, the First Vice-Moderator shall preside, and in the absence of both the Moderator and the First Vice-Moderator, the Second Vice-Moderator shall preside.
- (b) *Parliamentarian.* The Moderator shall appoint a parliamentarian and assistant parliamentarian to serve on an annual basis.
- (c) *Procedure at Meetings.* The Governing Documents shall control procedural matters of meetings of the Church in Conference. The rules contained in *Robert's Rules of Order* shall control all matters not specifically addressed in the Governing Documents.
- (d) *Duties of the Moderator at Meetings.* It shall be the duty of the Moderator to comply with the Governing Documents, to conduct an orderly meeting, to state and explain propositions, and to respond to properly made inquires regarding voting and other parliamentary procedures.

DRAFT FOR REVIEW

last revised **March 16, 2016**

(e) *Order of Business.* During a regular meeting of the Church in Conference, the Moderator shall call for the business of the Church in such order as the Moderator sees fit:

- i Call to order.
- ii Prayer.
- iii Establishment of a quorum.
- iv Approval of minutes of previous meetings.
- v Reports of Officers, Deacons, department heads, and Committees.
- vi Old business.
- vii New business.

ARTICLE VII

FINANCES AND CHURCH PROPERTY

SECTION A TITLE TO PROPERTY

All property of the Church, both real and personal, shall be titled in the name of First Baptist Church of Augusta, Inc.

SECTION B ADOPTION OF SYSTEM OF PROPORTIONATE GIVING

The Church adopts the system of proportionate giving as set out in Malachi 3:10: "Upon the first day of the week, let everyone of you lay by him in store as God has prospered him . . . Bring ye all the tithes into the storehouse."

DRAFT FOR REVIEW

last revised **March 16, 2016**

SECTION C HANDLING GIFTS, BEQUESTS, AND OFFERINGS

- (1) Definitions. The following terms shall apply to gifts and bequests of property to the Church. "General Offerings" shall refer to all unrestricted contributions of cash other than testamentary bequests. "Special Offerings" shall refer to cash offerings other than testamentary bequests made pursuant to a special purpose as specifically authorized by the Church in the Standing Rules. "Special Gifts" shall refer to (1) all testamentary bequests; (2) contributions of property other than cash; and (3) contributions of cash other than Special Offerings for which either a mandatory or precatory use or condition is specified by the donor.
- (2) Receipt
 - (a) *General Offerings and Special Offerings*. General Offerings and Special Offerings shall be received by the Church Treasurer.
 - (b) *Special Gifts*. All Special Gifts shall be received by the Trustees in accordance with the provisions of [ARTICLE VIII SECTION A\(3\)](#) regarding duties of the Trustees.
- (3) Investment. The Investment Committee shall be responsible for the investment of all Church funds which are designated by the Finance Committee for investment.
- (4) Disbursement.
 - (a) Except as may be specifically provided in the Standing Rules, the disbursement of all Church funds shall be overseen by the Finance Committee.
 - (b) Subject to oversight by the Finance Committee, Special Offerings and General Offerings may be disbursed for the purpose of defraying current expenses of the Church, and for contributing to the various missionary projects fostered by the Church.

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (c) No money shall be disbursed except as (1) authorized in the budget, (2) specifically authorized in the Governing Documents, or (3) approved by vote of the Church in Conference.
- (d) Monies are to be disbursed by check countersigned by at least two persons who are specifically authorized under the Governing Documents to sign checks. The Standing Rules shall provide for procedures for the issuance of checks, and describe those persons, either by name, position, or office, who are authorized to sign checks. In the event the Standing Rules fail to make such provision, any two of the following persons shall be authorized to sign checks on behalf of the Church: the Treasurer; the Assistant Treasurer; the Moderator, and the Chair of the Finance Committee.

SECTION D OTHER CHURCH PROPERTY

All other Church property shall be administered in accordance with the provisions of [ARTICLE VIII SECTION A\(3\)](#) regarding the duties of Trustees.

SECTION E ANNUAL AUDIT

An annual audit or review of the Church financial records shall be made by a certified public accountant in accordance with standards to be provided in the Standing Rules.

SECTION F CONFLICT WITH OTHER PROVISIONS

In the event the provisions of this Article conflict with any other provision of the Constitution and Bylaws or of the Standing Rules, the provisions of this Article shall prevail.

DRAFT FOR REVIEW

last revised **March 16, 2016**

ARTICLE VIII

OFFICERS AND DIRECTORS

The Officers of the Church shall be the Moderator, the First Vice-Moderator, the Second Vice-Moderator, and the Trustees. The Chair of the Board of Trustees shall serve as President of the corporate entity known as First Baptist Church of Augusta, Inc, and the Secretary of the Board of Trustees shall serve as Corporate Secretary of First Baptist Church of Augusta, Inc.

SECTION A TRUSTEES

- (1) Trustees to Serve as Board of Directors. The Board of Trustees (the "Trustees") shall serve as the Board of Directors of the Church as provided in its Articles of Incorporation.
- (2) Selection of Board Officers. The Secretary and the Chair of the Board of Trustees shall be selected annually by the voting members of the Board. No person may serve more than two consecutive years as Chair of the Board.
- (3) Duties and Powers. Subject to the will and direction of the Church, the Trustees shall exercise the corporate powers and conduct the business affairs of the Church. The Governing Documents or the Church in Conference may delegate such authority to some other person, Committee, Church Officer, or Church body as may be practical in order to conduct the routine business of the Church. Subject to the forgoing, the Trustees shall exercise the following duties and powers on behalf of the Church:
 - (a) *Church Property.* Except as otherwise provided in the Governing Documents, the Trustees shall administer the property of the Church, both real and personal.
 - (b) *Insurance.* The Trustees shall be responsible for procuring appropriate policies of insurance in such form and in such amounts as the Trustees may deem prudent.
 - (c) *Legal Documents.*

DRAFT FOR REVIEW

last revised **March 16, 2016**

- i Review. The Trustees shall review and approve the form of contracts, deeds, mortgages, pledges, promissory notes, transfers and other written instruments binding upon the Church (collectively "Legal Documents") as may be necessary or convenient in order to accomplish the business of the Church as authorized by the Church in Conference and the Governing Documents.
 - ii Execution. Legal Documents may only be executed upon proper authority granted under the Governing Documents or by the Church in Conference. A third party without notice of lack of proper authority shall be entitled to rely upon the presumed authority of any two Trustees to execute Legal Documents on behalf of the Church.

- (d) *Legal Affairs.* In conducting the legal affairs of the Church, the duties of the Trustees include the following:
 - i Corporate Formalities. The Trustees shall be responsible for keeping the Church in compliance with corporate formalities under Georgia law;
 - ii Obtain Legal Advice. The Trustees shall obtain legal advice as may be prudent in order to make recommendations to the Body of Deacons, Officers, and the Church as to compliance with local, state, and federal laws, as well as the Governing Documents;
 - iii Legal Action. In the event the Church becomes involved, or it appears likely that the Church may become involved, in any legal action, the Trustees shall:
 - a) arrange for legal representation on behalf of the Church;
 - b) have the authority to settle lawsuits or legal disputes that do not involve the payment or receipt of funds or the acquisition or relinquishment of property exceeding \$25,000.00 in value, including available insurance.

DRAFT FOR REVIEW

- (e) *Special Gifts.* The Trustees shall be responsible for accepting or rejecting all Special Gifts. Whenever a Special Gift is accepted by the Trustees on behalf of the Church, the Trustees shall:
- i review and interpret any documents or other reasonably available evidence of the donor's intent and desires as to the use of a Special Gift;
 - ii in the event the donor of a Special Gift does not express a purpose, use, or condition upon which the Special Gift should be utilized, the Trustees shall consult with the Finance Committee as to appropriate use or uses of such Special Gift. In the event the Trustees and the Finance Committee are unable to agree, the matter shall be presented to the Body of Deacons for determination;
 - iii all Special Gifts of cash shall be delivered to the Finance Committee.
 - iv the Trustees shall consult with the Finance Committee as to whether Special Gifts other than cash should be liquidated or retained in kind.
 - a) If liquidation of a Special Gift is approved, the Trustees shall effect the liquidation of such Special Gift in a reasonably prudent manner, and deliver the proceeds to Finance Committee.
 - b) If it is determined that the property should be retained in kind, the Trustees shall cause such property to be properly titled in the name of the Church to be held on behalf of the Church in a reasonably prudent manner;
 - c) notwithstanding any provision in this article to the contrary, the Trustees may liquidate a Special Gift with a value less than \$75,000.00 for which there is a generally recognized market, such

DRAFT FOR REVIEW

last revised **March 16, 2016**

as publically traded stocks and bonds.

- d) In the event the Trustees and the Investment Committee are unable to agree as to liquidation or retention of the property in kind, the matter shall be presented to the Body of Deacons for determination.

- v the Trustees shall instruct the Finance Committee as to the Donor's intent as to use of the Special Gift, and shall consult with the Finance Committee as to the specific use of Special Gifts in an effort to accomplish the intent of the Donor and to meet any objectives which may be set by the Church. In the event the Trustees and the Finance Committee are unable to agree, the matter shall be presented to the Body of Deacons for determination;

- vi in the event it is determined that the Special Gift should be held for investment, the Trustees shall consult with the Investment Committee to determine appropriate investment goals for Special Gifts in an effort to accomplish the intent of the Donor or to meet any objectives which may be set by the Church. In the event the Trustees and the Investment Committee are unable to agree, the matter shall be presented to the Body of Deacons for determination.

(f) *Limitation of Powers.* Except to the extent limited by, or inconsistent with, the Governing Documents the Trustees shall exercise the powers provided for a board of directors under the Georgia Non-Profit Code.

- (4) Composition. The voting members of the Board of Trustees shall consist of Trustees and the Moderator. The First Vice-Moderator shall also serve as a non-voting member of the Board. The Trustees shall consist of seven Members of the Church, and shall be elected by the Church in Conference as provided herein below.

DRAFT FOR REVIEW

last revised **March 16, 2016**

The Moderator shall serve as an *ex officio* voting member of the Board of Trustees.

(5) Election and Term.

(a) *Term.* At the annual meeting of the Church in Conference, one Trustee shall be elected for a term of seven (7) years, and shall hold office until the election of his or her successor seven years thence, or until his or her earlier resignation, removal or death.

(b) *Eligibility for Reelection Upon Completion of Term.* Upon completion of his or her term, a Trustee shall not be eligible for reelection to the Board for a period of three (3) years.

(c) *Vacancies.*

i *Nominations.* To fill an expired term or vacancy on the Board, the Nominating Committee shall solicit nominations from all Church Members. Such nominations shall include a brief resume of the individual's qualifications to serve as a Trustee. The Nominating Committee shall also solicit input from the Trustees as to any special qualifications or skills believed to be needed by the incoming Trustee in order to enhance the overall ability of the Board to perform its duties.

ii *Submission of Nominee for Election.* Based upon a majority decision of the Nominating Committee members, and the consent of the nominee, the Chair of the Nominating Committee shall submit one nominee to the Church for election at the annual meeting of the Church in Conference, or in the case of filling a vacancy for an unexpired term, at the next regular or special meeting of the Church in Conference. A photograph of the nominee, as well as a brief resume shall appear in the Church newsletter at least two times prior to the meeting at which election of a Trustee is to occur.

iii *Election Process.*

DRAFT FOR REVIEW

last revised **March 16, 2016**

- a) *Meeting to consider affirmation of nominee.* At the meeting of the Church in Conference, the Church Members shall vote to affirm or not affirm the nominee as a Trustee. Upon affirmation by a majority of the Members voting at the Church in Conference, the nominee shall be deemed to be elected to the office of Trustee.
- b) *Failure to affirm nominee.* If a majority of those Members voting at the meeting of the Church in Conference fail to affirm the nominee, the election for Trustee shall be postponed for a period not to exceed forty-five (45) days, during which time the Nominating Committee shall select another nominee. For the purposes of selecting a replacement nominee, the members of the Nominating Committee who nominated the original nominee should continue to act, including any *ex officio* members whose term of office may have expired since the time of the previous nomination.
- c) *Continued meeting to affirm second nominee.* At the continued meeting of the Church in Conference, the Church Members shall vote to either affirm or not affirm the second nominee as a Trustee. Upon affirmation by a majority vote of the Members of the Church in Conference, the second nominee shall be deemed to be elected to the office of Trustee.
- d) *Failure to affirm second nominee.* If the Members fail to affirm the second nominee, the election for Trustee shall be postponed for an additional period not to exceed forty-five (45) days, during which time the Nominating Committee,

DRAFT FOR REVIEW

last revised **March 16, 2016**

shall select a third nominee. During the fourteen (14) day period following the meeting of the Church in Conference in which the Members failed to affirm the second nominee, any group of thirty (30) Church Members may submit the name of an additional nominee to the Chair of the Nominating Committee, together with a brief resume of the qualifications of such person to serve as a Trustee. The name of the additional nominee shall appear on a ballot for selection as Trustee together with the third nominee selected by the Nominating Committee. The name, photograph, and brief resume of each person so nominated shall be published in the Church newsletter at least two (2) times prior to the meeting of the Church in Conference at which the election of a Trustee is to be next considered. The nominee receiving the most votes of the Members at the continued meeting of the Church in Conference shall fill the vacant office of Trustee.

- (6) Meetings. Except as provided in [ARTICLE XV](#) regarding Sensitive Matters, meetings of the Board shall be open for attendance by all Church Members as non-participating observers. The time, date, and location of Board meetings shall be made known to the Church Members by such means as practical in order to provide meaningful opportunity for interested Church Members to attend. Minutes of all Board meetings, other than matters discussed in closed session, shall be kept and filed with the Church Clerk.
- (7) Voting; Quorum. A quorum for a meeting of the Board of Trustees shall consist of four voting members. Action on any matter shall be approved by a majority vote consisting of not less than four voting members.

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (8) Action by Written Consent. Any action permitted to be taken at any meeting of the Board may be taken without a meeting if written consent to such action shall be signed by a majority of the Trustees eligible to vote on such matter, and filed with the regular minutes of meeting of the Board. Electronic mail (e-mail) shall be considered a writing, and to constitute written consent. Action by written consent shall not be used to circumvent the open meeting provisions of the Constitution and Bylaws. Such action shall be filed with the Church Clerk, and shall include a statement by the Chair of the Board explaining the justification for utilizing this provision. Documentation of consent by e-mail shall include copies of correspondence sufficient to document the discussion and the action taken.

SECTION B MODERATOR AND VICE-MODERATORS

(1) Moderator

- (a) *Duties*. The Moderator shall serve as Chair and Moderator of the Body of Deacons; Chair and Moderator of the Church in Conference; and shall cooperate with and work with the Senior Pastor, the Ministerial and non-ministerial staff, and all committees of the Church in promoting the interest and general welfare of the Church, and perform such other duties as provided in the Governing Documents or as authorized by the Church in Conference. The Moderator, or the Moderator's designee, except as otherwise provided herein, shall serve as an *ex officio* non-voting member of all Church Committees. As Chair of the Body of Deacons, the Moderator shall endeavor to keep the Body of Deacons informed as to matters of importance concerning the management and welfare of the Church. In the event a petition is filed as provided in [ARTICLE VIII SECTION F](#) or [ARTICLE IX SECTION A\(3\)](#) for the removal of an Officer or a Minister, the Moderator shall promptly inform the Body of Deacons, and shall make copies of such petition available to the Deacons.

DRAFT FOR REVIEW

last revised **March 16, 2016**

(b) *Ex-officio* Member of Board of Trustees. The Moderator shall serve as an *ex officio* voting member of the Board of Trustees, but in no event, shall an individual serve as both Moderator and as a Trustee at the same time. Any Trustee elected to the position of Moderator shall resign as a Trustee. The resulting vacancy on the Board of Trustees shall be filled as provided in [ARTICLE VIII SECTION A\(5\) \(c\)](#).

(2) Vice Moderators.

(a) *First Vice-Moderator.* In the absence of the Moderator, the First Vice-Moderator shall serve as Moderator as provided in subparagraph 3(a) below. The First Vice-Moderator shall have such additional powers and shall perform such duties as may be provided in the Standing Rules, and shall also exercise such powers and duties as may be delegated by the Moderator from time to time. The First Vice Moderator shall serve an *ex-officio* non-voting member of the Board of Trustees. A person may serve concurrently as a Trustee and as a vice-moderator, however, in the absence of the Moderator, any person serving concurrently as vice-moderator and Trustee will be entitled to only one vote as a Trustee.

(b) *Second Vice-Moderator.* In the absence of the Moderator and the First Vice-Moderator, the Second Vice-Moderator shall serve as Moderator as provided in subparagraph 3(a) below. The Second Vice-Moderator shall have such additional powers and shall perform such duties as may be provided in the Standing Rules, and shall also exercise such powers and duties as may be delegated by the Moderator from time to time.

(3) Temporary Absences, Vacancies.

(a) *Temporary Absence.* In the temporary absence of the Moderator, the First Vice-Moderator shall assume all duties of the Moderator, including but not limited to, duties as Chair of the Body of Deacons until such time as the Moderator is again available. In the temporary absence of both the

DRAFT FOR REVIEW

last revised **March 16, 2016**

Moderator and First Vice-Moderator, the Second Vice-Moderator shall act as temporary Moderator. In the temporary absence of the Moderator and both vice-moderators, a past Moderator, in order of most recent term of service, shall act as temporary Moderator.

(b) *Vacancies.*

- i In the event that the office of Moderator becomes vacant by reason of death, resignation, incapacity, or otherwise, the First Vice-Moderator shall assume the office of Moderator and shall serve for the balance of the unexpired term.
- ii In the event that the office of First Vice-Moderator becomes vacant by reason of death, resignation, incapacity, or assumption of the duties of Moderator, or otherwise, the Second Vice-Moderator shall assume the office of First Vice-Moderator.
- iii In the event that the office of Second Vice-Moderator becomes vacant by reason of death, resignation, incapacity, assumption of the duties of First Vice-Moderator, or otherwise, the Body of Deacons shall appoint an individual to serve as interim Second-Vice Moderator. The interim Second Vice-Moderator shall serve until such time as a successor Second Vice-Moderator is elected. Within thirty (30) days of the office of Second Vice-Moderator becoming vacant, the Nominating Committee shall select a nominee for a successor Second Vice-Moderator. The qualifications and election of such successor Second Vice-Moderator shall be as provided herein for the nomination and election of Second Vice-Moderators, with election to be considered at either a regular or special meeting of the Church in Conference held not more than 60 days following such vacancy.

- (4) Term. The terms of office for the Moderator and both Vice Moderators shall be one (1) year. The Moderator and Vice Moderators shall hold office until a successor is chosen except in the case of resignation, death,

DRAFT FOR REVIEW

removal, or the termination of such office. No individual may succeed himself as Moderator, First Vice-Moderator, or Second Vice-Moderator except that any individual who fulfills an unexpired term, may be elected to such office for the ensuing year. Except for fulfilling an unexpired term and succession to office from Second Vice-Moderator to First Vice-Moderator, and from First Vice-Moderator to Moderator, no former Moderator or Vice-moderator may serve as Moderator or as a Vice-Moderator within three years of leaving office.

(5) Nomination and Election.

(a) *Nomination.*

- i The Nominating Committee shall nominate one (1) individual to serve as Moderator, one (1) individual to serve as First Vice-Moderator, and one (1) individual to serve as Second Vice-Moderator.
- ii In establishing the offices of Moderator, First Vice-Moderator and Second-Vice Moderator, each serving a one year term, it is intended that, except in the case of persons filling the unexpired term of a predecessor in office, the then serving First Vice-Moderator will be nominated to serve as Moderator, and that the then serving Second-Vice Moderator will be nominated to serve as First Vice-Moderator. The Nominating Committee may nominate a different person to fill such office or offices in the event the committee determines that temporary deviation from this system would be in the best interest of the Church.
- iii Nominees for Moderator and for First and Second Vice-Moderators shall be Voting Deacons or *ex officio* Deacons. Nominees for Second Vice-Moderator shall be serving as a Voting Deacon at the time of election.
- iv In the event the current Moderator or First or Second Vice-Moderator is filling the unexpired term of a predecessor, it is intended that he or she should become the nominee to succeed themselves in office such

DRAFT FOR REVIEW

that he or she may, upon election by the Church in Conference, continue in office following completion of such unexpired term. The Nominating Committee may nominate a different person to fill such office or offices in the event the committee determines that temporary deviation from this system would be in the best interest of the Church.

v The nominees for Moderator, First Vice-Moderator, and Second Vice-Moderator shall be presented to the Body of Deacons for ratification. In the event a nominee fails to be ratified by the Body of Deacons, that nomination shall be deemed to be withdrawn, and the Nominating Committee shall select a different nominee.

vi A photograph of the nominees for Moderator and First and Second Vice-Moderator, as well as a brief resume for each nominee shall be provided to Church Members by such means as described for the giving of Notice in Article III hereof at least two times prior to the meeting at which election of a Moderator or First or Second Vice-Moderator is to occur.

(b) *Election.*

i The Moderator and the First and Second Vice Moderators shall be elected by the affirmative vote of a majority of those Members voting at the Annual Church Conference.

ii In the event the nominee for Moderator or for First or Second Vice-Moderator fails to receive a majority vote, then the election shall be adjourned for a period of at least thirty (30) days, during which time the Nominating Committee shall select a new nominee, and, following ratification by the Body of Deacons, cause the name and biographic information of the nominee to be published as provided above. A special called meeting of the Church in Conference shall be held no sooner than thirty (30)

DRAFT FOR REVIEW

days but no later than forty five (45) days following the preceding election.

SECTION C CHURCH CLERK AND ASSISTANT CLERK

- (1) *Selection.* The Clerk and Assistant Clerk shall be nominated by the Nominating Committee for approval by the Church in Conference.
- (2) *Duties.* The Clerk's duties are to: keep a correct record of the proceedings of the Church in Conference; keep a register of the names of all the Members of the Church; sign all letters of dismission; be the custodian of all records and papers except financial records belonging to the Church; and submit to the Church in Conference a summary of the condition of the Church. The Assistant Clerk's duties are to assist the Clerk and to serve as the Clerk in his or her absence.

SECTION D TREASURER AND ASSISTANT TREASURER

- (1) *Selection* The Treasurer and Assistant Treasurer shall be nominated by the Nominating Committee for approval by the Church in Conference.
- (2) *Duties.* The Church Treasurer's duties are to keep financial records of the Church, to place all monies received in a designated depository, and to disburse monies as provided in [ARTICLE VII SECTION C\(4\) \(d\)](#). The Assistant Treasurer's duties are to assist the Treasurer in carrying out his or her duties and to serve as the Treasurer in his or her absence. The Church Treasurer and Assistant Treasurer shall both serve as members of the Finance Committee.

SECTION E DEACONS

- (1) Body of Deacons. The "*Body of Deacons*" shall consist of all Voting Deacons, Non-Voting Deacons, *ex officio* Deacons, and Deacons Emeritus. "*Deacon*" shall refer to a member of the Body of Deacons.
- (2) Duties. The duties of all members of the Body of Deacons are to: devote themselves to the spiritual welfare of the Church Members and to their enlistment in active Church service; use all proper efforts to

DRAFT FOR REVIEW

reclaim such Members as may have become remiss in their covenant engagements; pray for and support, cooperate with, and assist the Senior Pastor and other Ministers in the promotion of all the interests of the Church; support the ministries and operations of the Church through regular participation in the worship and programs of the Church, prayer for the Church and its Members; make systematic financial gifts to the Church; and commit to continuing personal spiritual growth. The Body of Deacons shall exercise such other powers and duties as may otherwise be provided in the Governing Documents.

- (3) Meetings. The Body of Deacons shall meet monthly at a time and place determined by the Moderator. Except as provided in [ARTICLE XV](#) regarding Sensitive Matters, meetings of the Body of Deacons shall be open for attendance by all Church Members as non-participating observers. The time, date, and location of meetings shall be made known to the Church Members by such means as practical in order to provide meaningful opportunity for interested Church Members to attend. Minutes of all meetings of the Body of Deacons, other than matters discussed in closed session, shall be kept and filed with the Church Clerk.
- (4) Voting; Quorum. A quorum for a meeting of the Body of Deacons shall be those Deacons entitled to vote who are present. Action on any matter shall be approved by a majority of those persons present and entitled to vote.
- (5) Emergency Meetings. An emergency meeting of the Body of Deacons may be called by the Moderator or by the Senior Pastor upon reasonable notice given by such means as is reasonably calculated to allow all Deacons who are eligible to vote to make arrangements to attend.
- (6) Action by Written Consent. Any action permitted to be taken at any meeting of the Body of Deacons may be taken without a meeting if written consent to such action shall be signed by a majority of the Deacons eligible to vote on such matter. Electronic mail (e-mail) shall be considered a writing, and to constitute written consent. Action by written consent should only be used when a meeting of the Body of Deacons would be

DRAFT FOR REVIEW

last revised **March 16, 2016**

impractical, and shall not be used to circumvent the open meeting provisions of the Constitution and Bylaws. Such action shall be filed with the Church Clerk, and shall include a statement by the Moderator explaining the justification for utilizing this provision. Documentation of consent by e-mail shall include copies of correspondence sufficient to document the discussion and the action taken.

- (7) Voting Deacons. The Church shall elect a group of sixty-eight "Voting Deacons" to serve a four-year term on a rotating basis, staggered as nearly as practical so that the term of one-fourth of the total number shall expire annually.
- (a) *Eligibility Requirements*. All Members of the Church who have attained the age of twenty-one years as of June 1, of the year in which he or she would be elected shall be eligible to serve as a Voting Deacon, excluding any Deacon Emeritus, members of the Ministerial Staff, and the spouses of ordained Ministerial Staff members. Deacons who have served a full four-year term shall be ineligible for re-election as a Voting Deacon for one year following the expiration of such term.
- (b) *Election Method*. Each year the Church shall elect Voting Deacons by choosing from a list of eligible Church Members who have been nominated for the office of Deacon. The nominations and elections for the office of Deacon shall be held in the following manner:
- i Each January, the Chair of the Body of Deacons shall convene a Deacon Nominating Committee to supervise the process of nominating and electing Voting Deacons. The Deacon Nominating Committee shall be composed of all Voting Deacons who are in the final year of their terms as a Voting Deacon, and any and as many Deacons Emeritus as the Chairperson may choose to appoint. The committee shall serve until December 31 of the year in which they are appointed.

DRAFT FOR REVIEW

- The chair shall be appointed by the Moderator from among the committee members.
- ii The Deacon Nominating Committee will solicit suggestions for nominees from all Church Members. Said suggestions shall include a brief resume of the individual's qualifications to serve as a Voting Deacon. Any qualified Member who has been suggested in writing by at least twenty Church Members shall be included on the ballot as described below. Other than requiring the nomination of persons receiving twenty or more nominations, the purpose of soliciting nominations is to identify persons who may otherwise be overlooked as candidates to serve as a Deacon. However, Members receiving fewer than 20 recommendations should not receive any special consideration for nomination.
 - iii The Deacon Nominating Committee shall prepare a ballot consisting of nominees which it determines to be qualified to serve as Voting Deacons. The number of nominees on the ballot shall be a minimum of, but not limited to, one and one-half (1½) times the number of vacancies to be filled among the Voting Deacons. The committee shall include on the ballot any qualified Member who has been suggested in writing by at least twenty Church Members.
 - iv The Body of Deacons shall establish rules and procedures governing the process of nominating Voting Deacons in a manner consistent with this Constitution and Bylaws. These procedures shall insure that a potential nominee understands and is willing to perform the duties and requirements of a deacon and has previously demonstrated a commitment to do so. In addition to the Eligibility Requirements described above, the Body of Deacons may establish such other qualifications as are consistent with the qualities necessary to serve on the Body of Deacons.
 - v The ballot, which shall include a photograph and a brief resume of Church activities of

DRAFT FOR REVIEW

each nominee, shall be distributed to the Members of the Church who shall vote for not more than the number of nominees needed to fill the current number of vacancies.

- vi The ballot shall have a designated space for write-in votes, and any Member of the Church may write in qualified names, provided that the total number votes shall not exceed the total number of vacancies needed to be filled.
 - vii The nominees receiving the highest number of ballot votes shall be elected as Voting Deacons. In the event two or more nominees who would otherwise fill the last available vacancy should receive the same number of votes, the Nominating Committee shall select the person to fill such vacancy from among such nominees.
- (8) Ex Officio Deacons. In the event the Moderator or a Vice-Moderator completes his or her regular four-year term as a Voting Deacon, the Moderator or Vice-Moderator shall continue to serve as a member of the Body of Deacons as an *ex officio* Deacon so long as such person continues to occupy the office of Moderator or Vice-Moderator. *Ex officio* Deacons shall enjoy the same right to vote as a Voting Deacon.
- (9) Deacon Emeritus.
- (a) A person may be qualified to continue to serve as a member of the Body of Deacons as a Deacon Emeritus if he or she shall have served on a voting body of deacons for a total of twenty years or shall have served as a Voting Deacon in this Church for fifteen years, and shall have attained the age of sixty-five years.
 - (b) Upon being qualified, a person may be elected a Deacon Emeritus by being nominated by the Body of Deacons and elected by the Church in Conference. A Deacon Emeritus shall not be eligible to serve as a Voting Deacon.

DRAFT FOR REVIEW

- (c) A Deacon Emeritus shall enjoy the same right to vote as a Voting Deacon, but is not subject to the attendance requirements of Subsection 7 below.
 - (d) The number of those elected Deacon Emeritus shall not be limited and shall not affect the number of Voting Deacons to be elected as prescribed in this Section.
- (10) Non-Voting Deacons. Non-Voting Deacons are Members of the Church who have been ordained as a Deacon by the Church or by another Baptist church, but who are not currently serving as a Voting Deacon, *ex officio* Deacon, or Deacon Emeritus.
- (11) Meetings. The Body of Deacons shall meet at least once a month for the consideration of their specific duties and the general welfare of the Church, and to make such recommendations to the Church for action as seem to be expedient.
- (12) Voting. The following persons shall be entitled to vote upon matters coming before the Body of Deacons:
- (a) Voting Deacons,
 - (b) *ex officio* Deacons, and
 - (c) Deacons Emeritus.
- (13) Officers. The Body of Deacons may adopt rules and procedures for the election of officers of the Body of Deacons other than the Chairperson who shall be the Moderator.
- (14) Absences. In addition to the method described below for the removal of Church Officers, the absence of a Voting Deacon from three regular consecutive monthly Deacons' meetings, or absence from a total of five regular monthly Deacons' meetings, during a calendar year, shall cause such Deacon to forfeit his or her office as a Voting Deacon. Furthermore, a Voting Deacon shall attend at least sixty (60%) percent of the meetings of the Church in Conference during each calendar year. Failure to do so shall cause such Deacon to forfeit his or her office as a Voting Deacon. For purposes of these rules, no absence shall be

DRAFT FOR REVIEW

last revised **March 16, 2016**

counted if the reported cause for such absence is approved by the Body of Deacons.

- (15) Vacancy. In the event a vacancy occurs among the Voting Deacons, the Chair of the Body of Deacons shall notify the Deacon nominating committee, who within 30 days, shall nominate to fill each such vacancy the unelected candidate who received the most votes in the most recent Deacon election, and who is still willing and able to serve as a Voting Deacon. The candidate shall be presented at the next Church in Conference for election to fill the vacancy. In the event the nominee has not been previously ordained, the Church shall arrange for such person's ordination as soon as is reasonably practical. Until the time of ordination, an elected but unordained Deacon shall exercise the rights and responsibilities of a Voting Deacon, but shall not be entitled to vote.

SECTION F REMOVAL OF CHURCH OFFICERS

- (1) Permanent Removal. One or more Church Officers may be removed according to the following procedure:
- (a) *Petition for Removal*. Any person or group of persons authorized to call a special meeting of the Church in Conference may file with the Moderator and the Church Clerk a petition for removal setting forth the basis for the removal of a Church Officer, together with such other requirements as may be necessary to call a special meeting of the Church in Conference for the purpose of considering the petition for removal. A separate petition for removal must be filed for each Church Officer for whom removal is to be considered. However, there shall be no limit to the number of petitions which may be filed naming different Church Officers. In addition to the procedures set forth above, a petition calling for the removal of the Moderator or the Church Clerk may also be filed with any two other Church Officers.
- (b) *Initial Meeting to Consider Petition for Removal*. At the initial meeting of the Church in Conference

DRAFT FOR REVIEW

called for the purpose of considering a petition for the removal, each petition shall be read and discussed in accordance with established procedures for the discussion of Church business. No special quorum is required for the initial meeting. No vote may be taken at the initial meeting bearing directly upon the issue of the removal of any Church Officer. At the initial meeting, the date for a second meeting of the Church in Conference shall be set for not more than thirty (30) days and not less than fifteen (15) days from the date of the initial meeting.

- (c) *Second Meeting to Consider Petition for Removal.* At the second meeting of the Church in Conference, following further discussion, a separate vote shall be taken as to the removal of each Church Officer described in a petition for removal. Deacons, Trustees, or other Officers occupying offices for which a full term exceeds one year may be removed by the affirmative vote of a majority of the Members voting. Officers occupying offices for which a full term is one year or less may only be removed by the affirmative vote of two-thirds (2/3) of the Members voting. Failure to establish a quorum of 200 Members at the second meeting shall cause the petition to fail.
- (d) *Postponement.* Special meetings of the Church in Conference relating to the removal of a Church Officer may only be postponed upon the establishment of a quorum and by the vote of two-thirds (2/3) of the Members voting.

- (2) Temporary Suspension. Following filing of a petition for removal as described in subsection (a) above, and upon a showing of sufficient cause, a Church Officer may be temporally suspended upon the vote of not fewer than sixty (60) members of the Body of Deacons who are eligible to vote. Pending a final vote on the petition for removal, such suspension shall remain in effect until either a vote by sixty (60) Deacons to remove the temporary suspension, or a decision by majority vote of the Church in Conference to remove such temporary suspension.

DRAFT FOR REVIEW

last revised **March 16, 2016**

ARTICLE IX

MINISTERIAL STAFF

SECTION A Senior Pastor

- (1) Duties. The Senior Pastor's duties are: as a preacher to proclaim the Gospel; as a pastor to be shepherd of the flock; and as an administrator, to oversee the work of the Church in a manner consistent with the Governing Documents.
- (2) Selection.
 - (a) Upon the occurrence or anticipation of the occurrence of a vacancy in the position of Senior Pastor, a Pastor Search Committee shall be appointed which, after a diligent and prayerful search, shall recommend to the Church one person to serve as Senior Pastor.
 - (b) The Church in Conference shall decide whether to extend a call for an indefinite period to the person recommended by the Pastor Search Committee to serve as Senior Pastor. The Church in Conference shall also approve the Senior Pastor's compensation and benefits.
 - (c) The Pastor Search Committee shall be a Special Committee approved by the Church in Conference. Notwithstanding any provisions in the Constitution and Bylaws to the contrary, the Pastor Search Committee shall continue to function for an indefinite period until a new Senior Pastor is called by the Church in Conference, or until the committee is terminated by the Church in Conference.
 - (d) Nomination of the members of the Pastor Search Committee shall be made by a Pastor Search Nominating Committee. The Pastor Search Nominating Committee shall be a Special Committee composed of the Moderator, the Finance Committee Chair, the Committee on Committees Chair, the Nominating Committee Chair, and the Ministers Advisory Council Chair. In addition, the Moderator may, at his or her discretion, appoint a member of the Ministerial Staff to the nominating committee as a non-voting member. The Pastor

DRAFT FOR REVIEW

last revised **March 16, 2016**

Search Nominating Committee shall request suggestions for persons to serve on the Pastor Search Committee through the Church Newsletter. It will be the responsibility of the Pastor Search Nominating Committee to nominate a Pastor Search Committee with representatives from all major aspects of Church life, diverse by age and gender, and with persons who have demonstrated by their past participation, a commitment to the activities and ministries of the Church.

(3) Removal.

(a) *Permanent Removal.* The Senior Pastor may be removed according to the following procedure:

- i *Petition for Removal.* Any person or group of persons authorized under the Constitution and Bylaws to call a special meeting of the Church in Conference may file with the Moderator and the Church Clerk a petition for removal setting forth the basis for the removal of the Senior Pastor, together with such other requirements as may be necessary to call a special meeting of the Church in Conference for the purpose of considering the petition for removal.
- ii *Initial Meeting to Consider Petition for Removal.* At the initial meeting of the Church in Conference called for the purpose of considering the petition for the removal, the petition shall be read and discussed in accordance with established procedures for the discussion of Church business. There are no special quorum requirements for the initial meeting. No vote may be taken at the initial meeting bearing directly upon the issue of the removal of the Senior Pastor. At this meeting, the date for a second meeting of the Church in Conference shall be set for not more than thirty (30) days and not less than fifteen (15) days from the date of the initial meeting.
- iii *Second Meeting to Consider Petition for Removal.* At the second meeting of the Church in Conference, following further discussion,

DRAFT FOR REVIEW

a vote shall be taken as to the removal of the Senior Pastor. The Senior Pastor may be removed by the affirmative vote of a majority of the Members voting. Failure to establish a quorum of 200 Members at the second meeting shall cause the petition to fail.

iv *Postponement.* Special meetings of the Church in Conference relating to the removal of the Senior Pastor or a Church Officer may only be postponed upon the establishment of a quorum and by the vote of two-thirds (2/3) of the Members voting.

(b) *Temporary Suspension.* Following the filing of a petition for removal as described in Section A above, and upon a showing of sufficient cause, the Senior Pastor may be temporarily suspended with pay upon the vote of not fewer than sixty (60) members of the Body of Deacons who are eligible to vote. Pending a final vote on the petition for removal, such suspension shall remain in effect until either a vote by sixty (60) Deacons to remove the temporary suspension, or a decision by majority vote of the Church in Conference to remove such temporary suspension.

SECTION B OTHER CHURCH MINISTERS

The Standing Rules shall provide for various ministerial positions and for the calling and dismissal of Ministers other than the Senior Pastor.

SECTION C RESIGNATION

Any Minister may resign upon giving of thirty (30) days notice of his or her intention.

DRAFT FOR REVIEW

last revised **March 16, 2016**

ARTICLE X

NON-MINISTERIAL STAFF

All Church employees other than Ministers shall be employed upon such terms and conditions as provided in the Standing Rules.

ARTICLE XI

INDEMNIFICATION

SECTION A PERSONS ELIGIBLE; EXTENT

Each person who is or was a Minister, Officer, Employee or agent of the Church (a "Church Representative") shall be indemnified by the Church, and entitled to payment of reasonable expenses of litigation, to the fullest extent permitted under Code Sections 14-3-851, 14-3-853, and 14-3-856 of the Georgia Nonprofit Corporation Code, as amended through the date of occurrence, against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Church under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a Church Representative. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

SECTION B LIMITATIONS

- (1) The Church may indemnify a Church Representative only if:
 - (a) He or she conducted himself or herself in good faith; and
 - (b) He or she reasonably believed:
 - i In the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Church;

DRAFT FOR REVIEW

last revised **March 16, 2016**

- ii In all other cases, that his or her conduct was at least not opposed to the best interests of the Church; and
 - iii In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- (2) Notwithstanding any provision herein above to the contrary, the Church shall not indemnify a Church Representative for expenses relating to
 - (a) Acts or omissions which involve intentional misconduct or a knowing violation of law; or
 - (b) The receipt by the Church Representative of an improper personal benefit.

SECTION C DETERMINATION OF ELIGIBILITY

The determination that a Church Representative is eligible for indemnification and an evaluation as to the reasonableness of expenses shall be by majority vote of the disinterested members of the Board of Trustees (as the term "disinterested" is defined in code section 14-3-850). In the event there are not at least two disinterested Board members, or upon an appeal as provided herein below, then determination shall be by majority vote of the Members at a Church conference at which a quorum of at least 200 Members is present. A determination under this article by the Board of Trustees may be appealed to the Church in Conference by the call of a special meeting by those persons authorized to call a special meeting of the Church in Conference.

SECTION D RIGHT OF CHURCH TO PARTICIPATE IN DEFENSE

As a condition to any such right of indemnification, the Church may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Church and at the expense of the Church.

SECTION E INSURANCE

The Church may purchase and maintain insurance on behalf of any Church Representative whether or not the Church would have the power to indemnify such Church Representative against any liability under the Georgia Nonprofit Corporation Code. If any

DRAFT FOR REVIEW

expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Church shall provide notice of such payment to the Members.

ARTICLE XII

CHURCH COMMITTEES AND COUNCILS

SECTION A CONSTITUTIONAL COMMITTEES.

- (1) Purpose and Composition. "Constitutional Committees" are committees, ministries, councils or other similar types of Church organizations specifically provided for under this section of the Constitution and Bylaws, and are created to address the long-term needs of the Church. Only Church Members may be appointed to Constitutional Committees. Unless otherwise provided in the Constitution and Bylaws, a person serving as a member of a Constitutional Committee as a representative member of the Trustees, Deacons, or another Committee shall be selected on an annual basis by the group that such person represents.

- (2) Committee on Committees.
 - (a) The purpose of the Committee on Committees shall be to appoint the members and select the Chair of all Constitutional Committees, except for the Committee on Committees, and such additional duties as may otherwise be specifically provided in the Governing Documents.
 - i Appointments by the Committee on Committees shall be subject to approval by the Church in Conference.
 - ii Unless otherwise provided in the Standing Rules, the Committee on Committees shall also appoint the members and Chair of Standing Committees.
 - iii As provided in [ARTICLE VI SECTION B\(2\)](#), the Committee on Committees shall present its appointments for approval by the Church at the regular December Church conference.

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (b) The Moderator shall appoint the chairperson and members of the Committee on Committees with the approval of the Church in Conference.
- (c) The Committee on Committees shall consist of nine members, each serving a term of three years, with the terms staggered such that three members rotate off each year. Other than *ex officio* members, no person may serve consecutive terms as a member of this committee.

(3) Finance Committee.

- (a) The duties of the Finance Committee shall be to:
 - i oversee all church finances in a manner consistent with the Constitution and Bylaws and the Standing Rules;
 - ii make recommendations regarding budgeted and non-budgeted financial matters to the Church in Conference for approval;
 - iii prepare the annual budget for the succeeding calendar year and present the proposed budget to the Church in Conference for approval. In the preparation of the budget, the Finance Committee shall consult with and seek recommendations from all ministers, program directors, and committee chairpersons who are responsible for expending church funds, and shall present the proposed budget to the Body of Deacons no later than the scheduled Deacons meeting immediately preceding the meeting of the Church in Conference at which the budget will be presented for approval;
 - iv select a certified accounting firm to audit the financial records of the church as provided in [ARTICLE VII SECTION E](#). The accounting firm shall be selected in accordance with the Standing Rules;
 - v prepare monthly and annual financial reports accounting for all Church expenditures. Financial reports shall be presented each month to the Body of Deacons and submitted at each regularly scheduled meeting of the

DRAFT FOR REVIEW

Church in Conference for approval. An annual financial report shall be presented to the Church in Conference. In addition, special financial reports shall be presented to the Church in Conference upon request by the Senior Pastor, the Moderator, or a vote of the Church in Conference;

- vi propose provisions for inclusion in the Standing Rules addressing policies and procedures relating to financial matters
 - vii consult with the Trustees in determining appropriate use of Special Gifts; and
 - viii keep groups or persons eligible to receive financial disbursements informed as to the availability of such disbursements.
- (b) The Finance Committee shall consist of the Church Treasurer, the Assistant Church Treasurer, and nine at-large members appointed by the Committee on Committees. The nine at-large members shall each serve a term of three years, with the terms staggered such that three members rotate off each year. In appointing members to the Finance Committee, the Committee on Committees shall endeavor to appoint persons with a pertinent degree of expertise in financial matters in order to better assist the committee in accomplishing its duties. The Church Treasurer and Assistant Treasurer shall be prohibited from serving as Chair or vice-Chair of the Finance Committee. Other than *ex officio* members, no person may serve consecutive terms as a member of this committee.
- (c) The Finance Committee shall meet monthly or more often as needed.
- (d) The Finance Committee may not exceed expenditures approved in the annual budget without authorization of the Church in Conference.

DRAFT FOR REVIEW

last revised **March 16, 2016**

(4) Endowment Committee

- (a) *After December 31, 2015, the Endowment Committee shall cease to be a Constitutional Committee, and shall function as a Standing Committee in accordance with the provisions stated below until such time as the Standing Rules may be amended to address this Committee.*
- (b) The purpose of the Endowment Committee shall be to encourage Special Gifts to be donated to the Church, and to advise the Trustees as to matters relating to the use of such gifts in accordance with the desires of the donor.
- (c) The Endowment Committee shall consist of the Moderator, a representative member of the Board of Trustees, a representative member of the Finance Committee, and eight (8) additional members appointed by the Committee on Committees for staggered terms of four (4) years. Persons rotating off of this committee may serve consecutive terms if the Committee on Committees determines immediate reappointment to be in the best interest of the Church.

(5) Investment Committee

- (a) The duties of the Investment Committee shall be to:
 - i Be responsible for the investment of all Church funds designated by the Finance Committee for investment;
 - ii Consult with the Trustees to determine appropriate goals for investing Special Gifts in an effort to accomplish the intent of the donor and to meet any objectives that may be set by the Church;
 - iii Establish an accounting system compatible with the procedures of the Finance Committee as recommended by the Church Auditors, and maintain a record of all investment funds managed by the committee and produce such records for audit or as requested by the Finance Committee and for such other

DRAFT FOR REVIEW

- purposes as may be required by the Standing Rules and the Church in Conference;
- iv Inform the Finance Committee of the availability of funds designated to a particular group or purpose; and
 - v Monitor and review investment performance.
- (b) The Investment Committee shall consist of a representative member of the Board of Trustees, a representative member of the Finance Committee, and five additional at-large Members appointed by the Committee on Committees. Each at-large member shall serve a term of five years, with the terms staggered such that the longest serving member rotates off each year. In appointing members to the committee, the Committee on Committees shall endeavor to appoint persons with knowledge, training, and experience in investment matters in order to assist the committee in accomplishing its duties. The representative from the Board of Trustees and from the Finance Committee shall be ineligible to serve as committee chair. As provided in [ARTICLE XII SECTION A\(1\)](#), the Representative member of the Board of Trustees shall be selected on an annual basis by the Trustees, and the representative member of the Finance committee shall be selected on an annual basis by the members of the Finance Committee. Other than *ex officio* members, no person may serve consecutive terms as a member of this committee.
- (c) The Investment Committee shall be guided by the investment policy provisions of the Standing Rules, and shall review and make recommendations as to the need for modification to the investment policy provisions of the Standing Rules not less than every two years;
- (d) The Investment Committee may retain one or more professional investment managers to assist in the performance of their duties.

DRAFT FOR REVIEW

last revised **March 16, 2016**

(6) Bylaws and Standing Rules Committee

- (a) The purpose of the Bylaws and Standing Rules Committee shall be to see to the compilation and maintenance of the Standing Rules, study the Constitution and Bylaws and the Standing Rules and make themselves available to answer questions concerning the Constitution and Bylaws and Standing Rules; to endeavor to maintain consistency between the various provisions of the Constitution and Bylaws and Standing Rules, to make appropriate recommendations to the Church in Conference for any needed revisions to the Constitution and Bylaws or Standing Rules; and to review and comment on all recommendations from other interested persons regarding revisions to the Constitution and Bylaws or Standing Rules.
- (b) The Bylaws and Standing Rules Committee shall consist of six (6) members. The members shall each serve a term of three years, with the terms staggered such that two member of each subcommittee rotates off each year. No person may serve consecutive terms as a member of this committee.

(7) Nominating Committee

- (a) The duties of the Nominating Committee shall be to:
 - i Nominate successor Trustees, the Moderator, the First Vice-Moderator, the Second Vice-Moderator, the Church Clerk, the Assistant Church Clerk, the Treasurer, and the Assistant Treasurer; and
 - ii Nominate messengers and representatives from the Church to attend denominational meetings and other associations with which the Church may be affiliated as provided in [ARTICLE XIII SECTION A](#).
- (b) The Nominating Committee shall consist of ten (10) Members. The members of the Nominating Committee shall be the Moderator, a representative of the Board of Trustees, a representative of the Finance

DRAFT FOR REVIEW

Committee, a representative of the Investment Committee, and six at-large members selected each year from the Deacons by majority vote of the Body of Deacons. The term of the at-large Deacon members shall terminate on December 31 of each year, provided, however, that the at-large Deacon members, as well as the other members of the committee, shall continue to serve until approval by the Church in Conference of the Trustee and Moderator nominees to fill vacancies arising during their term of service even if this should extend their term beyond December 31. No at-large Deacon member shall serve consecutive terms as a member of the committee.

- (c) The committee shall elect its Chair. While the Moderator will preside over the election of the committee Chair, the Moderator and member of the Board of Trustees are ineligible to serve as the committee Chair. No person may serve consecutive terms as Chair of the Nominating Committee.

(8) Leadership Advisory Council

- (a) *After December 31, 2015, the Leadership Advisory Council shall cease to be a Constitutional Committee, and shall function as a Standing Committee in accordance with the provisions stated below until such time as the Standing Rules may be amended to address this Committee.*
- (b) The purpose of the Leadership Advisory Council shall be to promote communication among the leadership of the Church and the various interests within the Church, to assist the Moderator in the performance of his duties, and such other purposes as may be provided in the Standing Rules.
- (c) The Leadership Advisory Council shall consist of the Moderator, the Senior Pastor, the First Vice-Moderator, the Second Vice-Moderator, the Finance Committee Chair, the Chair of the Board of Trustees, and such other persons as may be provided in the Standing Rules. Other than ex

DRAFT FOR REVIEW

last revised **March 16, 2016**

officio members, no person may serve consecutive terms as a member of this committee.

(9) Mission Development Council

- (a) *After December 31, 2015, the Mission Development Council shall cease to be a Constitutional Committee, and shall function as a Standing Committee in accordance with the provisions stated below until such time as the Standing Rules may be amended to address this Committee.*
- (b) The duties of the Mission Development Council shall be to:
- i coordinate, promote, and expand mission awareness, giving, and participation within the Church;
 - ii consider and decide on church-wide mission projects;
 - iii manage the expenditure of funds set aside for mission projects in a manner consistent with the Governing Documents;
 - iv prepare an annual financial report for presentation to the Church in Conference; and
 - v present special financial reports to the Church in Conference as requested by the Senior Pastor, the Moderator, or a vote of the Church in Conference.
- (c) The Mission Development Council (the "MDC") shall be made up as follows: three at-large members appointed by the Committee on Committees; a nonvoting representative of the Ministerial Staff as provided by the Standing Rules; additional members selected in a manner and in a number as may be provided by the Standing Rules. All members of the MDC must be Members of the Church. The Committee on Committees shall consult with the Moderator, the outgoing MDC Chair, and appropriate ministerial staff members prior to determining the persons to be appointed as at-large members. At-large members shall serve for a term of three years, with terms staggered such that one of the at-large members rotates off of

DRAFT FOR REVIEW

last revised **March 16, 2016**

the MDC each year Other MDC members as may be provided under the Standing Rules may serve for a term of three years, with terms staggered such that approximately one-third of the members rotate off of the MDC each year. Except as may be specifically provided in the Standing Rules for the founding chairperson of the MDC, no one may serve as a voting member of the MDC for more than three consecutive years. However, a MDC member who has served as a voting member for three years may continue to serve as a non-voting member if so provided in the standing rules. The MDC shall select its chair and vice-chair from among the at-large members. The chair and vice-chair, may each hold office for not more than one year. Except in the case of persons filling the unexpired term of a predecessor in office, it is intended that the person serving as vice-chair will be nominated to serve the following year as chair. The MDC may nominate a different at-large member to fill the office of Chair if it determines that deviation from this system is appropriate. Persons rotating off of this committee may serve consecutive terms if the Committee on Committees determines immediate reappointment to be in the best interest of the Church.

(10) Council of Ministries

- (a) *After December 31, 2015, the Council of Ministries shall cease to be a Constitutional Committee, and shall function as a Standing Committee in accordance with the provisions stated below until such time as the Standing Rules may be amended to address this Committee.*
- (b) The purpose of the Council of Ministries shall be to coordinate the ministry calendar of the Church, review worship services, oversee Church-sponsored educational and ministerial organizations, approve the activities of other groups or organizations utilizing the property or resources of the Church, and such other responsibilities as may be established by the Standing Rules.

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (c) The Council of Ministries shall consist of the Senior Pastor as Chair, the Church Moderator as vice-chair, all Ministerial staff members, and such other persons as may be provided by the Standing Rules.

(11) Ministers Advisory Council

- (a) *After December 31, 2015, the Ministers Advisory Council shall cease to be a Constitutional Committee, and shall function as a Standing Committee in accordance with the provisions stated below until such time as the Standing Rules may be amended to address this Committee.*
- (b) The purpose of the Ministers Advisory Council is to address the professional and personal concerns of Church Ministers, and advise the appropriate Church Officers or Committees of matters relating to personnel or employment matters involving Ministers in a manner as provided in the Standing Rules.
- (c) The make-up and selection of the members of the Ministers Advisory Council shall be provided in the Standing Rules, provided however, that a Minister shall not act as chair of such council.

SECTION B STANDING COMMITTEES

"Standing Committees" are committees, ministries, councils or other similar types of Church organizations created and existing to address additional needs of the Church as established in the Standing Rules. The types of Standing Committees, the number of the committees, the rotation of the committee members, and the responsibilities of these committees shall be established by the Standing Rules and approved by the Church in Conference. Any provision of the Standing Rules establishing a Standing Committee must specify the purpose of the Standing Committee, the number of members, the method of selecting members, the length of their terms, and method of selecting a Chair. No person may chair a Standing Committee for more than two (2) consecutive years. Each Standing Committee shall submit annually any proposed changes to the description of said committee. Minutes shall be kept for all meetings of Standing Committees, and the minutes shall be submitted to the Church Clerk. Unless otherwise provided

DRAFT FOR REVIEW

in the Standing Rules, persons rotating off of Standing Committees may serve consecutive terms if those persons responsible for the appointment of members of a Standing Committee determines that immediate reappointment is in the best interest of the Church.

SECTION C SPECIAL COMMITTEES

"Special Committees" are committees, ministries, councils or other similar types of Church organizations created and existing to address specific short-term needs of the Church. The Moderator or the Church in Conference may appoint and terminate Special Committees, and may specify the number of members, select the members, appoint a Chair, and specify the purpose of such Special Committee. Special Committees shall terminate on December 31 of each calendar year. Upon such termination, the Special Committee may be reappointed by the succeeding Moderator, or by the Church in Conference.

SECTION D PARTICIPATION BY MINISTERIAL STAFF MEMBERS LIMITED

Members of the Ministerial Staff may not chair a Church Committee, and may not serve as a voting member of Constitutional Committees other than the Council of Ministers. Members of the Ministerial Staff may serve as voting members of Standing Committees only when specifically approved in the Standing Rules, or of Special Committees when specifically approved by the Church in Conference.

ARTICLE XIII

REPRESENTATION IN DENOMINATIONAL MEETINGS

SECTION A MESSENGERS AND REPRESENTATIVES OF THE CHURCH

Once each year, messengers and representatives may be nominated by the Nominating Committee and elected by the Church in Conference to represent the Church in any association with which the Church may be affiliated. The messengers and representatives shall accurately report the Church's condition and work cooperatively with the other meeting attendees.

DRAFT FOR REVIEW

last revised **March 16, 2016**

SECTION B Senior Pastor TO BE CONSIDERED A MESSENGER

The Senior Pastor shall be considered an appointed messenger or representative to all associational meetings. All reasonable expenses incurred by the Senior Pastor in representing the Church shall be paid by the Church.

ARTICLE XIV

STANDING RULES

SECTION A PURPOSE

The Church shall adopt standing rules ("Standing Rules") which are consistent with the Articles and the Constitution and Bylaws in order to facilitate keeping the Church Covenant and to accomplish the business of the Church.

SECTION B ADOPTION; AMENDMENT

- (1) The Bylaws and Standing Rules Committee may make minor revisions to the Standing Rules in order to conform the Standing Rules to matters approved by the Church in Conference which do not result in substantive revisions to the Standing Rules, such as correcting scrivener's and grammatical errors, reflecting changes in the names of persons, committees, or ministries, or clarifying confusing or conflicting provisions. These revisions may be made without further approval.
- (2) Except as provided above for certain non-substantive revisions, any proposed amendment to the Standing Rules, including the full text thereof, shall be presented to the Bylaws and Standing Rules Committee and to the Body of Deacons, and made available to the Members of the Church by such means as provided in the Standing Rules, at least thirty (30) days prior to the meeting at which such proposed amendment is to be presented to the Church. The Body of Deacons and the Bylaws and Standing Rules Committee shall discuss the proposed amendment, and present recommendations to the Church.

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (3) At the meeting of the Church in Conference, the proposed amendment shall be presented to the Church both orally and in writing. Representatives of the Bylaws and Standing Rules committee and the Body of Deacons shall present their respective recommendations and comments as to the approval, disapproval, or modification of such proposed amendment, and the proposed amendment shall be open for discussion by the Members. A vote shall be held to approve or disapprove the amendment and any proposed modifications. Notwithstanding any provision in the Constitution and Bylaws to the contrary, any proposed amendment to the Standing Rules may be approved by majority vote.

SECTION C WRITING

The Standing Rules and Bylaws Committee shall be responsible for compiling and maintaining the Standing Rules as provided in [ARTICLE XII SECTION A\(6\) \(a\)](#). The Standing Rules shall be compiled in a document which may be referred to as the "Standing Rules of First Baptist Church of Augusta", a copy of which shall be maintained as required under [ARTICLE XVII](#) for all Governing Documents.

SECTION D PROVISIONS

The Standing Rules shall, at a minimum, provide for:

- (1) Standing Committees. The standing committees section of the Standing Rules shall list and describe all Standing Committees as required under [ARTICLE XII SECTION B](#).
- (2) Constitutional Committees. The Standing Rules shall make provision for the matters provided under certain Constitutional Committees in [ARTICLE XII SECTION A](#).
- (3) Financial Policies and Procedures. The Standing Rules shall provide procedures in accordance with [ARTICLE VII SECTION C](#) for the receipt, investment, and disbursement of gifts, donations, and bequests, and describing those persons authorized to maintain deposit accounts and

DRAFT FOR REVIEW

write checks on behalf of the Church as provided in [ARTICLE VII SECTION C\(4\)\(d\)](#).

- (4) Procedure at Meetings. The Standing Rules shall provide for rules of procedure for conducting meetings of the Church in Conference as provided in [ARTICLE VI SECTION B\(8\)\(c\)](#).
- (5) Annual Audit/ Accounting Firm. The Standing Rules shall provide for standards for the annual audit of Church financial records as provided in [ARTICLE VII SECTION E](#), and for the selection of an accounting firm as provided in [ARTICLE XII SECTION A\(3\)\(a\)iv](#).
- (6) Ministerial Staff. The Standing Rules shall provide for the various Ministerial positions, and for the calling of Ministers other than the Senior Pastor as provided in [ARTICLE IX SECTION B](#).
- (7) Non-Ministerial Staff. The Standing Rules shall provide guidelines including conditions for the employment of all non-ministerial staff members as provided in [ARTICLE IX SECTION B](#).
- (8) Notice to Members. The Standing Rules shall provide means of giving Notice to Members of matters concerning the governance of the Church, including but not limited to, Special Notice of Special Matters as provided in [ARTICLE VI SECTION B\(5\)](#) regarding amendments to the Constitution and Bylaws, [ARTICLE XVIII SECTION A](#) regarding amendments to the Standing Rules, and as provided in [ARTICLE XIV SECTION B\(2\)](#).
- (9) Other Matters. As provided in the Constitution and Bylaws, the Standing Rules may also provide:
 - (a) for absentee voting by infirmed or homebound Members as provided in [ARTICLE VI SECTION B\(7\)\(d\)](#);
 - (b) delegation of the authority of the Trustees in order to accomplish the routine business of the Church as provided in [ARTICLE VIII SECTION A\(3\)](#);

DRAFT FOR REVIEW

last revised **March 16, 2016**

- (c) such other matters as may be appropriate or useful in accomplishing the mission of the Church and providing for its governance and administration.

ARTICLE XV

OPEN MEETINGS

SECTION A OPEN MEETINGS

Except as provided herein below regarding Sensitive Matters, meetings of all Church organizations, including but not limited to meetings of the Body of Deacons, the Trustees, and all Church Committees, shall be open for attendance by all Church Members as observers. The Chair of the particular Church organization may determine the right of observers to be heard or otherwise participate in a meeting. The time, date, and location of such meetings shall be made known to the Church Members by such means as may be practical in order to provide meaningful opportunity for interested Members to attend.

SECTION B SENSITIVE MATTERS

For the purpose of this Article, Sensitive Matters shall mean the discussion or deliberation, other than at a meeting of the Church in Conference, of the following matters:

- (1) the acquisition or sale of real estate;
- (2) the appointment, employment, compensation, hiring, disciplinary action or dismissal, or periodic evaluation of a member of the Ministerial or Non-Ministerial Staff;
- (3) disciplinary action or expulsion of a Church Member;
- (4) meetings with legal counsel pertaining to pending or potential litigation, settlements, claims, administrative proceedings, or other legal actions relating to the Church or any Church Representative (as defined in [ARTICLE XI](#) Indemnification);
- (5) meetings for the purpose of investigating alleged wrongdoing or violations by any Church Representative

DRAFT FOR REVIEW

last revised **March 16, 2016**

of any federal, state, local, or Church law, ordinance, or rule;

- (6) meetings of a ministerial search committee in which the names of candidates to serve as Senior Pastor or to fill vacancies on the ministerial staff may be mentioned or discussed;
- (7) other matters as may specifically be designated by the Church in Conference.

ARTICLE XVI

CONFLICTS BETWEEN GOVERNING DOCUMENTS

In the event of any conflict between the provisions of the Governing Documents, the provisions of the Articles of Incorporation will take precedence over both the Constitution and Bylaws and the Standing Rules, and the provisions of the Constitution and Bylaws will take precedence over the provisions of the Standing Rules.

ARTICLE XVII

RECORDS

The Constitution and Bylaws, together with any and all subsequent revisions hereto, together with the other Governing Documents, shall be maintained by the Church Clerk. The provisions of the Official Code of Georgia, Section 14-3-1602, relating to the records of the Corporation and the right of Members to inspect, copy or review the Corporation's records, is adopted as a bylaw of the Church. The Standing Rules may provide any needful rules or regulation necessary to implement these provisions.

ARTICLE XVIII

AMENDMENTS

SECTION A Any proposed amendment to the Constitution and Bylaws, including the full text of any proposed amendment, shall be presented to the Bylaws and Standing Rules Committee and to the Body of Deacons, and made available to the Members of the

DRAFT FOR REVIEW

Church by such means as provided in the Standing Rules, at least thirty (30) days prior to the meeting at which such resolution is to be presented to the Church. The Bylaws and Standing Rules Committee and the Body of Deacons shall discuss the proposed amendment and present recommendations to the Church.

SECTION B At the meeting of the Church in Conference, the proposed amendment shall be presented to the Church both orally and in writing. Representatives of the Bylaws and Standing Rules committee and the Body of Deacons shall give their respective recommendations and comments as to the approval, disapproval, or modification of such amendment, and the proposed amendment shall be open for discussion by the Members. No vote shall be taken at this first meeting bearing directly upon the issue of approval or disapproval of the proposed amendment.

SECTION C At the next meeting of the Church in Conference, a vote shall be held to approve or disapprove the proposed amendment and any proposed modifications to the proposed amendment. Notwithstanding any provision herein to the contrary, any resolution amending the Constitution and Bylaws must be approved by the vote of two-thirds (2/3rds) of the Members voting upon the establishment of a quorum of 100 Members. In the event a quorum can not be established, the meeting of the Church in Conference may be postponed one time upon the affirmative vote of two-thirds (2/3rds) of the Members voting. Failure to achieve a quorum of 100 Members at the next meeting of the Church in Conference shall cause the resolution to fail.

ARTICLE XIX

AMENDMENT HISTORY.

The Constitution and Bylaws was substantially reorganized and revised, and approved by the Church in Conference on April 24, 2005. Previous provisions of the Constitution and Bylaws shall be maintained with the Church records. Subsequent amendments shall be referenced in this section.

1. Article XII(A)(9)(a)(vi) was revised June 18, 2008 to provide that members of the Mission Development Council should be made up of persons involved in various mission-oriented ministries within the Church.

DRAFT FOR REVIEW

last revised **March 16, 2016**

2. Article XII Section A (2)(c) was revised June 18, 2008 to amend the make up of the Committee on Committees by eliminating the member from the Youth Sunday School Department.
3. Article XIV Section B (i) was revised June 18, 2008 to allow the Bylaws and Standing Rules Committee to amend Standing Rules to allow for the correction of scrivener's errors and minor inconsistencies in order to conform the Standing Rules to matters approved by the Church in Conference.
4. Article VIII Section E (1) was revised December 16 2009 to provide that a voting Deacon shall attend at least sixty (60%) percent of the meetings of the Church in Conference during each calendar year.

DRAFT FOR REVIEW

last revised **March 16, 2016**