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Proposed Bylaws

First Baptist Church of Winder, Inc.

Winder, Georgia

OUTLINE OF THE BYLAWS

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BYLAWS FOR FIRST BAPTIST CHURCH OF WINDER, INC.

**ARTICLE I
MEMBERSHIP**

1.01 REGULAR MEMBERSHIP

A. Members of the First Baptist Church of Winder, Inc. (hereinafter the "Church") who reside in the general area of the Church and who are able to fulfill the duties of Church membership.

Persons may be received into regular membership who present themselves to this Church consistent with the qualifications set forth in **Article III** of the Constitution, pursuant to **Section 1.02** of the Bylaws, and who request membership in this church in any one of the following ways:

1. Upon profession of faith in Jesus Christ as personal Savior and Lord and baptism by immersion.
2. Upon transfer of membership by letter from a church of like faith and order.
3. Upon statement of faith in Jesus Christ as personal Savior and Lord and having been baptized by immersion as an act of obedience.
4. Upon request for baptism by immersion and transfer of membership from a church of some other denomination of the Christian family.
5. Upon restoration to the rolls after having been dropped from membership or after exclusion for disciplinary reasons.

B. Regular members 16 years of age or older who do not hold letters of dismissal may share equally in the democratic government of the Church and may act and vote in all the transactions of the Church. ~~All such~~ members shall be entitled to full participation in the programs and activities of the Church and its organizations, as provided in these Bylaws, and to share in and receive the full benefits of the spiritual ministry of the Church.

1.02 RECEPTION OF MEMBERS

A. Persons who present themselves for membership in response to the invitation of the Church shall be greeted by the Senior Pastor, or his designee. The Senior Pastor, or his designee, shall present to the congregation the names of such persons and the nature of their requests. Such persons shall be accepted as "candidates for membership".

B. Membership in the Church is not a prerequisite to baptism. Any person coming forward whom the Senior Pastor or his designee believes has made a sincere commitment to follow Christ or a sincere repentance after straying from a relationship with Christ may be baptized.

C. Each candidate for membership shall attend an orientation class and shall sign the Church Covenant.

D. Each candidate shall be voted on at the first Quarterly Business Meeting following his or her successful completion of the orientation class and execution of the Church Covenant.

E. Exceptions to these procedures may be made by the Church upon recommendation of the Pastor's Ministry Committee (hereinafter the "PMC"), with due regard for unusual circumstances which may justify a change from normal practices.

1.03 DUTIES

A. Membership in the Church is a sacred duty and includes full commitment to Jesus Christ and to the purposes of the Church. Each member is expected to practice faithful discipleship as taught in the New Testament, and to strive for the realization of the Accepted Beliefs and Ideals set forth in **Article IV** of the Constitution.

B. Members are expected to be faithful in all the duties essential to the Christian life, to attend regularly the services of the Church, to contribute regularly for its support and its causes and to share in its organized work.

C. Members who move to another community are expected, as soon as possible, to transfer their membership to a church of like faith and order in their new community, where they may continue to exercise the duties of Christian discipleship.

1.04 NON-RESIDENT MEMBERS

Members of the Church who move from the general area of the church and do not transfer their membership, or are unable to fulfill the duties of church membership, shall be classified as non-resident members, and their names placed on a non-resident membership roll. They shall continue to receive updated church information but shall not be eligible to vote on Church matters.

1.05 TERMINATION OF MEMBERSHIP

Membership in this Church may be terminated under the following arrangements:

A. By granting a letter of recommendation to churches of like faith and order.

B. By deleting the name from the roll and sending a friendly letter of notification in cases where a member joins a church of unlike faith and order.

C. Consistent with the principle of voluntary membership, upon written request from the person desiring to withdraw from membership in this Church, the name shall be deleted from the membership roll.

D. Upon the occasion of a member's death.

E. Dismissal may also occur if a member has not attended worship service during a two-year time period after due notice and meaningful attempts to encourage reconciliation upon recommendation of the Membership Team and approval of the Church at a Quarterly Business Meeting. This would exclude medical reasons, military service, college students, missionaries, evangelicals or others who are legitimately unable to attend regular worship services.

F. Should a member become an offense to the Church and to its good name by reason of immoral or unchristian conduct, or by persistent breach of the duties of church membership and/or the Church Covenant, the Church may terminate his or her membership, after faithful efforts have been made to bring such member to repentance according to Matthew 18:15-22. If the member is unrepentant, action regarding such termination of membership shall then be considered by the PMC or its designee, who shall make recommendation to the Church.

**ARTICLE II
MEETINGS**

2.01 MEETINGS FOR WORSHIP, EVANGELISM, BIBLE STUDY, PRAYER, AND DISCIPLESHIP

- A. Services for worship, open to all persons in the community, shall be held each Sunday at the time determined by the PMC and Active Deacon Body (hereinafter the "ADB").
- B. A small group Bible teaching program shall be held each Sunday at the time determined by the PMC and ADB.
- C. Other services, training opportunities or small group opportunities shall be held each week emphasizing prayer, missions, discipleship and evangelism as determined by the PMC.
- D. The regular observance of the ordinance of the Lord's Supper shall be at a minimum quarterly. The date of all observances shall be determined by the PMC in consultation with the Lord's Supper Team.
- E. The Ordinance of Baptism shall be observed under the direction of the Senior Pastor in coordination with the Baptism Team.
- F. Revival meetings shall be held under the guidance of the Senior Pastor. Other occasional worship services, Christian concerts, Christian seminars and religious meetings may be held at such times as appointed by the PMC.

2.02 MEETINGS FOR CONDUCTING CHURCH BUSINESS

A. Annual Church Conference

The Annual Church Conference (hereinafter the "Annual Church Conference") is to be held in December in the fourth quarter each year as scheduled by the PMC. An agenda showing the subject issues and the member or committee presenting each motion or issue will be prepared for the Annual Church Conference and be made available one week prior to the morning service of the day of said church conference.

The following items shall be undertaken at each Annual Church Conference in addition to any other approved agenda items:

1. Approval of the annual church budget
2. Approval of the new trustee(s) and committee members
3. Commissioning of the church officers
4. Approval of the proposed new PMC members by Affirmative Vote by written ballot

B. Special Church Conferences

1. A Special Church Conference (hereinafter the "Special Church Conference") may be held to conduct church business when announced at all regular worship services for two consecutive Sundays preceding the specially called conference. Such special church conferences may be called by the PMC or ADB. No matter may be considered at the Special Church Conference except that which such Special Church Conference was called and previously

announced. Special Church Conferences will normally be held on Sunday mornings in each church service.

2. In the case of an unusual matter(s) requiring immediate attention of the church members, a Special Church Conference may be convened at all Sunday worship services by unanimous consent of all members present and voting at each service. Such conference shall be held in all regular worship services that day and shall only consider the matter(s) for which it was expressly convened.

C. Quarterly Business Meetings

Quarterly Business Meetings of the Church should be held each quarter as scheduled by the PMC, and announced at least seven days in advance to the congregation. The agenda items at the quarterly business meetings shall only include reports on the financial status of the church, presentation of committee reports, and approval of the membership report. The fourth quarter business meeting may include a question and answer session for the annual budget, but shall not include any vote on the annual budget.

D. Quorum

The presence of 10% of the regular members in good standing and entitled to vote constitutes a quorum for the transaction of business at the Annual Church Conference and any Special Church Conference. Those present shall constitute a quorum at any Quarterly Business Meeting.

E. Voting Rights

Each member 16 years or older is entitled to one vote at any church conference or quarterly business meeting. The vote is personal and must be cast in person. Proxies are not permitted.

F. Fiscal Year

The fiscal year of the Church is January 1 through December 31.

G. Parliamentary Authority

The parliamentary authority of this Church shall be Robert's Rules of Order (latest revised edition) unless otherwise modified herein. Further, all activities will be conducted in a spirit of Christian love.

**ARTICLE III
GENERAL CHURCH OFFICERS**

3.01 GENERAL PROVISIONS

A. No person shall be eligible to serve in any position of leadership in this Church or its organizations who is not a member of the Church, who is not reasonably regular in attendance at the services of the Church, and who does not demonstrate a cooperative attitude with the program adopted by the Church.

B. Unless otherwise provided in these Bylaws, all officers of the Church and its organizations shall serve for a one-year period.

C. Support personnel (secretaries, building manager, church hostess, organist, pianist, and other similar workers) shall be secured by the PMC or its designee as needed and as provided in the annual budget of the church. Their duties, conditions of employment, and their resignation or the termination of their

services shall be determined by the Personnel Committee (hereinafter the "PC") and Senior Pastor and approved by the PMC.

D. All church officers will ensure that the responsibilities of their respective offices are conducted in accordance with the Constitution and Bylaws and within their allotted church budget.

E. In the event of the necessity to declare the office of Senior Pastor or any other ministerial staff position vacant, the following procedure shall be observed: The ADB, after careful efforts to make such action unnecessary and following the principles set forth in Matthew 18:15-17, Galatians 6:1, and 1 Timothy 5:19, shall call a special meeting of the ADB for this purpose. If approved by a two-thirds vote of the ADB, the PMC shall call a Special Church Conference for a vote on whether or not to remove said individual.

F. In the event of the necessity to declare any Church office other than a ministerial position vacant, the procedures set forth in **Section 6.08** herein shall be followed.

3.02 SENIOR PASTOR

A. The Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. A Senior Pastor Search Team shall be elected by the Church, in the manner set forth in **Section 5.04(A)** of these Bylaws. The team shall be responsible to seek out and recommend to the Church a suitable Senior Pastor candidate. An affirmative vote of three-fourths of those present and voting shall be necessary to elect. The Senior Pastor, thus elected, shall serve for an indefinite period of time until the relationship is terminated under the leadership of the Holy Spirit.

B. The Senior Pastor by virtue of his calling as the spiritual leader of the Church shall have charge of the general welfare and oversight of the Church. He is responsible for leading the Church to function as a New Testament church and shall be responsible for the conduct of the primary worship service(s), give leadership to all church programs, preside at all congregational meetings, except as otherwise provided in these Bylaws, give attention to the spiritual growth and well-being of the membership, and work in cooperation with the elected leadership of the Church and its organizations.

C. As spiritual leader of the Church, the Senior Pastor shall be an ex-officio member of all leadership groups, committees, teams and organizations of the Church (except the PMC of which he shall be a member), and his counsel be recognized in them all.

D. All staff members and support personnel shall be responsible to the Senior Pastor. But, any ministerial staff member of the PMC shall be free to vote on any matter as the Holy Spirit guides him

E. The Senior Pastor shall represent the Church in the meetings of the religious organizations with which the Church maintains relationship, as set forth in **Section 5.02** of the Constitution.

F. In the event of a vacancy in the office of Senior Pastor, the PMC shall be responsible for securing guest preachers for the worship services, and may recommend to the Church the election of an Interim Pastor.

3.03 MINISTER OF ADMINISTRATION

This is not an exhaustive list of responsibilities of the Minister of Administration (the "MA") as those shall be determined in accordance with **Section 3.04** below, but the Church shall at all times have a minister assigned to the following administrative responsibilities:

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A. The MA shall assure that a record of the names and addresses of its members entitled to vote shall at all times be maintained at the Church's principal office.

B. The MA shall keep minutes from all church committees at the Church's principal office and make the same available to any church member upon request pursuant to the Georgia Non-Profit Code.

C. The MA shall ensure the keeping in an accurate and suitable form at the Church's principal office, a record of all the actions of the Church and make the same available to any church member upon request pursuant to the Georgia Non-Profit Code. He shall ensure the performance of all other duties which usually devolve to the office of Clerk, in the absence of a Clerk.

D. The MA shall notify the Clerk in advance of all Quarterly Business Meetings, Annual Church Conferences and any Special Church Conferences or Elections.

E. The MA shall review and initial all documentation (i.e., purchase orders, receipts, requests for checks) submitted with each request for a church payment, whenever possible, before any payment is made, which documentation shall tie each payment to its budgeted category.

F. The MA shall be authorized to sign checks according to the approved budget and/or approved financial policy.

3.04 OTHER MINISTERIAL POSITIONS

A. Ministerial staff positions (Minister of Education, Minister of Music, Minister of Youth, Minister of Children, Minister of Pastoral Care, Associate Pastor, and other similar positions) may be established by the Church as need is determined. The Personnel Committee and Senior Pastor are charged with the responsibility of recommending through the PMC to the Church, ministerial staff positions to be established or abolished.

B. Ministerial staff members shall be called by the Church upon the recommendation of an authorized search team (as described more completely in **Section 5.04(B)** below). Their duties and conditions of employment shall be determined by the PC and Senior Pastor and then approved by the PMC.

3.05 ACTIVE DEACON BODY

A. Number and Term of Office:

1. The Active Deacon Body (the "ADB") of the Church, at no time, shall consist of less than twenty-four (24) men, and there shall be no restriction on the maximum number of active deacons needed to serve. The number of active deacons will be determined by the ADB. The number to be elected shall be published annually in the month of March.

2. After serving a term of four years, no deacon shall be eligible for re-election until the lapse of at least one year. Any deacon, however, who is elected to fill less than two years of an unexpired term, shall be eligible for re-election without the lapse of one year.

B. Qualifications: The New Testament qualifications of a deacon are set forth in Acts 6:1-5 and 1 Timothy 3:8-13. The local qualifications our deacons have adopted for themselves are:

1. A deacon must meet the spiritual qualifications as outlined in the Scriptures listed in Paragraph (B) above.

2. A deacon must be a male at least twenty-one (21) years of age, and a member of the Church in good standing for at least one year.

3. A deacon must believe in and practice tithing his income.

4. A deacon shall be a faithful steward of his time and, by his attendance, regularly support the organizations of the Church and regularly scheduled meetings of the Church, to include Sunday services for worship, small group Bible study, prayer meetings, missions programs, Widow Ministry, and other deacon ministries, unless prevented by job or sickness.

C. Election Process: Men chosen to fill regular terms on the ADB shall be elected by the Church to assume office on October 1st of each year. The election procedures in the Deacons' Manual shall be observed and any proposed revisions to said procedure shall be approved by the PMC.

D. Vacancies: Vacancies on the ADB shall be filled from those men named but not elected on the current year's deacon ballot. The man with the highest number of votes who meets the qualifications and agrees to serve shall be considered as elected, and this election shall be promptly announced in the church newsletter and at the next Quarterly Business Meeting. A man who serves less than two full years of an unexpired term shall immediately be eligible for re-election without waiting a year after rotating off the ADB. In the event of ties in determining this replacement, alphabetical order shall prevail in even years and reverse alphabetical order in odd years.

E. Primary Duties: Consistent with the meaning of the word and practice of the New Testament, deacons shall consider themselves as servants of the Church, and shall serve in administering the will of the Church. The following duties shall be considered primary:

1. They shall be zealous to guard the unity of the spirit within the Church, in the bonds of peace.
2. They shall serve as a council of advice and consultation with the Senior Pastor and PMC if requested in all matters pertaining to the work of the Church.
3. They shall cooperate with the Senior Pastor in the care of the membership, particularly the sick and distressed. They shall seek to know the physical, moral, and spiritual needs of the members and shall serve in ministering to those in need.
4. They shall seek to ensure that the Church maintains proper focus on each of the Cornerstone Ministry Areas outlined more completely in **Section 5.03** below.

F. Monthly Meetings: The ADB shall meet monthly at a time they shall determine, and shall elect its own officers. If a deacon misses three meetings in succession without a providential reason, he may be dropped from the ADB, by vote of the **ADB**, with a successor to be elected as outlined above in **Section 3.05(D)**.

3.06 TRUSTEES

A. The Trustees shall be composed of five (5) members elected for a five-year term. One member shall rotate off the Board of Trustees each year. The term of office shall be by calendar year.

B. The Trustees shall be presented by the PMC to the Church for approval at the Annual Church Conference.

C. The Trustees shall elect their own officers at the first meeting of each year. Regular officers shall be a President, Vice-President, Secretary and Treasurer, and they shall serve as corporate officers of First Baptist Church of Winder, Inc.

D. Subject to the general oversight of the PMC, the Trustees shall be the legal guardian of the Church property, and shall act in all matters of legal consequence involving the Church upon prior approval of the Church, and all matters of investments and insurance.

E. Unless otherwise directed by the PMC, the Trustees shall establish guidelines for the use of any and all funds donated to the Church in trust, including but not limited to, the BC & Elizabeth Hill Scholarship and the Laware J. Butler Trust.

F. The trustees shall develop a Trustee's Operational Manual. Said manual shall be subject to the approval of the PMC. The trustees shall review said manual annually and recommend any proposed changes to the manual to the PMC for approval.

G. The chairman of Trustees shall have authority to sign and disburse checks in accordance with the approved annual budget and/or approved church financial policy, in the absence or disability of the Treasurer or the MA.

3.07 MODERATOR

A. The Senior Pastor, or his designee, shall serve as the Moderator for the business meetings of the Church. The Chairman of the PMC shall serve as the Vice-Moderator, and may preside in the absence of, or at the request of, the Senior Pastor. If the Senior Pastor is the Chairman of the PMC, then the Vice-Chairman of the PMC shall serve as Vice-Moderator and may preside in the Senior Pastor's absence. In the absence of the Senior Pastor, or his designee, and the Vice-Moderator named above, or when matters concerning the office of Senior Pastor are considered, the Chairman of the ADB, or his designee, shall serve as Acting Moderator.

B. The Moderator is to utilize Robert's Rules of Order (latest revised version) for the purpose of conducting meetings and shall be assisted by the Parliamentarian.

3.08 CLERK

A. The Clerk shall be commissioned by the Church at its Annual Church Conference upon recommendation of the PMC.

B. The Clerk shall keep and provide to the Minister of Administration, or his designee, official and appropriate records of all formal actions of the Church body that occur at meetings for conducting church business.

C. The Clerk shall witness tally counts when written congregational elections are held.

D. The Clerk shall certify the names of applicants who are chosen to attend and represent the Church at the Georgia Baptist Convention and Southern Baptist Convention.

3.09 ASSISTANT CLERK

A. The Assistant Clerk shall be commissioned by the Church at its Annual Church Conference upon recommendation of the PMC.

B. In the absence or disability of the Clerk, the Assistant Clerk shall assume all Clerk responsibilities.

3.10 TREASURER

- A. The Treasurer shall be commissioned by the Church at its Annual Church Conference upon the recommendation of the PMC. The term of office shall be three years.
- B. The Treasurer shall be authorized to sign checks according to the approved budget and/or approved church financial policies.
- C. The Treasurer shall assist the Minister of Administration in the preparation and rendering of a monthly financial report to the PMC, ADB, and Finance Committee. Further, the Treasurer shall prepare and render a quarterly financial report to the Church during the regularly scheduled Quarterly Business Meeting and at its Annual Church Conference. Other periodic reports shall be made as deemed necessary by the PMC.
- D. The Treasurer shall review and initial, in coordination with the financial secretary, all documentation (i.e., purchase order, receipts, requests for checks) submitted with each request for a church payment before payment is made, whenever possible. Such documentation shall tie each payment to its budgeted category.
- E. In the absence or disability of the Treasurer, the chairman of the Finance Committee (hereinafter the "FC") shall assume all Church Treasurer responsibilities until a new Treasurer can be commissioned at a Special Church Conference.
- F. The Treasurer shall be an ex-officio member of the FC and shall regularly attend meetings of the FC and shall have full and complete access to all FC records and information.

3.11 PARLIAMENTARIAN

- A. The Parliamentarian shall be appointed by the PMC and presented to the Church for commissioning at the Annual Church Conference. The term of Parliamentarian shall be one year.
- B. The Parliamentarian shall be well-versed in parliamentary procedures, specifically Robert's Rules of Order (latest revised edition).
- C. The Parliamentarian shall attend or arrange for representation at all Church Conferences and Quarterly Business Meetings and shall assist the Moderator in properly conducting said meeting.
- D. The Parliamentarian shall be knowledgeable of the current bylaws and provide guidance on the proper procedures for following the bylaws and Robert's Rules of Order (latest revised edition), and respond to requests for assistance from committees, teams, and church leadership.
- E. The Parliamentarian shall provide or coordinate training on basic parliamentary procedures for committee chairs and committee secretaries annually.
- F. The Parliamentarian shall provide or coordinate training on basic operational procedures for team leaders annually.

3.12 OTHER OFFICERS

Officers other than those specified in these Bylaws may be commissioned to serve with such duties as may be determined by the PMC for recommendation to the Church for approval.

**ARTICLE IV
COMMITTEES**

4.01 GENERAL PROVISIONS

A. The Pastor's Ministry Committee (the "PMC") may propose such standing committees as may be considered necessary to perform certain tasks which cannot be done as efficiently by the entire membership. Any new standing committee shall be approved by the Church.

B. All committee members shall be members of this Church and should be at least 18 years of age.

C. Unless otherwise set forth below, members of standing committees shall be appointed for three-year terms, with one-third of the committee members, for each respective committee, or as close thereto as possible, to be appointed each year. Committee members who are rotating off shall not be eligible for re-election to the same committee for a period of one year, unless there are no other qualified persons who are willing to serve. In the event of a vacancy during the term of any committee set forth below other than the PMC, the PMC shall appoint a new member to said committee to fill the unexpired term.

D. Committees shall work together in a spirit of unity in any collaborative projects. Any conflicts will be resolved by the PMC.

E. The Finance Committee, Personnel Committee, Building and Grounds Committee and the Trustees existing under the Constitution and Bylaws of the Church (last revised on May 5, 2013) shall continue to exist as set forth more fully below and as modified below.

F. The Nominating Committee and the Committee on Committees existing under the Constitution and Bylaws of the Church (last revised on May 5, 2013) are hereby disbanded as their functions are assigned elsewhere under these Bylaws.

G. All other Committees existing under the Constitution and Bylaws of the Church (last revised on May 5, 2013) are hereby reconstituted as Teams subject to the right of the PMC to reform, reconstitute or abolish said teams pursuant to **Article V** below.

H. All Committee Chairs will ensure that their committees function completely in accordance with the Constitution and Bylaws and within their allotted church budget.

I. All committees shall keep minutes of all meetings and shall furnish a copy of the same to the MA. A committee may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Church is or may become involved, contract negotiations, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session with the topic noted in the minutes. The committee shall keep separate minutes for the executive session and shall clearly indicate at the top of the minutes such are protected. Minutes from any executive session involving litigation may be submitted to legal counsel for retention. Minutes from any executive session involving the Minister of Administration shall be provided to and retained by the Senior Pastor.

J. Each committee with MA coordination shall annually submit a proposed budget for their ministry area to the FC for approval.

K. If a committee member has a direct personal or pecuniary interest in a motion under consideration not common to other committee members, said committee members shall not vote on the matter. Said

committee members shall excuse themselves from discussion on the matter unless they are asked to remain for all or part of the discussion by unanimous consent of the remaining committee members present.

L. All committees shall elect officers annually being at a minimum a chairperson, vice chairperson and secretary.

M. Spouses shall not serve jointly on committees.

N. Any committee may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participant at the meeting. The participation of a majority of the committee members, whether present in person or through a contemporaneous communications system, constitutes a quorum of the committee in order to conduct business. All committee members must receive notice prior to the calling of any committee meeting.

O. Any action required by law, or permitted to be taken at any meeting of a committee, may be taken without a meeting, if a documented consent, setting forth the action so taken, is executed by a majority of the committee by written or electronic signature or approved by electronic transmission except any consent by the PMC shall require the consent of at least one Deacon member of the PMC. This consent is the equivalent to a vote of the committee during a meeting with a quorum, and is to be filed and recorded with the minutes of the committee. The committee members who did not sign the consent action or provide electronic transmission of their approval shall have been given notice of the requested action and the opportunity to respond prior to the documented consent and the minutes must reflect the same. Electronic transmission means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process. Electronic transmissions include, but are not limited to, telegraphs, telegrams, cablegrams, teletypes, email, text, pdf and facsimile transmissions.

4.02 PASTOR'S MINISTRY COMMITTEE

A. The PMC shall be composed of the Senior Pastor, three ministerial staff representatives and three members of the ADB.

1. The PMC shall cast the vision for the Church leaning on the Ministerial Staff and ADB for input.
2. The PMC shall work to effectively communicate the vision with the Church.
3. The PMC shall have general oversight over the Finance Committee, Personnel Committee, Building and Grounds Committee and the Trustees.
4. The PMC shall have oversight over all affairs of the Church not otherwise specifically designated to the Trustees herein.
5. For voting approval by the PMC, the chairman shall vote when present and not otherwise recused from the vote, all votes shall require a super majority vote of at least seventy percent to pass. Any PMC member at any time ~~may~~ request a vote by ballot as set forth in Robert's Rules of Order (latest revised version) and, if so requested shall be so taken.

B. PMC ministerial staff representatives shall be elected annually ~~in November~~ at ~~the first~~ ministerial ~~staff meeting~~, or as soon thereafter as possible, and approved by the Church by affirmation vote individually by ballot at the Annual Church Conference of the calendar year or as soon thereafter as possible. Those elected shall serve a one-year term. Any ministerial staff member may nominate to the ballot any ordained church member whom they have confirmed is willing to serve. Each ministerial staff representative must be either an ordained member of the ministerial staff or an ordained minister who is a member of the Church. In the event of a vacancy in one of the ministerial staff elected positions on the PMC, the ministerial staff shall, as soon thereafter as possible, select a replacement to serve the balance of the term. Members shall not rotate off of the PMC until a replacement has been confirmed by affirmation vote of the church as set forth above.

C. PMC members from the ADB shall be elected by the ADB at their ~~November~~~~December~~ meeting ~~each~~ calendar year, or as soon thereafter as possible. Deacon members of the PMC shall serve a three-year term with one member elected each year by the ADB and approved by the Church by affirmation vote by ballot at the Annual Church Conference, or as soon thereafter as possible. Members rotating off the PMC shall not immediately be re-elected to the PMC if there are other qualified persons to serve. Members shall not rotate off of the PMC until a replacement has been confirmed by affirmation vote of the Church as set forth above. In the event of a vacancy in one of the deacon elected ~~positions~~ on the PMC, the deacons shall at their next meeting select a replacement to serve the balance of the term. Deacon members shall remain members of the ADB as long as required by their term on the PMC. (For example, if a deacon with one year left on his deacon term is elected to the PMC, he shall continue to attend deacons' meetings and be eligible to vote on any matters before the ADB until his term on the PMC expires.)

D. The PMC shall administer the financial affairs of the Church reporting to the Church their actions. Any changes to the church organizational structure shall be approved by the Church. No debt can be incurred in excess of \$10,000.00, which has not been approved by the Finance Committee, PMC and the Church. Any changes affecting the salary of the Senior Pastor, other Ministerial Staff members and Administrative Support Staff, shall be approved by the Personnel Committee.

E. In the event there is a conflict on a motion before the PMC involving all of the staff members of the PMC, which causes the PMC to drop below a quorum of four members, the three deacon members of the PMC may defer the matter to the ADB for consideration. For example, health insurance changes may affect the three staff members of the PMC and the Senior Pastor leaving only the three deacon members of the PMC to consider the matter.

F. In the event of the failure of another leadership group or team of the Church to carry out an assigned responsibility, the PMC shall be responsible to ensure that the will of the Church is accomplished.

4.03 FINANCE COMMITTEE

A. The Finance Committee (the "FC"), with input from the staff, other committees, teams/respective ministries, shall prepare and submit an annual budget to the PMC for approval and to the Church for adoption, and shall be responsible for securing support to meet the budget.

B. The FC shall maintain close supervision over expenditures to ensure that the budget is followed, shall make recommendations for additional appropriations if and when necessary and shall advise with the Senior Pastor and other Ministerial Staff members concerning expenditures not specifically under the jurisdiction of other teams or organizations of the Church.

C. The FC shall approve payment for bills of a reasonable amount (which amount may be designated by the PMC) not authorized in the budget, and shall refer any major unbudgeted requests to the PMC for consideration.

D. The chairman of the FC shall have the authority to sign and disperse checks, in accordance with the approved annual budget and /or approved church financial policy, in the absence or disability of the Treasurer or Minister of Administration.

E. In the absence or disability of the Treasurer, the chairman of the FC shall assume all Church Treasurer responsibilities.

F. The FC Chairperson shall be charged with the responsibility of obtaining an annual auditing of the church books and records by an outside auditing team and shall report to the PMC the results of the same within fifteen days of the receipt of such annual audit report.

G. The FC shall develop a policy manual for the management of the church finances if one does not exist. Said policy manual shall be subject to the approval of the PMC. The FC shall review the policy manual annually and recommend any proposed changes to the manual to the PMC for approval.

H. New members of the FC shall be recommended and appointed by the PMC after seeking input from the existing FC.

I. All members of the FC shall be responsible to the Church with at least one member being a member of the ADB.

4.04 PERSONNEL COMMITTEE

A. Subject to the general oversight of the PMC, the Personnel Committee (the "PC") shall be responsible for the general oversight of the work of the Ministerial Staff members and Support Personnel of the Church.

B. The PC shall maintain job descriptions for all Support Personnel and Ministerial Staff and shall supervise the administration of the salary program for same.

C. Consistent with the provisions of **Section 3.01(C)**, **Section 3.04(A)**, and **Section 3.04(B)**, the PC shall act on behalf of the PMC in all personnel matters, including areas of employment, termination of services, benefits and personal service.

D. A designated member of the PC shall provide oversight, but not input, of all performance evaluations of church Ministerial Staff members and Support Personnel as conducted in accordance with the Personnel Manual.

E. The PC shall develop a Personnel Manual for the management of church personnel if one does not exist. Said Personnel Manual shall be subject to the approval of the PMC. The PC shall review the Personnel Manual annually and recommend any proposed changes to the manual to the PMC for approval.

F. New members of the PC shall be recommended and appointed by the PMC after seeking input from the existing PC.

G. All members of the PC shall be responsible to the Church with at least one member being a member of the ADB.

4.05 BUILDING AND GROUNDS COMMITTEE

- A. Subject to the general oversight of the PMC, the Building and Grounds Committee (the "BGC") shall be responsible for the care, proper maintenance and upkeep of all property belonging to the church.
- B. The BGC shall have general oversight of the purchase of all supplies and materials incident to the proper heating, air-conditioning, cleaning and appearance of the building and grounds.
- C. The BGC shall maintain a regular inspection schedule of all church properties, supervise painting and building repairs and bring recommendations to the PMC in the event of major needs.
- D. The BGC shall develop a policy manual for the use, maintenance and upkeep of the real and personal property of the Church if one does not exist. Said policy manual shall be subject to the approval of the PMC. The BGC shall review the policy manual annually and recommend any proposed changes to the manual to the PMC for approval.
- E. New members of the BGC shall be recommended and appointed by the PMC after seeking input from the existing BGC.
- F. All members of the BGC shall be responsible to the Church with at least one of the members being a member of the ADB.

4.06 OTHER COMMITTEES

- A. As need may arise, the Church, at a Special Church Conference or the Annual Church Conference, may establish other committees, with such duties as it deems appropriate, consistent with the provisions of **Section 4.01(B)**, **Section 4.01(C)**, and **Section 4.01(D)** above.
- B. In the event that circumstances and needs make it advisable, the Church at a church conference may alter the duties of a committee or abolish a committee, consistent with the provisions of **Section 4.01(B)**, **Section 4.01(C)**, and **Section 4.01(D)** above.

ARTICLE V TEAMS

5.01 GENERAL PROVISIONS

- A. The PMC may establish such teams as may be considered necessary to perform certain tasks which cannot be done as efficiently by the entire membership. Committees and teams may establish sub-teams to support ministry efforts in their designated ministry area without PMC approval but shall advise the PMC of any new sub-teams and of their purpose.
- B. All team members shall be members of this Church.
- C. Other than those committees as set forth in **Section 4.01(E)** and **Section 4.01(F)** above, all other committees existing under the Constitution and Bylaws of the Church (last revised on May 5, 2013) are hereby reconstituted as teams subject to the right of the PMC to reform, reconstitute or abolish said teams. On or before thirty days from the adoption of these Bylaws, the PMC shall notify the chairperson of each committee existing under the Constitution and Bylaws of the Church (last revised on May 5, 2013) which Cornerstone Ministry area, as set forth more completely below, the team has been assigned or if said team shall be discontinued or merged with another team.

D. Teams shall work together in a spirit of unity in any collaborative projects. Any conflicts will be resolved by the PMC.

E. All team leaders will ensure that their teams function completely in accordance with the Constitution and Bylaws and within their allotted church budget.

F. Each team shall annually submit a proposed budget for its ministry area to the FC for approval.

G. Spouses may serve jointly on teams upon approval of the PMC, but the PMC is discouraged from allowing spouses to serve jointly on teams with less than 8 members.

5.02 STAFF MINISTRY TEAMS

A. Each Ministerial Staff Member (hereinafter the “MSM”) of the Church shall select a minimum six-member Staff Ministry Team (hereinafter the “SMT”) to assist each MSM with its respective ministry.

B. The SMT members shall serve three-year terms with an equal number, or as close thereto as possible, of team members rotating off annually unless otherwise approved by the PMC.

C. In an effort to improve communication within the Church, at least one member of each SMT shall be member of the ADB or, in lieu thereof, the Ministerial Staff Member may choose to attend all monthly ADB meetings.

D. The MSM working in conjunction with their SMT shall nominate and appoint new team members to fill any vacancies created by expired terms within its respective ministry team and shall, as needed, nominate and appoint new team members to fill any vacancy for any unexpired term which may arise.

E. Each Staff Ministry Team shall be responsible for recruiting, training and filling all positions within its ministry area. For example, the adult education SMT shall be responsible for filling and training all adult Sunday school teachers. The Minister of Children’s SMT shall be responsible for filling and training all children’s Sunday school teachers and all other childcare workers, etc. In the event of conflict over who recruits, trains or fills a position, the PMC shall designate who is responsible. For example, if both the Minister of Music’s SMT and the Minister of Children’s SMT wanted to select a children’s choir director, the PMC would designate or resolve the issue. In filling said positions, each SMT shall be guided as follows:

1. Each SMT shall establish a simple standard of essential qualifications for determining eligibility for office holding, giving proper consideration to the following: evidence of spiritual mindedness; a member in good standing in the Church; availability for the office; reasonable regularity in attendance at worship services; evidence of potential leadership ability; and assurance of a cooperative spirit and loyalty to the faith and the program of the Church.

2. Each SMT shall not render a perfunctory service, either by re-nominating uncritically those already in office or by merely confirming suggestions made by other leaders. The SMT shall seek to be the heart, mind and conscience of the Church, and shall seek the leadership of the Holy Spirit in selecting such persons as will honor Christ and serve most effectively in the work of the Kingdom.

5.03 CORNERSTONE MINISTRIES

A. Deacon Cornerstone Support Ministry Teams

1. Annually, at its November meeting or as soon thereafter as possible, the deacon officers shall divide the deacons into six groups with a minimum of three deacons for each Deacon Cornerstone Support Ministry Team (hereinafter referred to as “DCSMT”). The deacons shall be assigned in accordance with their gifts and shall give the deacon officers input on the same for their consideration in determining the appointments.
2. The six Deacon Cornerstone Support Ministry Teams shall be:
 - A. Prayer Support Ministry Team;
 - B. Care Support Ministry Team;
 - C. Fellowship Support Ministry Team;
 - D. Mission Support Ministry Team;
 - E. Worship Support Ministry Team; and
 - F. Discipleship Support Ministry Team.
3. Each DCSMT shall seek to support, encourage and develop plans to enhance the Church’s ministry in its respective Cornerstone Principle. DCSMTs are support teams and have no authority over any other team in their support ministry area.
4. Each DCSMT shall establish a manual, or if there already is a manual, shall review and where necessary, update said manual annually and present said manual to the PMC for prayer, review and comment. Deacons may invite such persons as they deem appropriate to join their DCSMT for a one-year term. Deacons assigned to a DCSMT shall also work in that ministry area in some fashion.

B. Ministry Teams within Cornerstone Ministry Areas

1. Any committees which are reconstituted as Teams as set forth above shall promptly develop a Statement of Purpose for their team if one is not provided by the PMC at its inception.
2. Prior to December 1st each year, each team (except the DCSMTs) will submit its proposal for any change of size of its team, any change of purpose for its team, and the names of any changes in team membership to the PMC for approval.
 - A. Each team shall be responsible for recruiting and training new team members each year.
 - B. Each team will establish qualifications to assist in its selection of new team members in accordance with the guidelines set forth in **Section 5.02(E)(1)** and **Section 5.02(E)(2)**.
 - C. Team leaders should participate in the annual operational training provided by the Parliamentarian or arrange for team representation thereto.
3. Unless otherwise approved by the PMC, team members shall serve a three-year term with as close to one-third rotating off per year as possible. Team structure and member terms shall have greater flexibility than on committees, and the PMC is encouraged to authorize these changes as needed to allow for the proper ministry in the assigned Cornerstone Ministry area.

4. Each Ministry Team within a Cornerstone Ministry area shall annually submit a proposed budget for their ministry area to the FC for approval.

5.04 SEARCH TEAMS

A. Senior Pastor Search Team

1. Whenever there is a vacancy in the office of Senior Pastor, the three deacon members of the PMC, shall appoint three persons to serve as a nominating team.
2. This nominating team shall present to the congregation for commissioning twenty persons from the congregation to serve on the Senior Pastor Search Team.
3. The twenty persons shall then elect one person to serve as Team Leader. Four other persons shall also be elected to serve with the Team Leader as a traveling team to seek a Senior Pastor for the vacant office.
4. These five persons shall be charged with responsibility of prayerfully seeking a Senior Pastor and shall report to the larger team of twenty persons. The Team Leader shall be charged with the responsibility of reporting to the congregation regularly the status of progress of the Senior Pastor Search Team. The team of five shall clarify with any prospective Senior Pastor all issues including salary, vacation, conventions, etc.
5. The Senior Pastor Search Team shall be responsive to the suggestions and ideas of the congregation in discharging its responsibility.
6. The Senior Pastor Search Team shall present to the congregation only one man at a time for consideration and that only after the team has approved the candidate by an affirmative vote of ninety (90) percent of those team members present and voting.

B. Search Teams for other Ministerial Staff positions

1. Whenever there is a vacancy in the office of any Ministerial Staff position other than Senior Pastor, the PMC or its designee shall present for commissioning six persons from the congregation to serve on the Minister Search Team.
2. This Minister Search Team shall be charged with responsibility of prayerfully seeking a minister to fill the vacated position. The leader of the Minister Search Team shall be charged with the responsibility of reporting to the congregation regularly the status of progress of the Minister Search Team. The team in conjunction with the PC shall clarify with prospective minister all issues including job description, salary, vacation, conventions, etc.
3. The Minister Search Team shall be responsible to the suggestions and ideas of the congregation in discharging its responsibilities.
4. Prior to the presentation of a candidate to the congregation for approval, the candidate shall be presented to the Senior Pastor, if there be one in office, for his approval.
5. If approved by the Senior Pastor, if there be one in office, the Minister Search Team shall present to the congregation only one person at a time for consideration.

**ARTICLE VI
CHURCH ORGANIZATION**

6.01 CHURCH CONTROL

All organizations of the Church shall be under the control of the Church; all officers, leaders and workers of the organizations shall be members of this Church and all organizations shall make regular reports to the Church.

6.02 USE OF BUILDINGS AND EQUIPMENT

A. Members may use the facilities of the Church for weddings, funerals, and for other occasions provided said use is in no way contrary to the Beliefs set forth in the Church Constitution. Any such use, however, shall be subject to the policies and procedures adopted by the Church. All scheduling shall be handled through the church office. As a guide with regard to weddings: God, in both the Old Testament and the New Testament, ordained the institution of marriage as a holy and sacred union. According to the Scripture, marriage is a legal union between one man at natural birth and one woman at natural birth, as husband and wife. Whenever referred to in Scripture, the spouse is a person of the opposite sex from natural birth who is a husband or a wife.

B. Church buildings and facilities may be used for meetings of the denominational organizations with which the Church is related and for meetings sponsored by church organizations, teams and committees provided said use is in no way contrary to the Beliefs set forth in the Church Constitution.

C. Any person or groups of persons, wishing to use the church buildings, equipment and/or grounds for special or unusual occasions shall secure the permission of the Building and Grounds Committee provided said use is in no way contrary to the Beliefs set forth in the Church Constitution. Those using the facilities for such occasions shall be expected to pay the expenses incident to such use, as determined by the Building and Grounds Committee.

D. None of the buildings, grounds or equipment shall be used for commercial purposes, nor shall they be used by any organization functioning for monetary profit.

E. The above provisions may be waived only by approval of the PMC and ADB. Use to be considered on a case by case basis.

F. Pursuant to **Section 4.05(D)** of the Bylaws, the BGC shall establish a policy manual for the use, maintenance and upkeep of the real and personal property of the Church covering items not otherwise addressed in **Section 6.02**.

6.03 FINANCIAL POLICIES

A. All monies received by and for the Church shall be deposited in a bank or banks approved by the PMC upon recommendation of the FC.

B. Deposits shall be made in the name of the First Baptist Church of Winder, Inc. and shall be distributed according to the annual budget adopted by the Church, or, if approved, as designated by individuals as provided in **Section 6.03(D)** below. Should deposits received exceed the annual budget adopted by the

Church, then the PMC, with input from the FC and the ADB, may direct their distribution or the saving thereof.

C. As need may arise, the Church may establish a Building Fund account, or other such accounts, in which funds shall be kept separate from the regular account of the Church. Records of such funds shall be kept separately, and no check may be issued from the account except for the purpose for which the fund was established, unless an alternate distribution is approved by the Church.

D. From time to time the Church, in the exercise of its religious, educational and charitable purposes, may establish various funds to accomplish specific goals. Contributors not giving to these established funds or the general fund may suggest uses for their contributions, but all such suggestions shall be deemed advisory rather than mandatory in nature. No fiduciary obligation shall be created by any designated contribution not made to a church established fund.

E. Special offerings may be sought by the Church, or by any of its organizations, upon approval of the PMC. This does not preclude, however, the privilege of individuals to make special offerings at any time as the Spirit of God may move them, subject to **Section 6.03(D)** above.

F. A minimum of two signers will be required for all checks and wires to be issued or initiated on behalf of the Church.

G. A designated fund shall not be established without the approval of the Church, acting on a recommendation from the PMC.

H. Pursuant to **Section 4.03(F)** of the Bylaws, the FC shall establish a Finance Policy Manual for management of Church finances covering items not otherwise addressed in this **Section 6.03**.

6.04 PERSONNEL POLICIES

A. Meetings of the PC will be scheduled on a monthly basis; however, if there is no business to be conducted in a particular month, that monthly meeting may be cancelled. Likewise, additional meetings may be conducted, as the need arises.

B. All Job Descriptions will be reviewed annually for possible changes by the supervisors with their respective assigned employees and the results of those reviews provided to the PC for appropriate action.

C. A member of the PC will be present and provide oversight, but not input, during the conduct of each employee's annual performance evaluation and will provide a verbal report back to the entire PC regarding the conduct of those evaluations.

D. As directed by the PMC, the PC shall conduct special staff studies regarding any matter pertaining to the personnel management of the Church.

E. Pursuant to **Section 4.04(E)** of the Bylaws, the PC shall establish and maintain a policy manual for the management of church personnel covering items not otherwise addressed in this **Section 6.04** and shall adhere to the Statement on Marriage, Gender and Sexuality outlined below in all hiring and employment matters.

STATEMENT ON MARRIAGE, GENDER, AND SEXUALITY

We believe that the term “marriage” has only one meaning and that is marriage sanctioned by God, which joins one man at natural birth and one woman at natural birth in a single, exclusive union, as delineated in Scripture and as part of God’s good creation prior to the entry of sin into the world. We believe that God intends sexual intimacy to only occur between one man at natural birth and one woman at natural birth who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man at natural birth and one woman at natural birth.

We believe that any form of sexual immorality, including, but not limited to, lust, fornication, adultery, unbiblical divorce, cohabitation prior to marriage, the use or promulgation of pornography, pedophilia, homosexual conduct, bisexual conduct, polygamy, polyamory, bestiality, or incest, is sinful and offensive to God.

We believe that God’s good creation included the creation of humanity with two sexes: male and female. We recognize that there are very rare but diagnosable medical conditions (i.e., intersex, etc.) where one’s sex may be indeterminable genetically or biologically at birth and that such conditions require the utmost sensitivity, care, and qualified medical assistance. Beyond that, we believe that an individual’s confusion about his or her sex or gender is one of the many consequences of living in a fallen world marred by sin and that to seek to alter one’s biological sex or gender through surgical, pharmacological, or other means is sinful and offensive to God. We believe that such situations call for pastorally sensitive care and Biblically faithful counseling as necessary in each situation.

We believe in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a Biblical role model to the Church, its members and the community, it is imperative that all persons employed by the Church in any capacity, or who serve as volunteers, should abide by and agree to this Statement on Marriage, Gender, and Sexuality and conduct themselves accordingly.

We believe the Bible teaches that all people, everywhere, are sinners, and that God offers redemption and restoration to all who confess and repent of their sin, seeking His mercy and forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love, kindness, respect, truth, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with scripture nor the doctrines of the Church. We do not believe that calling people to repentance and faith in Jesus Christ constitutes hateful or harassing behavior.

6.05 CONVENTION MESSENGERS

A. The Church shall elect messengers for each annual Georgia Baptist Convention and each annual Southern Baptist Convention based upon the church’s allotted quota from each respective convention. Although these messengers will be elected by the Church and sent on behalf of the Church, they will vote their individual consciences as led by the Holy Spirit and prayerful consideration. Each messenger will seek to attend, as nearly as possible, all the sessions of the convention for which they have been elected.

B. Members of the Church desiring to serve as messengers shall submit their names to the church office at least ten (10) days prior to the election of messengers to that respective convention.

C. Messenger elections shall be held at a Special Church Conference at least one (1) week prior to the beginning of the respective convention.

D. The Senior Pastor shall serve as a messenger pursuant to **Section 3.02(E)** of these Bylaws.

E. If a messenger vacancy occurs, then alternates shall be designated in descending order, based on the number of votes received in the election. Any tie occurring in the voting shall be decided in same manner as the election of the deacons.

6.06 WOMAN'S MISSIONARY UNION

The Woman's Missionary Union's (hereinafter the "WMU") purpose is to challenge Christian believers to understand and be radically involved in the mission of God. This is accomplished through age-level missions opportunities and additional resources produced by the WMU Organization. The main purpose of WMU is to educate and involve preschoolers, children, students, and adults in the cause of Christian missions locally and around the world.

6.07 PROCEDURE FOR LICENSING AND ORDINATION

A. The Church may grant a license to preach to any man who gives evidence that he is called of God to preach the gospel.

B. The Church may ordain a man as a Minister of the Gospel who gives satisfactory evidence of his call to preach and of the scriptural qualifications for ordination. The Church shall for this purpose call an Ordaining Council composed of ordained men of this and neighboring churches of like faith and order, which shall examine the qualifications of the candidate and bring recommendation to the Church concerning the ordination.

6.08 DISCIPLINE

All leadership positions in the Church are a matter of privilege and not of right. Any conduct unbecoming to the Church or the name of Jesus Christ by a person in church leadership, including but not limited to deacons, committee members, team members, Sunday school teachers, choir members, praise team personnel and youth leadership shall be addressed as follows:

A. In the event of the necessity to declare a leadership position vacant, the following procedure shall be observed. The PMC, after careful efforts to make such action unnecessary and following the principles set forth in Matthew 18:15-17, Galatians 6:1, and 1 Timothy 5:19, shall call a special meeting of the PMC for this purpose. If approved by a two-thirds vote of the PMC, the PMC shall call a special meeting of the ADB. An advanced notice of one week shall be given the deacons, and an affirmative vote of a majority of those present and voting shall be necessary to declare a vacancy.

B. In the event that personal differences should arise between members, the aggrieved member shall, in the Spirit of Christ, seek reconciliation in the manner suggested in the eighteenth chapter of Matthew.

C. Should any case of a gross breach of conduct or public scandal occur, the PMC shall endeavor to resolve the offense, and if such efforts fail, shall report the case to the Church.

D. All proceedings dealing with discipline shall be pervaded by a spirit of Christian kindness and forbearance.

E. In the case of grave difficulty, the church may seek the advice of acceptable counsel and/or The Georgia Baptist Mission Board.

ARTICLE VII

501(C)(3) STATUS

7.01 501(c)(3) Purpose

The Church is organized exclusively for charitable, religious and educational purposes within the meaning of **Section 501 (c)(3)** of the IRS Code of 1986 (or the corresponding provision of any future United States Revenue Law) including, but not limited to, for such purposes as the establishing and maintaining of religious worship, the building of churches, schools, chapels, camps, recreational facilities, childcare facilities, community health facilities, counseling centers, church growth leadership, educational facilities and food and clothing centers, the evangelizing of the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ, the educating of believers in a manner consistent with the requirements of the Holy Scripture, both in Sunday and weekday schools of Christian education, and the maintaining of missionary activities in the United States and any foreign country and other such ministries as may be determined by the Church.

7.02 LIMITATIONS ON POWER

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under **Section 501(c)(3)** of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under **Section 170(c)(2)** of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

B. Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a "private foundation" as defined by **Section 509(a)** of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

D. Upon the liquidation, dissolution or winding up of the Corporation, the Trustees of the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all Corporation to any organization designated by the PMC of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code **Section 501(c)(3)** or the corresponding provision of any future tax law of the United States.

ARTICLE VIII INDEMNIFICATION

A. *Definitions.* As used in this **Article VIII**, any word or words that are defined in the provisions related to indemnification of directors and officers in the Georgia Nonprofit Corporation Code, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

B. *Indemnification of Directors and Officers.* The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

C. *Indemnification of Employees and Agents.* The corporation shall indemnify and advance expenses to an employee or agent of the corporation who is not a director to the fullest possible extent, consistent with public policy and to the fullest extent permitted by the laws of the State of Georgia. The procedures for such indemnification or advance shall be consistent with those for directors or officers of the corporation.

D. For the purposes of **Article VIII** of these Bylaws, the Pastor's Ministry Committee shall be considered the Board of Directors of the Corporation.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present and voting at a Special Church Conference of the Church, said proposed amendment having been laid before the Church in writing at the church office and on the church website or current most accessible medium not less than one month before the time of the proposed action, and announced from the pulpit on the two consecutive Sundays prior to the Sunday of the vote.

Prior to any action by the Church, all proposed amendments to the Bylaws shall be forwarded to the ADB who shall appoint an ad hoc team to review the proposed amendment. The ad hoc team shall review and insure that the proposed amendment actually applies to the Constitution and Bylaws, should coordinate with other committees and teams affected by the proposed amendment prior to the submission of their recommendation to the ADB for action.

ARTICLE X REPEAL

All Bylaws, Rules of Order, and rules and regulations heretofore adopted by the Church are hereby superseded and repealed.

First Baptist Church of Winder, Inc. Bylaws
Glossary/Explanation of Terms

ADB: Active Deacon Body. See Bylaws Article III, §3.04 for a more detailed discussion.

Affirmation Vote: An affirmation vote would be a majority of the votes cast plus one vote.

Annual Church Conference: A church conference held once each year during the fourth quarter, as scheduled by the Pastor's Ministry Committee, for the purpose of approving the Church budget for the upcoming year, approving new trustees and committee members for the upcoming year, and commissioning of new Church officers for the upcoming year. Other items may be added to the agenda, following approval of the Pastor's Ministry Committee. See Bylaws Article II, §2.02(A) for a more detailed discussion.

BGC: Buildings & Grounds Committee. See Bylaws Article IV, §4.05 for a more detailed discussion.

DCSMT: Deacon Cornerstone Support Ministry Teams (Prayer Support Ministry Team, Care Support Ministry Team, Fellowship Support Ministry Team, Mission Support Ministry Team, Worship Support Ministry Team, Discipleship Support Ministry Team). See Bylaws Article II, §2.02(B) for a more detailed discussion.

Ex Officio: An ex officio member is a member of a body (a board, committee, council, team, etc.) who is part of it by virtue of holding another office. Without exception, ex-officio members of boards and committees, etc. have exactly the same rights and privileges as do all other members, including the right to vote, but shall not serve as an officer thereon.

FC: Finance Committee. See Bylaws Article IV, §4.03 for a more detailed discussion.

Fiduciary Obligation: A legal obligation of one party to act in the best interest of another. The obligated party is typically a "fiduciary", that is, someone entrusted with the care of money or property, also called "fiduciary obligation."

Indemnification: The act of indemnifying; to indemnify another party is to compensate that party for loss or damage that has already occurred, or to guarantee through a contractual agreement to repay another party for loss or damage that occurs in the future.

MA: Minister of Administration. See Bylaws Article III, §3.03 for a more detailed discussion.

Oversight: To keep watchful care of the general performance or operation of a person or group, giving guidance or direction, but not hands-on day to day governance of said person or group.

PC: Personnel Committee. See Bylaws Article IV, §4.04 for more detailed discussion.

Perfunctory: An action performed merely as a routine duty; hasty and superficial; lacking interest, care, or enthusiasm.

PMC: Pastor's Ministry Committee. See Bylaws Article IV, §4.02 for a more detailed discussion.

Polity: The form of government of a nation, state, church, or organization.

Quarterly Business Meeting: A meeting held each quarter, as scheduled by the Pastor's Ministry Team, specifically for the purpose of receiving reports on the financial status of the church, reports from committees, and approval of the membership report. The fourth quarter business meeting may include a question and answer session relating to the upcoming church budget, but shall not include any vote on that proposed budget. See Bylaws Article II, §2.02(C) for a more detailed discussion.

Quorum: The minimum number of members of a church, committee, or team who must be present before business can officially or legally be conducted.

Special Church Conference: A special conference called by the Pastor's Ministry Committee to address matters requiring immediate attention of the church members. No matter may be considered except that for which the conference was called. See Bylaws Article II, §2.02(B) for a more detailed discussion.