

**BYLAWS FOR**

**FAITH ASSEMBLY**

**WARNER ROBINS**

PO Box 6501

Warner Robins, GA 31095

## CONTENTS

PREAMBLE	3
ARTICLE I. NAME	3
ARTICLE II. PURPOSE AND PREOGATIVES	3
ARTICLE III. AFFILIATION AND RELATIONSHIP	3
ARTICLE IV. PRINCIPLES FOR FELLOWSHIP	4
ARTICLE V. STATEMENT OF FUNDAMENTAL TRUTHS	4
ARTICLE VI. MEETINGS	5
Section 1. Church Services	5
Section 2. Order of Business	5
Section 3. Membership Meetings	5
Section 4. Board of Directors	6
ARTICLE VII. MEMBERSHIP	6
Section 1. Membership Responsibilities	6
Section 2. Active Voting Members	7
Section 3. Membership Process	7
Section 4. Review of Membership	7
Section 5. Inactive Status / Expulsion / Loss of Membership	7
ARTICLE VIII. CORPORATE MANAGEMENT	8
Section 1. Governance	8
Section 2. Leadership Team	8
Section 3. Board of Directors	8
Section 4. Officers	10
Section 5. Duties of Lead Pastor / Corporate President and Chairman of the Board	10
Section 6. The Lead Pastor (Qualifications, Election, Removal, etc.)	10
Section 7. Ministerial Staff	12
Section 8. The Corporate Secretary (Church Secretary)	12
Section 9. The Treasurer	12
ARTICLE IX. DEPARTMENTS, TEAMS, AND COMMITTEES	13
ARTICLE X. COMPENSATION / REMUNERATION	13
ARTICLE XI. PROPERTY AND CONTRACTS	13
ARTICLE XII. DISSOLUTION	14
ARTICLE XIII. RECORDS	14
ARTICLE XIV. INDEMNIFICATION	14
ARTICLE XV. EMERGENCY POWERS	14
Section 1. Definition	14
Section 2. Circumstances	14
Section 3. Process Steps	15
ARTICLE XVI. AMENDMENTS	15

## **PREAMBLE**

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those who have made a profession of faith in and are following Jesus Christ, led by the Holy Spirit according to our distinctive testimony; to assume our share of responsibility for evangelism and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; to train and equip fully developed disciples and followers of Jesus Christ, and to serve our community and minister with the love and compassion of Jesus Christ; we, those whose names appear on the membership roster under the below date, do hereby recognize ourselves as a local, General Council affiliated church as defined in the corresponding The General Council of the Assemblies of God (USA) Constitution and Bylaws and Bylaws of the Georgia District in Macon, Georgia, and declare that we hereby adopt the following articles as bylaws of our church order and submit ourselves to be governed by them.

## **ARTICLE I. NAME**

The name of the corporation, (hereinafter referred to as “church,” “this church,” or “the church”), is **Faith Assembly**, of the city of Warner Robins, county of Houston, state of Georgia.

## **ARTICLE II. PURPOSE AND PREROGATIVES**

The purpose of this church shall be to:

- a. Encourage and promote the evangelism of the world.
- b. Establish and maintain the worship of God.
- c. Provide a basis of fellowship among believers.
- d. Encourage and promote the spiritual growth and discipleship of believers.
- e. Serve the needs of the local community as feasible in any biblically aligned manner and respond to human need with ministries of service and compassion.
- f. Own, hold in trust, use, sell, convey, mortgage, lease or otherwise acquire or dispose of such property (real or chattel) as may be needed for accomplishing the mission of the church.
- g. Govern itself according to the standards of the New Testament Scriptures. (Ephesians 4:3)

## **ARTICLE III. AFFILIATION AND RELATIONSHIP**

While maintaining its rights to sovereignty in the conduct of its own affairs, this church recognizes that it is a mutually supporting member church of the Georgia District, with headquarters at Macon, Georgia, affiliated with the General Council of the Assemblies of God with national office at Springfield, Missouri, and agrees as a condition of affiliation to abide by the Constitution and Bylaws of each organization. This church further declares itself to be in voluntary cooperative fellowship with all other churches that are affiliated with the Georgia District or the General Council and to share in the privileges and responsibilities enjoined by this relationship.

In furtherance of the above relationship, this church will abide by the following:

1. Maintain an active voting membership of at least twenty (20) persons (unless granted an exception by the District Presbytery as per General Presbytery policy).
2. Be able to sustain the requirement for an adequate number of spiritually qualified persons to fill the offices of the church as called for in the General Council of the Assemblies of God Constitution and Bylaws and/or applicable state nonprofit corporation laws.
3. Cooperate in the extension of God's work and Kingdom throughout the world.
4. Support the missionary program of the Georgia District and the General Council.
5. Encourage participation in Georgia District and General Council sessions via duly chosen delegates.
6. Share in support of the Georgia District and the General Council.
7. Invite the counsel of District officers in the event of difficulties or pastoral changes if desired.
8. Recognize that members are expected to resolve disputes with other members or church leadership in a biblical manner, rather than first going to civil courts. (I Corinthians 6:1-11)
9. Recognize that serious disputes between the pastor and the board may require consultation with the Georgia District executive leadership. They may offer counsel, mediation, and/or binding arbitration before a designated panel they shall appoint in lieu of seeking other redress.
10. Recognize that the Georgia District and/or the General Council shall have the right and authority to:  
(a) approve scriptural doctrine and polity; (b) disapprove unscriptural doctrine and polity, as stated in the General Council Constitution and Bylaws or District Bylaws; and (c) withdraw its Certificate of Affiliation, if deemed necessary.

#### **ARTICLE IV. PRINCIPLES FOR FELLOWSHIP**

This church shall as nearly as possible represent the body of Christ as described in the New Testament, recognizing the principles inherent in that body as also inherent in this fellowship, particularly the principles of unity, fellowship, cooperation, and equality.

#### **ARTICLE V. STATEMENT OF FUNDAMENTAL TRUTHS**

This church accepts the Bible as our all-sufficient rule for faith and practice. This church accepts the General Council of the Assemblies of God Statement of Fundamental Truths. The full statement is available at [www.ag.org](http://www.ag.org). This statement is intended simply as a basis of fellowship among us (i.e., that we all speak the same thing, I Corinthians 1:10; Acts 2:42). The phraseology employed in this statement is not inspired or contended for, but the truth set forth is held to be essential to a full-gospel ministry. No claim is made that it contains all biblical truth, only that it covers our need regarding basic biblical doctrines.

## **ARTICLE VI. MEETINGS**

### **Section 1. Church Services**

Meetings for public worship shall be held each Sunday and during the week as may be provided for under the direction of the pastor and the official board.

### **Section 2. Order of Business**

In order to expedite the work of the church business meeting and the Official Board meetings and to avoid confusion in deliberations, all meetings shall be governed by the accepted rules of parliamentary procedure in keeping with the spirit of Christian love and fellowship under the guidance of the Holy Spirit. The parliamentary procedure shall be the *Roberts Rules of Order* (the current edition), and it shall apply when it is not inconsistent with the Bylaws or any special rules of order the church may adopt in the future.

### **Section 3. Membership Meetings**

a. Annual Business Meeting: The annual meeting of the members of this corporation shall be held during the month of February each year. Notice of said meeting shall be provided to the voting membership not less than fourteen (14) days before the date of said meeting.

b. Specially Called Business Meetings: Special meetings of the members of this corporation may be called from time to time at the discretion of the pastor, a majority of the Board of Directors, or by petition listing 30 percent of the active voting members of this church. Notice of special meetings shall be given by the secretary (officer of the Board of Directors) and shall state the purpose or purposes for which the meeting is to be called. Notice of said meeting shall be provided not less than fourteen (14) days before the date of said business meeting. No other business shall be considered at any special meeting other than that described in said notice. Notice may also be given by the pastor or the board to the District leadership if the purpose of the meeting is concerning division, conflict or pastoral leadership. This notification is at the discretion of the pastor or board, or both, and may include a request for a District leader to chair the meeting.

c. Voting Rights: Each voting member shall be entitled to one vote. Voting by proxy or absentee ballot shall not be allowed. (See qualifications for Voting Members Section 2, page 7)

d. Quorum: At least 30 percent of the active voting membership shall be present to constitute a quorum.

e. Adoption: Any action taken by the voting membership requires a majority vote at a meeting in which a quorum is present. (A majority is more than 50%.) The two exceptions are for the election of a new senior pastor and any changes to be made to the Bylaws. These exceptions require at least a two-thirds majority vote.

#### **Section 4. Board of Directors**

a. Deacon Board: The Official Board of Directors of this church shall be called the Deacon Board and its elected members shall be called deacons. It may be referred to throughout this document as the Official Board, the Deacon Board, the Board of Deacons or simply as the board. Its members may be called deacons or simply board members.

b. Regular Meetings: The Board of this corporation shall hold regular monthly meetings (exceptions shall be mutually agreed upon by a majority of the board members because of holidays, schedules, etc.) and such special meetings as they deem necessary for the competent management of the affairs of the corporation.

c. Special Meetings: Special meetings may be called as needed by the lead pastor or a majority of the board members, providing at least one day's notice to all board members. This period may be shortened by mutual consent of all involved. Meetings may be conducted in person or by conference call or by other electronic means. Neither the business to be transacted at the meeting, nor the purpose of the meeting, needs to be specified.

d. Quorum: One-half of all board members shall constitute a quorum, however no decisions shall be made without at least three (3) members of the board present. This should include the pastor unless he or she is unable to attend.

e. Voting: Any action taken by the Official Board requires a majority vote at a meeting in which a quorum is present.

f. Notice and Consent: The board shall not meet without notification to and consent of the pastor. The pastor shall preside at all meetings unless he or she appoints another board member to act in his or her behalf.

#### **ARTICLE VII. CHURCH MEMBERSHIP**

Membership in this church shall be open to all water baptized believers who give evidence of their faith in the Lord Jesus Christ and who voluntarily subscribe to its tenets of faith and agree to be governed by its Bylaws as herein set forth.

##### **Section 1. Membership Responsibilities**

a. Pray regularly for the church and its leadership and ministries (Ephesians 6:18; 2 Thessalonians 1:11-12)

b. Contribute to the life and health of the church by regularly attending services (in person as much as possible, otherwise remotely), serving in ministries, and assisting in outreach efforts (Acts 1:8; Romans 12:3-8; Hebrews 10:24-25; 1 Peter 4:10).

c. Support the church financially through tithes and offerings (1 Corinthians 16:2; 2 Corinthians 9:6-15).

d. Participate in membership meetings to receive reports, vote on matters placed before the membership, and ratify or elect qualified individuals to serve (Acts 6:1-7)

e. Protect the unity of the church by resolving disagreements, misunderstandings, and conflicts as outlined in the Scriptures (Matthew 18:15-17; 1 Corinthians 1:10).

f. Familiarize themselves with the church's spiritual vision, mission, purpose, values, Bylaws, policies and procedures. (Isaiah 30:8; Habakkuk 2:2)

g. Fulfill other responsibilities specifically reserved for members in the Bylaws. (Ecclesiastes 4:9-12)

## **Section 2. Active Voting Members**

All persons who qualify for membership shall constitute the legal voting membership of the church, providing they are living and eighteen (18) years of age or over, who are maintaining a consistent Christian testimony, who are in agreement with our tenets of faith, and who regularly attend church services (as often as possible, with the goal being at least weekly, though exceptions can be made individually by the board for those who cannot attend every week) and financially support the church through tithing

## **Section 3. Membership Process**

Those seeking membership in this church shall make application by meeting with the pastor, attending the church membership class when it is offered, signing the membership agreement, and being approved by the board.

## **Section 4. Review of Membership**

The membership roster shall be reviewed at least thirty (30) days prior to the annual business meeting. The pastor and the board, working together, shall be authorized to revise the membership roll of the church annually, and to remove from the list of active members all names of those who have deceased during the year, together with those who may have been removed from membership due to transfer of membership, relocating to another community, or as noted in the following provisions.

## **Section 5. Inactive Status / Expulsion / Loss of Membership**

Members who shall, without good cause, absent themselves from the services of this church for three (3) consecutive months or more or who may be out of harmony with its teachings or who shall be under charges for misconduct or who may have fallen away from the faith, shall by implementation of the pastor and the board, and by action so stated in the minutes, be placed on inactive membership status (as a nonvoting member) and shall lose any legal standing associated with membership until such a time as the affected members case has become final either by the member's own inaction, or if a review is initiated (by the member), after the case has been fully reviewed by the board. Examples of the above reasons for being placed on inactive status include, but are not limited to, the following: (1) departure from the tenets of faith in Article V; (2) living a sinful life and refusing to change (Galatians 5:19-21; Ephesians 5:3-7; 2 Thessalonians 3:6, 10); and (3) engaging in the disruption of fellowship by sowing discord in the church; showing a non-cooperative attitude, persisting in gossip; or creating trouble in general (Proverbs 6:19; Romans 2:1-3; James 2:2-12).

- a. Notice of Inactive Status: Notice of inactive status and the reasons therefore shall be given to the affected member by certifiable means.
- b. Review: Membership in this church is an ecclesiastical matter and is subject to the Biblical mandates reflected in this document. An individual placed on inactive status or removed from membership may ask for a review and be granted the opportunity to further explain (within seven days of notification) their reasons for inactivity or any other reason given by the board for inactive status or removal from the membership roster. Such information shall be reviewed by the board to render their decision in the matter, and such decision shall be final, without the right of appeal. The affected member has no right to legal action or the presence of an attorney during any review of membership.
- c. Removal: If reinstatement is not granted, the affected person shall immediately be removed from membership in this church and have no further right to appeal or redress in this church, the civil courts, or elsewhere.

## **ARTICLE VIII. CORPORATE MANAGEMENT**

### **Section 1. Governance**

Under the headship of Christ (Ephesians 1:22; Colossians 1:18), the leading of the Holy Spirit, the authority of Scripture (2 Timothy 3:16-17), and the directives of these Bylaws, this church shall be autonomous and self-governing. The active membership shall be the final decision-making body in matters of governance except when certain powers, responsibilities, and doctrinal positions have been so delegated or entrusted to others through the Articles of Incorporation, the Bylaws of this church, or the governing documents of the General Council of the Assemblies of God or the Georgia District.

### **Section 2. Leadership Team**

The Leadership Team of this church consists of the lead pastor (also called the senior pastor or pastor), pastoral staff and the Church Board. The Leadership Team, under direction of the lead pastor, shall establish and keep current the purposes, vision and mission of the church.

### **Section 3. Board of Directors**

This church shall be governed by the Board of Directors, which shall be known as the Official Board, Board of Directors Board or Board of Deacons.

- a. Composition: The Official Board shall consist of, at a minimum, the pastor as chairman and a minimum of three and a maximum of eight board members in addition to the pastor. The pastor sets the agenda for board meetings, with input from other board members when requested in advance, but the pastor only votes when needed to break a tie.
- b. Qualifications: The Official Board shall be persons of mature Christian experience and knowledge, who shall be expected to meet the requirements as set forth in Acts 6 and I Timothy 3. They shall be at least twenty-one (21) years old, and with the exception of the lead pastor, have been voting members of



this church at least one year. Official Board members are expected to be filled with the Holy Spirit, to adhere to biblical standards of leadership and to be consistent tithers.

c. Nominations: The Official Board will be the nominating committee for additional or replacement board members when there are vacancies. At least one name shall be placed on the ballot at any annual or special business meeting. Nominations are not permitted from the floor, and write-in votes will not be considered.

d. Election / Terms of Office: The person(s) thus nominated must receive a simple majority of yes votes cast for each vacant office to constitute ratification/election. Members of the official board shall serve for a period of three (3) years and shall be chosen by the voting members of this church in such a manner that the terms of at least one (1) member shall be ratified each year. Alternating the selection process is to prevent reelection of all board members at the same time. A board member shall serve no more than three (3) consecutive terms followed by a required minimum one (1) year period off the board prior to reelection. If at times there are insufficient numbers of qualified members to serve on the board, this paragraph may be waived by majority vote of the current board members. This action shall be entered into the minutes and discussed as necessary until it can be reinstituted.

e. Duties

1. The internal business affairs of this corporation shall be managed by its board of directors. Individual directors (board members), with the exception of the pastor, may also be called deacons.

2. The Official Board shall be authorized to transact business for this church between annual business meetings, except in those matters which require approval by the voting membership.

3. The board shall be responsible for overseeing the business activities of this corporation, including but not limited to the financial budget, the entering into contracts, owning, holding in trust, using, selling, conveying, mortgaging, leasing or otherwise acquiring or disposing of such property (both real and chattel) as may be needed for the prosecution of its work and consistent with Article XI of these Bylaws. They shall serve as trustees of the corporation and be responsible for maintenance of church buildings and equipment.

4. The board shall act in an advisory capacity with the pastor in all matters pertaining to the church in its spiritual life. They may assist the pastor in ministry as needed or requested and as their own gifts and abilities allow.

5. Conflicts of Interest: Board members shall not be members of the paid pastoral staff. Immediate family members shall not serve on the board simultaneously. Whenever a director or officer has a financial or personal interest in any matter coming before the board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter.

6. The Board shall consider applications for church membership and make decisions with respect to receiving applicants into church membership following completion of the membership process in Article VII section 3.

7. The Board is authorized to appoint such teams or committees as may be necessary for accomplishing the mission of the church. All teams or committees so appointed shall function under the supervision of the board and the pastor.

f. Vacancy: In the event a vacancy occurs on the Board, they shall be empowered to appoint a successor to fill the unexpired term unless such vacancy occurs within thirty (30) days of the next annual or special business meeting of the voting members of the church.

g. Removal: With the exception of the pastor, any member of the Board may be removed with or without cause after prayerful deliberation by a majority vote of those members of the Board constituting a quorum at any board meeting. A majority present at any meeting of the Board members shall constitute a quorum, provided all the members have been notified to be present. Any Board member so removed shall have no right to appeal and another person may be appointed to replace the removed Board member's vacancy.

#### **Section 4. Officers**

a. Officers of this corporation shall consist of a president (who shall be the lead pastor, and who shall also function as the Chairman of the Board), a secretary and a treasurer.

b. The secretary and treasurer shall be selected by a majority vote of Board members at any official Board meeting, and the terms of office shall be decided upon at the time of this selection.

c. All officers shall be members of the Official Board.

#### **Section 5. Duties of the Lead Pastor / Corporate President and Chairman of the Board**

a. The Pastor shall be considered as the spiritual overseer of the church, shall provide vision, and shall facilitate the mission of the church. The Lead Pastor shall not be subordinate to the Board in these matters but shall be open to receive counsel from the Superintendent of the Georgia District of the Assemblies of God or his designated District Officer if such counsel is requested by the church Board. The Pastor shall, however, listen to advice given from the church Board, relying on the Holy Spirit for guidance. In cases of conflict between the Pastor and a majority of the Board, the District office should be contacted for counsel, mediation or intervention.

b. The Pastor may be an ex officio member of all committees and departments.

c. The Pastor shall provide for all the services of the church and shall give or provide for oversight to all events. No person shall be invited to speak or preach in the church without the Pastor's approval.

d. Role of the Chairman of the Board is to set the agenda for all Board meetings

#### **Section 6. The Lead Pastor**

a. Qualifications: The pastoral candidate shall be a credentialed minister with the Assemblies of God who is currently in good standing with the General Council of the Assemblies of God. The candidate must comply with the Scriptural and Assembly of God standards. (I Timothy 3:2-7; Titus 1:6-9; I Peter 5:2-3)

b. Election: The Board shall serve as the pastoral selection committee. After a minister is selected to candidate for the lead pastor position, a service or services shall be scheduled for this person to minister before the congregation. A special business meeting will then be held for the purpose of a vote by the voting membership on said pastoral candidate. A two-thirds affirmative vote at a meeting with a quorum present shall be required for election. In the event the church is temporarily without a pastor, or the Pastor is unable to be present, the Board shall be empowered to provide for its own chairman from its own membership in order to transact business for the church.

c. Term of Office: The tenure of office for the pastor shall be indefinite duration or until removal for cause or by resignation.

d. Vacancy: In the event of a vacancy in the pastorate, a pastor shall be selected in the following manner:

1. The Board shall act as the pastoral search committee. They may contact the District office for counsel or suggestions during the selection process and possibly to request assistance in securing an interim pastor.

2. One candidate at a time shall be selected in order of preference by a majority of the Board. The first shall have the opportunity to minister to the congregation, then to have his or her name submitted for a vote of the membership as soon as possible. If the first candidate does not receive the required vote for election, the next candidate shall then be called and given the opportunity until a pastor is chosen by the church membership.

f. Removal

1. Cause: Pastors may be removed for cause if there are matters affecting his or her ability to lead.

- a. Investigation: In the event charges based on grounds for cause are brought against the Pastor, a preliminary investigation shall be conducted by the Board.

- b. Involvement of the District Office: If such charges indicate possible violations of doctrinal, sexual, moral or ethical standards for an Assemblies of God minister, the Board shall vote on whether to involve the Georgia District of the Assemblies of God. If a majority of the Board decides it is prudent, District Officers shall be notified and shall conduct an investigation and determine if the Pastor is able to continue in office or should face disciplinary charges. If the accusations appear to be groundless by this investigation, the Board shall be notified and the complaint dismissed. If merit is found by this investigation, the church board shall be notified and may consult the District for counsel, mediation or intervention. If substantive issues are found, and such issues could affect the minister's credentials, it becomes the responsibility of the District to further investigate, discipline or resolve.

2. Dismissal: If the matters affecting the Pastor's ability to lead are not based upon moral or ethical charges, but leadership or philosophical issues, the church board may ask for the Lead Pastor's resignation following a majority vote of no confidence from the Board. In the event the Pastor does not resign as requested, the matter may be referred to a hearing through a specially called business meeting before the voting members of the church. This meeting may be chaired by a Board member or a representative of the

Georgia District office, to be determined by a majority of the Board. A majority vote at this meeting in which a quorum is present shall be required to dismiss a pastor and sustain the action of the Board. Note: Only those members actually present for this meeting shall be entitled to cast a vote.

#### **Section 7. Ministerial Staff (May also be referred to as pastoral staff.)**

- a. Qualifications: All ministerial staff must be Spirit-filled believers who are in agreement with the Scriptural and Assembly of God standards of ministry. (I Timothy 3:2-7; Titus 1:6-9; I Peter 5:2-3)
- b. Selection: All ministerial staff shall be chosen by the Pastor and ratified by the Board, which shall also set salaries with the input of the Pastor.
- c. Term of Office / Removal: Any ministerial staff may be removed by the Pastor at will. No ratification of the Board is necessary, as the staff serves primarily under the Pastor's authority. There is no appeal for a minister who has been removed by the Pastor.
- d. Membership: All ministerial staff shall be expected to join the church as members no later than three months after beginning their ministry.

#### **Section 8. The Corporate Secretary (Church Secretary)**

- a. Election: The secretary shall be a Board member elected by a majority vote of the Board members and shall serve an indefinite term in office.
- b. Duties
  - 1. The corporate secretary's duties shall include keeping a true and accurate record of all business meetings of the church and the Board.
  - 2. The corporate secretary shall be the custodian of all legal documents and shall be authorized to sign all official and legal documents, to conduct church correspondence where required, and to perform any other functions as are customary or as may be directed by the church Board.
- c. Removal: The secretary may resign from office but remain on the board (if term allows) after one year of service if he or she so desires or if requested by the Chairman of the Board (the pastor). If the secretary refuses to resign, the removal process from this office would be the same as delineated in Article VIII, Section 3, paragraph **g** of these bylaws, with a majority Board vote.

#### **Section 9. The Treasurer**

- a. Election: The treasurer shall be a Board member elected by a majority vote of the Board members and shall serve an indefinite term of office.
- b. Duties
  - 1. The treasurers duties shall include being the overseer and custodian of all church funds which shall be deposited into bank accounts, following basic policies and principles of accounting for churches /

nonprofits as designated by the Board. These accounting policies shall ensure compliance with IRS regulations governing nonprofit corporations which forbid operations for the benefit of private interests.

2. The treasurer shall be authorized to sign checks or other legal monetary documents and make disposition of funds as may be required for the accurate conduct of church business under the supervision of the Board.

3. The treasurer shall give a financial report to the board at its monthly meeting and to the church at its annual meeting.

4. The clerical duties of the treasurer may be delegated to others following the consultation and consensus of the board.

5. Removal: The removal process shall be the same as that of secretary in Section 8 paragraph c of this Article in these Bylaws.

#### **ARTICLE IX. DEPARTMENTS, TEAMS, AND COMMITTEES**

The Official Board with the Lead Pastor shall appoint such departments, teams and committees as is necessary to accomplish the mission of the church and manage its affairs.

#### **ARTICLE X. COMPENSATION / REMUNERATION**

The Lead Pastor and other persons who are supported in whole or in part by this church shall have such compensation reviewed by the Board annually during the process of yearly budget proposals.

#### **ARTICLE XI. PROPERTY AND CONTRACTS**

All property, real or chattel, shall be held in the name of this corporation, Faith Assembly Warner Robins.

##### **Section 1. Real Property**

No real property of this church shall be purchased, sold, leased, mortgaged or otherwise alienated without same having been authorized by a two thirds majority vote of those active members present and voting at any annual or special business meeting called for such purpose. This does not apply to refinancing an existing mortgage or extension of lines of credit.

##### **Section 2. Personal Property**

The Board shall have authority for all purchases and sale of personal church property (such as vehicles, equipment, etc.) on behalf of the church.

##### **Section 3. Contracts**

The Board shall have authority to negotiate and sign all contracts on behalf of this church and may authorize the president or other officers to do so in writing.

## **ARTICLE XII. DISSOLUTION**

In the event this corporation ceases to function as an Assemblies of God church (disaffiliation) or is dissolved for any reason, its assets shall be distributed to the Georgia District of the Assemblies of God, provided it qualifies at such time for exemption as an organization described in Section 501(c)(3) of the Revenue Code of 1954, as amended, or a successor statute. In the event that the Georgia District of the Assemblies of God does not so qualify, the assets of this corporation shall be distributed to the General Council of the Assemblies of God, provided it so qualifies as delineated above.

## **ARTICLE XIII. RECORDS**

The church shall, pursuant to the provisions of state law, maintain an open records policy for members. However, members' rights to access such records shall not include records containing personal information of a private nature about any specific individual. Such limitations include, but are not limited to, minutes, ministerial, credential and personal files, identity numbers, disciplinary records, individual giving, or compensation records.

## **ARTICLE XIV. INDEMNIFICATION**

The corporation has the power to indemnify (including the power to advance expenses to) its Board members, officers, employees and agents made a party to a legal proceeding, as directed in local or state laws. However, no such indemnity shall indemnify any such Board member, officer, employee or agent from or on account of: (1) acts of omissions of such Board member, officer, employee or agent finally adjudged to be intentional misconduct or a knowing violation of law; or (2) any transaction with respect to which it was finally adjudged that such Board member, officer, employee or agent personally received a benefit in money, property or services to which such person was not legally entitled.

## **ARTICLE XV. EMERGENCY POWERS**

### **Section 1. Definition**

The members of this church recognize that times of local or national emergency may occur, making it impossible to fulfill all of the requirements of these Bylaws or the church's Articles of Incorporation. Times of national, state or local emergency may be called by the president of the United States or the governor of Georgia, or the local, regional, county or city government due to natural disaster (earthquake, flood, storm, etc.), pandemic, war, civil unrest or any unseen emergency of significance.

### **Section 2. Circumstances**

In the event of any emergency as described in Section 1 above, making it impossible to conduct business or services as usual for this church, including any board or membership business meetings, the official Board, or available remaining members of the board, shall be empowered to act as fiduciaries of this church to ensure the continuation of services and business in the most feasible, safe, legal and prudent manner, as good stewards holding to biblical values as outlined in these Bylaws.

### Section 3. Process Steps

- a. Upon an emergency declaration, making it impossible to conduct normal business or services as usual, and pursuant to applicable emergency powers or bylaws of Georgia regarding emergency bylaws, the remaining active Board members shall enact special emergency bylaws and powers as needed to accommodate such an emergency.
- b. By majority vote of the remaining Board members, they shall be granted emergency power to draft and enact any emergency bylaw provision pursuant to the aforementioned state laws. The emergency bylaws may bypass any and all of the current church bylaws as needed in order to comply with all federal and state requirements and/or regulations pertaining to meetings or other accompanying standard operating procedure business of the church such as elections and meetings of any kind.
- c. These emergency bylaws and powers will empower the Board and members of this church to act in any legal, biblical, reasonable and prudent manner they deem necessary to conduct such business that may conflict with current church bylaw provisions or requirements, including, but not limited to normal business operations, providing for congregational services and community care, the suspension of an annual business meeting and/or other regular business until such a time as the current emergency is resolved and emergency measures are lifted.
- d. Once the emergency crisis is declared over by a declaration of the government and/or the church board, then standard operating procedures for this church's business and compliance with regular church bylaws and operations will resume.

### ARTICLE XVI. AMENDMENTS

Amendments to these Bylaws may be made at any annual or special meeting of the voting members of this church, provided notice of proposed amendments in written or electronic format has been made available to the membership no less than two (2) weeks prior to consideration. Such proposed amendments shall be adopted upon receiving a two-thirds vote of legal ballots cast by active members present. **Note:** Only those members present and whose names appear on the active membership roster shall have a right to cast a vote. Absentee ballots or voting by proxy shall not be accepted.