

**BY-LAWS
OF
NEW COVENANT METHODIST CHURCH, INC.
A NON-PROFIT CORPORATION**

**ARTICLE I
Offices**

1.1 Principal Office. The principal office of the Corporation in the State of Georgia shall be located at 96 Cline Smith Road, NE, Cartersville, GA 30121, or at such other place as the Corporation may have such other offices in the State of Georgia as the business of the Corporation may require from time to time.

1.2 Registered Office and Agent. The office of the registered agent of the Corporation may be, but need not be, identical with the principal office of the Corporation in the State of Georgia. The address of the registered office may be changed from time to time by the Church Council.

**ARTICLE II
Membership**

2.1 Reception of Members.

- (a) Upon affirmation by the congregation, any person who professes faith in the Lord Jesus Christ will, upon baptism, be accepted as a member of the church.
- (b) Upon affirmation by the congregation, any person who promises a letter of membership from another church shall be accepted as a member.
- (c) Upon affirmation by the congregation, any person who professes faith in the Lord Jesus Christ and has experienced a believer's baptism shall be accepted as a member without a requirement of re-baptism.
- (d) If there be any dissent as to affirmation by the congregation, the matter shall be referred to the Pastor and the Church Council who shall bring their recommendations to the church-in-conference at its next regular meeting.

2.2 Membership Roll.

- (a) The church shall maintain a roll of all members that will be updated quarterly.
- (b) A letter of dismissal shall be granted to or on behalf of any member wishing to unite with another church.
- (c) A member's name shall be removed from the membership roll upon the member's request.
- (d) A member's name shall be removed from the membership roll upon the member's death.
- (e) The Church Council may authorize periodic reviews of the membership roll to determine whether persons wish to remain on the list.
- (f) General correspondence shall be sent to members on the membership roll. Notice of the annual meeting of the church shall be sent to all members.

2.3 Privileges and Responsibilities of Membership.

- (a) Every church member shall be entitled to vote on all matters presented to the congregation. There shall be no voting by proxy.
- (b) Every church member shall be eligible to serve as a church officer and on church committees.
- (c) Every church member shall support the programs and ministries of the church as they are able by contributing their prayers, presence, gifts, service and witness.

ARTICLE III Church Council Members

3.1 General Powers. The business affairs of the Corporation shall be managed by its Church Council.

3.2 Number, Tenure and Qualifications. The number of members of the Church Council shall not be less than three. Each member shall hold office for the term for which he/she is elected or until his/her successor shall have been elected and qualified, whichever period is longer. The Church Council shall have authority to amend the By-Laws to prescribe other qualifications as necessary. The Church Council Members shall be the Church Council Chairperson, Church Council Vice-Chairperson, Lay Leader, Staff Parish Relations Chairperson, Trustee Chairperson, Finance Chairperson, Church Administrator, Member(s) at Large, Worship Leader, and the Chairpersons of other select committees or groups. Any two or more offices may be held by the same person.

3.3 Nominations. In the case of a voluntary resignation by a Church Council member, or a nomination of new Church Council member, the remaining Council members and upon a quorum may nominate a church member to replace the withdrawing member. Only nominated church members are eligible for election to the Church Council.

3.4 Elections. Any vacancy which occurs on the Church Council in any given year, shall be filled by the vote of the membership at the annual meeting on the last Wednesday of April. Said nomination shall be presented at the annual meeting held on the last Wednesday of April. A vote shall be taken by a show of hands. A majority vote is required for election.

3.5 Removal. Any council member may be removed upon majority vote of the Church Council or by a majority vote of the membership at an annual meeting.

3.6 Regular Meetings. A regular meeting of the Church Council shall be held without other notice than this By-Law, and at a minimum of quarterly.

3.7 Special Meetings. Special meetings of the Church Council may be called by or at the request of the Church Council Chair or, any two Church Council members.

3.8 Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written or electronic notice delivered or mailed to each Church Council member. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Church Council need be specified in the notice or waiver of notice of such meeting.

3.9 Quorum. A majority of the Church Council members in office shall constitute a quorum for the transaction of any business by the Church Council. The act of a majority of members at any meeting at which there is a quorum shall be the act of the Church Council.

3.10 Church Council Chairperson and Vice-Chairperson. The Church membership shall elect the Church Council Chairperson. The Church Council members will elect one of the members of the Church to serve as Vice-Chairperson of the Church Council. Such individual shall serve in the absence of the Chairperson.

ARTICLE IV Church Officers

4.1 Classes and Qualifications. The officers of the Corporation shall be the Church Council Chairperson, Church Council Vice-Chairperson, Lay Leader, Staff Parish Relations Chairperson, Trustee Chairperson, Finance Chairperson, Church Administrator, Member(s) at Large, Worship Leader, and the Chairpersons of other select committees or groups. Any two or more offices may be held by the same person.

4.2 Term of Office. Each officer shall hold office until his successor shall have been duly elected or shall have been removed in the manner hereinafter provided. Vacancies may be filled, or new offices created and filled at any meeting of the Church Council. Members shall serve a minimum of three (3) years.

4.3 Removal and Resignations. Any Member may be removed by the Church Council or Church Membership whenever, in its judgment, the best interests of the Corporation would be served thereby. Election or appointment of a Council Member shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice to the Church Council Chair or Administrator of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification may be filled by the Church Council Chair for the unexpired portion of the term.

4.5 Church Council Chairperson. The Chairperson of the Church Council shall be the chief executive officer of the Corporation. The Chairperson shall preside at all meetings of the Church Council and the Church-In-Conference. He/she may sign, with the Church Administrator or any other proper officer of the Corporation thereunto authorized by the Church Council, any deeds, mortgages, bonds, contracts or other instruments which the Church Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Church Council or by these By-Laws to some other officer of the Corporation, or shall be required by law to be otherwise signed or executed. The Church Council may confer like powers on any other person or persons. The Church Council Chairperson shall prepare and communicate the agenda of the council meetings in consultation with the pastor, lay leader, and other appropriate persons. He/she shall communicate with members of the council and others to permit informed actions at council meetings and coordinating the various activities of the council. He/she shall provide initiative and leadership for the council as it engages in planning, establishing objectives and goals, and evaluating the church's ministry and perform such other duties as may be prescribed by the Church Council. He/she shall be entitled to attend meetings of all boards and committees of the church and is encouraged to attend such meetings.

4.6 Church Council Vice-Chairperson. In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Church Council Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Church Council Chairperson and perform such other duties as may be prescribed by the Church Council. As chairperson and in conjunction with the Nominations Committee he shall have the responsibility to identify, develop, deploy, evaluate, and monitor Christian spiritual leadership for the congregation. He/she will encourage the committee to engage in and be attentive to developing and enhancing their Christian spiritual life in light of the mission of the Church. He/she will have the responsibility to engage in biblical and theological reflection on the mission of the church, the primary task and ministries of the church. He/she will support the committee in providing a means of identifying the spiritual gifts and abilities of the church's members and work with the Church Council to determine the diverse ministry tasks of the congregation and skills needed for leadership.

4.8 Lay Leader

The Lay Leader is automatically a member of the Staff Parish Relations Committee, Board of Trustees, Finance Committee, and Nominations Committee and is encouraged to attend any church ministries and meetings as possible. The Lay Leader serves as the connection between the church leadership, pastor and the congregation. He/she is an advocate for the laity within the church. His/her duties include praying for the church, modeling discipleship, recognizing and celebrating the ministry of the laity, and meeting with the pastor. He/she shall perform these and such other duties as may be prescribed by the Church Council.

4.9 Staff Parish Relations Chairperson

The Staff Parish Relations Chairperson shall oversee the following duties of the Staff Parish Relations Committee and perform such other duties as may be prescribed by the Church Council. To encourage, strengthen, nurture, support, and respect the pastor and staff and their families. To promote unity in the church. To confer with and counsel the pastor and staff on matters pertaining to their effectiveness in ministry; assessing their gifts and abilities; priorities in the use of gifts, skills, and time; relationships with the congregation; the persons health and self-care, including conditions that may impede their effectiveness of ministry; and to interpret the nature and function of the ministry to the congregation, while interpreting the congregation's needs, values, and traditions to the pastor and staff. The Staff Parish Relations Chairperson and committee shall recommend to the Church Council a written statement of policies and procedures regarding hiring, contracting, evaluating, promoting, retiring, and dismissing staff personnel. To provide evaluation at least annually for the pastor and staff to enhance their effective ministry and to identify continuing educational needs.

4.10 Trustee Chairperson

The Trustee Chairperson shall lead the Board of Trustees in the oversight, care of all real property owned by the church and of all property and equipment acquired by the church or by any group, board, class, commission, or similar organization connected with it and perform such other duties as may be prescribed by the Church Council. The Chairperson and board will oversee the legal description and the reasonable valuation of all real estate owned by the church. The specific name of the grantor in each deed of conveyance of real estate to the church. An inventory and reasonable valuation of all personal property owned by the church. The Chairperson and Board will evaluate all church properties to ensure accessibility and to ensure it is maintained in a proper and safe manner.

4.11 Finance Chairperson. The Finance Chairperson shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws. The Finance Chairperson and Finance Committee shall receive and administer all bequests made to the church, and shall receive and administer all trusts, and shall invest all trust funds of the church in conformity with all applicable laws. The Finance Chairperson and Finance Committee oversee the stewardship of the financial resources of the church as their priority throughout the year, seeking as part of the ministry of discipleship to move members toward tithing and beyond, with an attitude of generosity. The Finance Chairperson and Finance Committee shall compile annually a complete budget of the church and submit it to the Church Council for review and forwarding to the Church-in-Conference for approval and adoption. The Finance Chairperson and Finance Committee shall develop and implement plans that will raise sufficient funds to meet the adopted budget and shall administer the funds received in accordance with instructions from the Church Council. In addition, The Finance Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Church Council Chairperson or the Church Council.

4.12 Church Administrator. The Church Administrator shall (a) keep the minutes of the membership meetings and of the Church Council meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records of the Corporation, (d) keep a register of the contact information of each member; and, in general, perform all duties incident to the office of Church Administrator and such other duties as from time to time may be assigned to him/her by the Church Council Chairperson or by the Church Council. The Church Administrator is responsible for oversight of operations at the church and managing the staff by overseeing daily activities. His/her responsibilities also include working closely with the pastor and supporting his/her needs. The Church Administrator will manage church communications and publications and distributing bulletins and newsletters. Assisting with scheduling meetings, renting church facilities, and enforcing church policies for facility use.

4.13 Compensation. There shall be no compensation of the officers of the Corporation.

4.14 Duties.

- (a) In addition to those duties imposed by these by-laws, church officers shall have those duties which are properly and usually imposed on officers of non-profit, religious organizations.
- (b) A majority of the Church Council are hereby authorized to affix their signatures to such contracts, deed, indentures, notes, certificates, and other papers and documents as may be necessary and proper for any corporate purpose and such signatures together shall be the signature of the corporation.
- (c) The President shall not have the power to borrow money or to purchase real estate or sell or encumber any real estate belonging to the church unless the same is authorized by the Board of Directors.
- (d) The Board of Directors may authorize any officer or employee or agent of the church, in addition to those officers given such authority in these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the church. Such authority shall be confined to specific instances.

4.15 Church Committees.

- (a) Committees may be created or abolished upon a recommendation of the Church Council.
- (b) A recommendation to create a committee shall include a description of the committee's purpose and responsibilities.

4.16 Nominating.

- (a) Except as otherwise provided in these by-laws, the Nominating Committee shall nominate church members to serve on various administrative committees.
- (b) Members of the Nominating Committee serve from January through December of each year. The Vice-Chairperson of the Church Council shall Chair the Nominating Committee.

4.17 Special Committees. The Church Council Chairperson may create and staff ad hoc committees and task forces as needed for special and discrete purposes. Such committees shall disband upon completion of their assigned tasks.

4.18 Personnel.

- (a) The church “Staff” includes all full-time and part-time ministerial and professional employees.
- (b) The “Support Staff” includes the office and clerical staff, custodial staff, nursery workers, etc. Support Staff positions may be created or eliminated by the Chairman of the Staff Parish Relations Committee with the approval of the Staff Parish Relations Committee

4.19 Calling a Pastor.

- (a) When the position of Pastor becomes vacant, the Staff Parish Relations Committee shall interview a minimum of three (3) candidates and select a candidate to serve as Pastor and recommend the candidate to the church-in-conference. The church-in-conference must vote to call the candidate as Pastor.
- (b) The Church Council must approve a compensation package range for the position as part of the annual church budget.

4.20 Calling Ministerial Staff Other Than Pastor. Any assistant Pastor or ministerial staff may be nominated by the Church Council. The church-in-conference must vote to elect, by a majority, Assistant Pastors or ministerial staff.

4.21 Termination of Ministerial Staff. The church-in-conference has the sole authority to terminate a Ministerial Staff Member upon the recommendation of the Staff Parish Relations Committee.

4.24 Church-in-conference.

- (a) The members of the church shall participate in the governance of the church through business meetings (the “church-in-conference”) which shall be held annually.
- (b) The April meeting of the church-in-conference shall also be the annual meeting of the church. Notice of the annual meeting shall be sent to all members at least ten and no more than thirty days before the meeting.
- (c) When they deem it necessary, the Church Council Chairperson may call a special meeting of the church-in-conference.
- (d) The Church Council Chairperson shall call a special meeting of the church-in-conference upon receipt of a written request signed by twenty-five or more members of the congregation. The request shall specifically state the purpose for which the meeting has been requested.
- (e) The Church Council Chairperson shall act as moderator at meetings of the church-in-conference.
- (f) A quorum for all meetings of the church-in-conference shall consist of those members present and voting.
- (g) The business of the church shall be conducted according to Robert’s Rules of Order.

(h) Committees wishing to bring a motion before the church-in-conference shall, whenever possible, first bring the motion before the Church Council. Approval of the Church Council shall not be a prerequisite to presentation of the motion to the church-in-conference.

(i) Church members wishing to bring a motion before the church-in-conference shall, whenever possible, first bring the motion before the Church Council. No church member shall be required to seek Church Council approval before bringing a matter before the church-in-conference.

4.25 Education, Fellowship and Worship.

(a) The congregation shall meet at least once every Sunday for public worship.

(b) The church shall provide Church School classes each Sunday morning.

(c) The congregation shall share the Lord's Supper on one Sunday of each month, and on other special occasions as the Worship Committee shall direct.

ARTICLE V Membership in Denominations and Associations

5.1 Membership. The church may associate and disassociate itself with denominations, associates, alliances, cooperatives and other entities upon a recommendation from the Church Council that is approved by the church-in-conference.

5.2 Representation. The Church Council Chairperson shall nominate members of the church to serve as representatives of the church at meetings of entities of which the church has associated. The nominees shall be approved by a vote of the annual church-in-conference.

ARTICLE VI Church Finances

6.1 Annual Budget.

(a) The Finance Committee in September of each year will prepare a budget for the ensuing fiscal year. The budget shall be submitted to the Church Council for approval and then to the church-in-conference for adoption.

(b) After a budget has been adopted, revisions or amendments to the budget may be made upon a recommendation from the Finance Committee and approval by the Church Council.

6.2 Church Funds.

(a) The Church shall maintain a General Operating Fund and Special Funds. Monies may not be transferred between these funds without the prior approval of the Finance Committee and Church Council.

(b) The Church may maintain such other special or general funds and accounts as the Finance Committee deems necessary.

(c) Non-designated funds shall be deposited in the General Operating Fund.

(d) The Finance Chair, and any other Finance Committee Member designated by the Church Council, may make deposits and endorse or sign drafts, checks and orders for payment of money on behalf of the church.

(e) Budgeted and non-budgeted expenses may be paid out of the General Operating Fund. Budgeted items are those expenses designated in the line item budget adopted by the church. Non-budgeted items include repairs, capital or non-capital purchases for which a specific contribution has been made (e.g., pew, carpet) and expenses for which the church receives whole or partial reimbursement (e.g., youth trips). Capital improvements are considered budgeted items. The Finance Chair shall determine whether an expense is a budgeted or non-budgeted item.

(f) Expenses for budgeted items are paid by the Finance Chair or designee upon receipt of a bill, statement or receipt for services provided or goods purchased. The Finance Chair, with the assistance of the Finance Committee, shall establish procedures for the authorizing payment of such items.

(g) Expenses for non-budgeted items shall be paid by the Finance Chair upon authorization of the Church Council. All non-budgeted expenditures shall be reported to the church-in-conference at the next meeting.

(h) The Finance Chair may disburse unbudgeted funds in the event of an emergency endangering life or property.

ARTICLE VII Contracts, Loans, Checks and Deposits

7.1 Contracts. The Church Council may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Church Council. Such authority may be general or confined to specific instances.

7.3 Checks, Drafts, Etc.. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Finance Committee Chairperson or other such officer or officers, or agent or agents, of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Church Council.

7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Church Council may select.

7.5 Expenditure Limitations. Expenditures of church funds shall require prior approval of the Church Council for any amounts greater than \$2500. Recurring expenditures are exempt from this provision.

ARTICLE VIII
Indemnification of
Officers, Employees and Agents

The Corporation may, to the fullest extent permitted by, and in accordance with the provisions of, the Georgia Business Corporation Code, indemnify each officer or employee or agent of the Corporation against expenses (including attorneys' fees), judgments, taxes, fines, and amounts paid in settlement, incurred by him/her in connection with, and shall advance expense (including attorneys' fees) incurred by him/her in defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which is, or is threatened to be made a party by reason of the fact that he/she is or was an officer or employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Church Council may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized herein.

The indemnification provided for by this Article VII shall not be deemed exclusive of any other rights to which officers or employees or agents of the Corporation may be entitled under any statute, agreement, by-law, or action of the Church Council, or otherwise, and shall continue as to a person who has ceased to be officer or employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in such capacity or arising out of his/her status as such, whether or not the Corporation would have the power or be obligated to indemnify him/her against such liability under the provisions of the Article X or the Georgia Business Corporation Code.

ARTICLE IX
Miscellaneous

9.1 Amendments. The Church Council shall have the power and authority to alter, amend or repeal By-Laws of the Corporation at any regular or special meeting at which a quorum is present by the vote of a majority of the entire Church Council. The By-Laws may be amended by a vote of three-fourths of the members present at a regular or specially called church-in-conference meeting.

9.2 Fiscal Year. The Church Council shall have the power to fix, and from time to time change, the fiscal year of the Corporation.

9.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of these By-Laws, or under the provisions of the Corporation's Articles of Incorporation, or under the provisions of the corporation laws of the State of Georgia, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to giving of such notice.

9.4 Construction. Unless the context specifically requires otherwise, any references in these By-Laws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include the singular.

The above By-Laws of this
Corporation were adopted by the
Church Council on the _____ day of
_____, 2023

Church Administrator