

**BY-LAWS FINAL DRAFT
EBENEZER BAPTIST CHURCH
TOCCOA, GA**

CONSTITUTION

PREAMBLE

For the more certain preservation and security of the principles of our faith and to the end that this body may be governed in an orderly manner consistent with the tenets of Southern Baptist Churches; and for the purpose of preserving the liberties inherent in each individual member of this church, and the freedom of action of this body with respect to its relation to other churches of the same faith, we do declare and establish this Constitution and By-laws.

NAME

This body shall be known as Ebenezer Baptist Church, Inc., a Georgia corporation, located in Toccoa, Georgia 30577.

PURPOSE

The purpose of this church shall be for (1) the worship of God, (2) the proclamation of the Gospel of Jesus Christ as revealed in the inspired and infallible Word of God, (3) the advancement of the cause of Christian education and missions, and (4) ministering in the name of Jesus Christ.

Affiliation:

This church shall be affiliated with the Tugalo Baptist Association, the Georgia Baptist Convention, and the Southern Baptist Convention.

Church Ordinances:

The ordinances of the church are Baptism and the Lord's Supper.

Baptism shall be by immersion of believers only and symbolizes the death and resurrection of Jesus Christ and our identification with Him. Any person, who has made a public profession of faith, expressed his/her desire for membership and has been counseled as set forth in these By-Laws may become a candidate for baptism.

The Lord's Supper shall be celebrated at least quarterly at any of the Sunday Worship Services. Members of this church and visiting members from other sister churches are welcome to partake of the Lord's Supper as defined in Scripture. (1 Corinthians 11:23-32)

The Family:

We believe biblical marriage is the uniting of one man and one woman as determined by their sex at birth in covenant commitment for a lifetime. (Gen. 1:27, 2:24; Matt. 19:5) Marriage is God's unique gift to reveal the union between Christ and His church and to provide for the man and the woman in marriage the framework for intimate companionship, the only channel of sexual expression according to biblical standards, and the means for procreation of the human race.

CHURCH COVENANT

God established a covenant relationship, first with His people Israel, and then a new covenant with His people, the church. Having been led, as we believe by the Spirit of God, to receive the Lord Jesus Christ as our Savior and, on the profession of our faith, having been baptized by immersion in the name of the Father, and of

the Son, and of the Holy Spirit, and accepting the Bible as our authoritative standard regarding our belief and behavior, we do now in the presence of God and this assembly, most solemnly and joyfully enter into covenant with one another as one body in Christ.

We believe we exist to glorify God by attracting and winning people to faith in Jesus Christ,² by nurturing them in our Christian family, by bringing them to Christ-like maturity,³ and by involving them in meaningful ministry.⁴

Therefore, as members of God's covenant family known as Ebenezer Baptist Church of Toccoa, GA, we commit ourselves to God and to one another to be Christ-like⁵ in our lives and relationships through the presence, guidance, and power of God's Holy Spirit.

We will love one another as Christ loved us,⁶ honor one another above ourselves,⁷ be kind and compassionate to one another,⁸ encourage and build up one another,⁹ comfort one another,¹⁰ and offer hospitality to one another.¹¹

We will have a spirit of unity based on our common bond in Christ,¹² be united in mind and convictions,¹³ meet together regularly,¹⁴ have equal concern for each other, suffer when one suffers and rejoice when another is honored,¹⁵ and let nothing be done through selfish ambition or conceit.¹⁶

We will use our God-given knowledge to instruct one another,¹⁷ use our spiritual gifts to bless one another,¹⁸ use the Word of Christ to teach and admonish one another,¹⁹ and nurture one another toward spiritual maturity measured by the life and ministry of Jesus.²⁰

We will not talk negatively about one another,²¹ not pass judgment on one another, not put any stumbling block in one another's way,²² we will be morally pure in our thoughts, actions and language.²³ We will be generous in our giving²⁴ and we will be filled with the Spirit.²⁵

We will confess our sins to one another, pray for each other,²⁶ warn those who are disruptive, encourage the discouraged, help the weak, be patient with one another,²⁷ forgive one another as the Lord forgave us,²⁸ and gently restore those who sin.²⁹

We will let the light of our godly lives shine together to bring glory to God.³⁰

If we move from this place, we will, as soon as possible, unite with a sister church where we can carry out the spirit of this covenant and the principles of God's Word.

1. Hebrews 8:7-13; 9:15
2. Matthew 28:18-20
3. Ephesians 4:14-16
4. II Corinthians 5:18
5. 1 Peter 2:21
6. John 13:34
7. Romans 12:10
8. Ephesians 4:32
9. 1 Thessalonians 5:11
10. 2 Corinthians 1:4
11. 1 Peter 4:9

12. Ephesians 4:3-6
13. 1 Corinthians 1:10
14. Hebrews 10:25
15. 1 Corinthians 12:25-26
16. Philippians 2:3
17. Romans 15:14
18. 1 Corinthians 12:7
19. Colossians 3:6
20. Ephesians 4:13
21. James 4:11
22. Romans 14:13

23. Ephesians 5:3-4
24. 2 Corinthians 9:5
25. Ephesians 5:18
26. James 5:16
27. 1 Thessalonians 5:14
28. Colossians 3:13
29. Galatians 6:1
30. Matthew 5:1

POLITY

Ebenezer Baptist Church is a sovereign, autonomous and democratic Southern Baptist Church under the Lordship of Jesus Christ. The membership retains unto itself the right of exclusive self-government in all phases of the spiritual and temporal life of this church.

STATEMENT OF FAITH

This church accepts the Scriptures as its authority in matters of faith and practice. Its understanding of Christian truth as contained therein is in essential accord with the belief of Southern Baptist churches as indicated in the *Baptist Faith and Message*, as adopted by the Southern Baptist Convention in 2000. This constitutes our statement of faith.

We believe the Bible is God's instruction manual for followers of Jesus Christ, as well as leaders in His Church. It is the inspired and infallible Word of God and speaks with final authority concerning truth, morality, and the proper conduct of mankind, and is the sole and final source of all that we believe. The *Baptist Faith and Message* statement does not exhaust the extent of our faith. For purposes of church doctrine, practice, policies and procedures, and discipline, our Senior Pastor and Active Deacons are the church's final interpretive authority on the Bible's meaning and application.

The membership reserves the exclusive right to determine who shall be members of this church and the conditions of such membership.

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1. RECEPTION OF MEMBERS

Any person may present himself/herself as a candidate for membership in this church. Anyone who successfully completes the steps required for membership, may become a member of Ebenezer Baptist Church by one of the following paths.

- Baptism by immersion following a genuine profession of faith in Jesus Christ as Lord and Savior.
- Transfer of letter from another Bible-believing church of like faith and practice.
- Statement of faith in Christ, having been baptized by immersion in a Bible-believing church of like faith and practice

The required steps for membership are outlined below and detailed in supporting documentation. (*See Administrative manual for detailed descriptions of membership requirements.*)

1. Request Membership
2. Baptism or receipt of church letter
3. Completion of Candidate Evaluation
4. Completion of New Members Class which includes affirmation of our Church Covenant and our statement of faith (the Baptist Faith and Message 2000)

5. Approval/Confirmation

All requests for membership are subject to review by the pastoral leadership of the church. Should there be any question as to any candidate for membership, such issues shall be referred to the senior pastor and, at his discretion, the deacons for investigation and guidance as to the candidate's qualifications for membership. The criteria for such will be based on our church covenant and our statement of faith

No candidate for membership shall have voting privileges, nor can they hold a primary office or position of responsibility within the church, including but not limited to deacon, Bible teacher, committee member, etc., until successfully completing all the steps necessary for membership.

SECTION 2. DUTIES OF MEMBERS

Whereas our doctrinal statement (mentioned above as the Baptist Faith and Message) expresses what we believe, our Church Covenant expresses how we behave.

Each member shall read and abide by the Church Covenant as printed in this Constitution and shall live and speak in such a manner as to bring honor upon the church.

SECTION 3. TERMINATION OF MEMBERSHIP

Membership shall be terminated for the following reasons:

1. Death
2. Transfer to another Baptist church
3. Affiliation with a church of another denomination
4. By request of the member
5. Should a member become an offense to the church and to Jesus Christ by reason of immoral or unchristian conduct or by breach of the Church Covenant, the church may terminate his/her membership.

Any request to dismiss a member due to conduct must be brought to the senior pastor. After prayerful consideration, he shall at his discretion meet with the individual subject to the request. Only after faithful efforts have been made to bring such member to repentance in accordance with Matthew 18:15-22, shall the senior pastor make a recommendation to the deacons for member dismissal. Member dismissal shall be deemed as the last resort with restitution and redemption being our priority.

All requests for membership denial and dismissal shall be recommended to the deacons for prayerful consideration in an effort to prevent embarrassment and to preserve the confidentiality of details surrounding the situation and those involved. Their decision is final and without appeal.

ARTICLE II CHURCH ORGANIZATION

SECTION 1. GENERAL

The church is both a spiritual body and a non-profit corporation under the laws of the State of Georgia. The church is subject to the authority of Scripture in all matters and subject to the applicable rules of duly constituted public authority (Romans 13:1-7). The church organization is to provide the mechanism for the orderly activity of the church body.

SECTION 2. MEETINGS

Worship Services

The church shall meet in regular worship services each Sunday at such times and places as may be determined by the senior pastor or his designee. Additionally, the church may meet at such other dates and times

as may be deemed appropriate by the senior pastor for the purpose of worship, edification, proclamation and for observance of church ordinances.

Regular Business Meetings

An annual, administrative business meeting will be held once per year during the last quarter. The date, time and location of this meeting will be determined by the senior pastor or his designee in consultation with the administration committee. Notice of this meeting shall be made at least one week in advance. Methods of communication for this notice may include announcement in Sunday morning worship services via church bulletin (or its successor), digital and printed signage and delivery by US mail.

Special Called Business Meetings

A specially called business meeting may be held to consider special matters of significant nature. A one-week notice will be given for the specially called business meeting unless extreme emergency renders such notice impractical. Special called business meetings may be called by the senior pastor. The chairman of deacons may hold a special called meeting when the church is without a senior pastor or by majority vote of the deacons and with the members present agreeing by common consent.

- **Quorum**
The quorum consists of those members who attend the business meeting, provided the meeting has been properly called as herein previously stated.

- **Moderator**
The moderator shall be the senior pastor or his designee. In the absence of a senior pastor, the chairman of deacons shall preside as moderator.

- **Parliamentary Rules**
The authority of all parliamentary questions shall be Robert's Rules of Order, Revised.

- **Elections**
All elections shall be verbal expressions or by a show of hands unless a ballot vote is called for and approved by a majority of members present or otherwise provided for in the by-laws.

SECTION 3. OFFICERS

The corporate officers of the church are as follows:

- The senior pastor shall serve as the Chief Executive Officer (CEO) of the corporation
- The church administrator (or successor position that assumes the same duties) shall serve as the Chief Financial Officer (CFO) of the corporation.
- The chairman of the administration committee shall serve as the Secretary of the corporation.

Senior Pastor

The senior pastor is responsible for leading the church in functioning as a New Testament Church. The senior pastor will lead the congregation, the organizations, and the church staff in performing their tasks. The senior pastor is the leader of worship, proclamation, education, and pastoral ministries. After his election, the senior pastor shall serve until his relationship with the church is terminated by resignation, dismissal by majority vote of the church after deacon recommendation, or death. A complete job description of the senior pastor is included in the administrative manual.

Interim Pastor

In the absence of a senior pastor, an Interim Pastor may be recommended to the church by the deacons and will be called by a majority vote of the church. The Interim Pastor will not be considered as a candidate for the position of senior pastor. He is to serve in the period of time between the church calling him and the seating of the next permanent pastor.

Prior to being presented to the congregation for a vote as Interim Pastor, any man considered must preach at least one Sunday service. Notice from the pulpit must be given 2 consecutive Sundays prior to the vote of the members present. Candidates for interim pastor must subscribe to the church covenant, the Baptist Faith and Message 2000, and foundational documents of the church.

The qualifications, duties, responsibilities, and authority of the Interim Pastor will be the same as those of the senior pastor. His term of service may be terminated by his resignation, a vote of the church as recommended by the deacons, or the seating of the next permanent senior pastor.

Other Ministers and Staff

Upon the recommendation of the senior pastor, the church will prayerfully consider and vote to call such ministers and staff as the Holy Spirit leads and necessity dictates. The church will vote on all full-time ministerial positions. Non-ministerial and part-time or temporary positions will be at the senior pastor's discretion after consideration with the administration committee and within the confines of the budget. Job descriptions for all positions will be kept in the administrative manual. Specifics regarding the process of calling/hiring such positions will likewise be found in the administrative manual.

If it becomes necessary for a minister of staff to be terminated, after thorough measures have been taken to remedy any issues, and after the administration committee has sought prudent remediation, the senior pastor is authorized to terminate the employment of the minister or staff. In severe situations that demand immediate dismissal, the senior pastor is given authority to do so and then report the matter to the administration committee.

Personnel:

In all matters pertaining to personnel, the senior pastor is delegated authority by the church.

All employees will sign the Church Covenant, our Statement of Faith, and other foundational documents annually and agree to abide by the philosophy/morality declared in those documents. From a biblical standpoint, all our members are ministers. The distinction is between paid, professional ministers as distinct from all members as ministers.

Deacons

In accordance with the meaning of the work and the practice of the New Testament, Deacons are to be servants of the church. The task of the deacon is to serve with the pastor in performing pastoral ministries. Their duties, qualifications, election, term, and other matters related to their ministry are contained in the policies and procedure manual.

Treasurer

The church treasurer shall be approved by the church and may serve an indefinite term. The treasurer shall have the responsibility of co-signing all checks with the bookkeeper and shall serve as an ex-officio member of the administration committee. In the unusual and infrequent absence of the church treasurer, checks may be co-signed by a trustee. The church treasurer also serves as a standing member of the nominating committee.

Trustees

The trustees shall be composed of three persons elected by the church and may serve an indefinite term. The trustees shall, as provided by law and the action of the church, hold in trust the title of all church property. They shall have no power to buy, sell, mortgage, lease or transfer any real property without a specific vote of the church authorizing such action. It shall be the function of the trustees to affix their signatures to legal documents.

involving the sale, mortgaging, or purchase or rental or property or other legal documents where the signature of duly elected representatives of the church are required.

ARTICLE III FACILITY USE

The church's facilities were provided through God's benevolence and by the sacrificial generosity of church members. The church desires that its facilities be used for the fellowship of the Body of Christ and always to God's glory. Although the facilities are not generally open to the public, we make our facilities available to approved non-member persons and groups as a witness to our faith, in a spirit of Christian charity, and as a means of demonstrating the Gospel of Jesus Christ in practice.

However, facility use will not be permitted to persons or groups holding, advancing, or advocating beliefs, or advancing, advocating, or engaging in practices that conflict with the church's faith or moral teachings, which are summarized in, among other places, the church's Constitution & By-Laws. Nor may facilities be used for activities that contradict or are deemed by the Senior Pastor and Active Deacons as inconsistent with, or contrary to the church's faith or moral teachings. The Senior Pastor, or his official designee, is the final decision-maker on whether a person or group is allowed to use church facilities. [More explicit use of facilities information in Administrative Manual]

ARTICLE IV COMMITTEES

SECTION 1. NOMINATING COMMITTEE

The nominating committee shall consist of the senior pastor, church administrator, chairman of deacons, chairman of the administration committee and the church treasurer.

The purpose of the nominating committee is to examine and propose to the church, nominations to fill vacancies on the administration committee and the other elected positions. Nominations will be presented to the church body at the annual administrative business meeting or at another called church meeting for that purpose. *(A more explicit description of their function is found in the administrative manual.)*

SECTION 2. ADMINISTRATION COMMITTEE

The general function of the administration committee is to come alongside the senior pastor, ministers and staff to assist them in their administrative responsibilities. This committee shall give leadership in fiscal and personnel concerns particularly, and all other matters brought to them by the senior pastor. The responsibility to set administrative policy lies with the administration committee or church staff member(s) designated by the committee. *(A detailed, functional description of the administration committee's responsibilities can be found in the administrative manual.)*

As an accommodation to legal relationships outside the church, the administration committee shall serve as the corporation's Board of Directors with the powers outlined in Section 14-3-801 of the Georgia Nonprofit Corporation Code unless otherwise specifically limited by the articles of incorporation or these bylaws.

SECTION 3. PASTOR SEARCH COMMITTEE

In the event of the resignation, death or dismissal of the senior pastor, the church shall seek a candidate whose life aligns with the qualifications of a pastor as described in 1 Timothy 3:1-7, Titus 1:6-9 and who subscribes to the church covenant, the Baptist Faith and Message 2000, and foundational documents of this church.

It shall be the duty and responsibility of the deacons to provide oversight to the selection and training of the pastor search committee.

The committee to seek a senior pastor shall be composed of eight eligible members, four men and four women, elected at large from the church membership in a manner that most accurately represents the members of

the church. The nomination and election process for the pastor search committee shall be included in the administrative manual.

After the election of the senior pastor, the pastor search committee, having fulfilled their intended purpose, shall be dissolved.

SECTION 4. SPECIAL/TEMPORARY COMMITTEES

The church may elect specially purposed, temporary committees, teams or task groups from time to time. These shall be elected at large from eligible members among the membership by a majority vote of the members present in a meeting called for that purpose. Notice of this meeting shall be given one week's notice by worship service announcement, church bulletin, US mail or other acceptable digital or written means.

The senior pastor has the authority to appoint such committees, teams, or task groups as necessary with the approval of the deacons or other church elected group. This is not to circumvent the church but to give freedom and fluidity for such issues to be handled expeditiously.

ARTICLE V INDEMNIFICATION

SECTION 1. ACTIONS SUBJECT TO INDEMNIFICATION

The church may indemnify any person who was a party to or is a party to or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action by or in the right of the church) by reason of the fact that the person is or was a Pastor, officer, employee or agent of the church, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. EXPENSES SUBJECT TO INDEMNIFICATION

To the extent that a Pastor, officer, employee or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit or proceeding, he or she may be indemnified against expenses, including attorneys' fees, reasonably incurred by him or her in connection with the action, suit or proceeding.

SECTION 3. LIMITATIONS OF INDEMNIFICATION

Any indemnification made under this Article may be made by the church only as authorized in the specific case on a determination that indemnification of the Pastor, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. The determination shall be made (a) by a majority vote of the administration committee members who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if a majority vote of disinterested committee members so directs, by independent legal counsel in a written opinion; or (c) by a majority vote of the members of the church.

SECTION 4. TIMING OF INDEMNIFICATION

Expenses of each person seeking indemnification under this Article, may be paid by the church as they are incurred, in advance of the final disposition of the action, suit or proceeding as authorized by the administration committee in the specific case, on receipt of an undertaking by or on behalf of the Pastor, officer, employee or agent to repay the amount.

ARTICLE VI MEDIATION

The church believes that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see Matthew 18:15-20; 1 Corinthians 6:1-8). Therefore, the church strongly encourages that any claim or dispute by or against a committee member, trustees, ministers, staff, employees, agents of the church, volunteers, church members or their families, or vendors, be resolved by biblically-based conciliation and, if necessary, mediation in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation (a complete text of the Rules is available at www.peacemaker.net), or any similar Christian-based dispute resolution program adopted by the administration committee. The mediation, conciliation, and mediation process is not a substitute for any disciplinary process set forth in the Bylaws of the church and shall in no way affect the authority of the church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

ARTICLE VII TAX EXEMPT PROVISIONS

SECTION 1. PRIVATE INUREMENT

No part of the net earnings of the church shall inure to the benefit of or be distributed to its members, directors, officers, trustees or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payment and distributions in furtherance of the proposes set forth in these bylaws.

Article VIII AMENDMENTS

Changes to the constitution may be made at any regular or special business meeting of the church, provided such amendments shall have been presented in writing at a previous meeting, and copies of the proposed amendment be furnished to each member present.

Amendments to the Constitution shall require two-thirds vote of all members present and voting after a minimum of two weeks notice in writing has been issued to the membership.

Bylaws may be amended by simple majority. Prior notice is not required but suggested.

Any article herein may be temporarily suspended to meet an extreme emergency by vote of the majority of members present.