

CONSTITUTION AND BYLAWS
OF
EVERGREEN CHURCH OF PEACHTREE CITY, INC.

Effective as of October 20, 2013

Amended July 12, 2015 (to reflect new name)

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OF
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PREAMBLE

Evergreen Church (referred to herein as either the “Church” or the “Corporation”) is a member congregation since May 1, 2013 of ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (“ECO”), and of the ECO Presbytery exercising ecclesiastical jurisdiction over the Church pursuant to the *Constitution* (the “Presbytery”). As such, the Church subscribes to the ECO *Essential Tenets* and is governed by the ECO *Polity* and *Rules of Discipline*, respectively. The *Essential Tenets, Polity and Rules of Discipline*, as amended from time to time, collectively constitute the ECO *Constitution*, which is incorporated into and made a part of this document.

This corporation shall constitute the Corporation through which the Church shall act legally as described in the *Polity*. The following bylaws set forth provisions for the governance and operation of the Corporation. These bylaws shall at all times be subject to the provisions of the *Constitution*, and the applicable provisions in the *Constitution* shall take priority over any inconsistent provisions in these bylaws. These bylaws are also subject to the Georgia Revised Nonprofit Corporation Act (the “Act”) and the Articles of Incorporation of the Church.

ARTICLE I.

CONGREGATIONAL MEMBERS

Section 1.1 Status and Voting Rights. The congregational members of the Church (referred to in the *Constitution* as covenant partners) shall be those individuals who have been elected to membership by the Session and who have subsequently neither resigned their membership nor been removed from membership by the Session. Each congregational member shall be entitled to one vote on matters requiring membership approval. Without limitation, the following actions require approval of the congregational members:

1. Electing Elders and Deacons.
2. Calling (electing) the senior pastor and associate pastors.
3. Buying, mortgaging, transferring and/or selling real property.
4. Requesting the Presbytery to dismiss the Church to another presbytery of ECO or to another Reformed body.
5. Amending the Church's Articles of Incorporation or these bylaws.

Section 1.2 Meetings. An annual meeting of the congregational members shall be held during the fourth calendar quarter of each year at the time and place as determined by the Session, for the purpose of electing Elders and Deacons (if any Deacons are required), and for the transaction of such other business as may come before the meeting. A special meeting of the congregational members, for any purpose or purposes, may be called by the Session and shall be called by the Session upon the written request of congregational members having at least ten (10%) percent of the votes entitled to be cast at such meetings.

(a) Notice of Meetings. Except as otherwise prescribed by statute, written notice of each meeting of the congregational members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in each prior worship service held in the week of such meeting and in the week prior to such meeting (with each week beginning on a Sunday).

(b) Participation in Meetings. Any or all congregational members may participate in any meeting through the use of any means of communication as determined by Session for such meetings by which all persons participating in the meeting may hear each other during the meeting, and all such participation shall qualify for purposes of establishing a quorum.

(c) Approval of Actions. Except as otherwise provided in these bylaws, Ten (10%) percent of the voting members shall constitute a quorum of the members for action on a matter, and action is approved if the applicable quorum for such matter exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action.

(d) Other. The Session is not required to prepare a members' list in connection with any meeting of the members, and no member shall be entitled to vote by proxy.

ARTICLE II.

SESSION

Section 2.1 General Powers. Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Session.

Section 2.2 Composition. The Session shall consist of the Elders currently in office, the senior pastor and each associate pastor. The number of Elders in office shall be not less than nine as determined from time to time by the Session. The number of Deacons will be determined by the Session as requirements arise. The senior pastor and each associate pastor shall serve as designated members of Session with voting rights.

Section 2.3 Meetings. A regular annual meeting of the Session shall be held at such time and place as may be determined by the Session, for the purpose of appointing additional corporate officers (if any) and for the transaction of such other business as may come before the meeting. The Session may provide by resolution the time and place for the holding of additional regular meetings. Special meetings of the Session may be called by or at the request of the senior pastor, CEO, or 2 or more Elders. The person or persons authorized to call special meetings of the Session may fix the time and place for holding any special meeting of the Session called by them.

(a) Notice of Meetings. Notice of each meeting of the Session stating the date, time and place of the meeting shall be given to each Session member at such Session member's business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Session member). A Session member may waive notice of any meeting as provided in the Act. The manner of notice shall be as determined by Session or the Secretary.

(b) Participation in Meetings. Members of the Session or any team thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication as determined by Session for such meetings by which all Session members participating may hear each other during the meeting.

(c) Quorum and Voting. A majority of the Session members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Session, and the vote of a majority of the Session members present at a meeting at which a quorum is present shall be the act of the Session, unless otherwise required by these bylaws. A Session member participating in a meeting pursuant to paragraph (b) above is deemed to be present at the meeting. No Session member may vote or act by proxy at any meeting of the Session.

Section 2.4 Ministry Teams. The Session may designate from among its members, one or more teams, each of which, to the extent provided in the resolution establishing such ministry teams or these bylaws, shall have and may exercise all of the authority of the Session, except as prohibited by the Act. The delegation of authority to any ministry team shall not operate to relieve the Session or any member of the Session from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any team shall be the same as those set forth in these bylaws or the Act for the Session unless the Session or the ministry team itself determines otherwise.

(a) Trustees. The Trustees shall be a standing ministry team of the Session consisting of three (3) Elders (standing or past) elected by Session to serve on the team. The Trustees shall consist of a CEO (must be a current Session member), a CFO, and a Secretary (must be the current Clerk of the Session). The Trustees shall have and may exercise all of the authority of Session except as prohibited by the Act or by Session and except for the following actions: approval of the budget; any action with respect to a pastor; appointments to any nominating team; election or removal of Trustee members. The Trustees shall maintain a policy manual to provide policy guidelines for the Church. The Clerk of Session shall have custody of the policy manual.

ARTICLE III.

ECCLESIASTICAL OFFICES

Section 3.1 Types of Offices. The Church may have various ecclesiastical offices as set forth in the *Polity*, including pastors, Elders and Deacons. Deacons shall serve in capacities determined by Session in consultation with the Deacons. Except as expressly assigned in these bylaws, no ecclesiastical officer shall, as such, be a corporate officer or have any legal authority with respect to the affairs of the corporation.

Section 3.2 Elections of Elders and Deacons.

(a) Terms.

(i) Elders. The terms of office of the Elders shall be three years commencing on January 1 following the annual meeting in which they are elected. The Elders shall be divided into three classes, with the term of each class expiring in a different year. An Elder elected to fill a vacancy shall have the remaining term of the class to which such Elder is elected. No Elder may serve as an Elder for more than two consecutive terms, except that any partial term served by reason of an increase in the number of Elders or an election to fill a vacancy for an unexpired term, and any terms followed by a period out of office in excess of one year, shall not be counted.

(ii) Deacons. Deacons shall serve three year terms commencing on January 1 following the annual meeting in which they are elected, unless a separate term is designated at their election. Deacons may also be elected at a special meeting for terms designated in connection with such election.

(b) Nominating Ministry Team. A nominating ministry team will consist of no fewer than five (5) congregational members and no fewer than one (1) current Elder, who is appointed by the Session each year and shall serve as Chairperson. The Session shall recommend to the congregation, members in good standing who have a broad knowledge of the membership of the Church, experience in Church ministries, and an understanding of the missional goals of the Church. Members of the nominating ministry team shall serve from their appointment through the subsequent annual meeting of the congregational members. For each annual meeting of the members, the nominating ministry team shall nominate (i) the number of Elder candidates equal to the number of Elders whose terms expire in such year, (ii) one candidate for each vacant Elder office, if any, in a different class, and (iii) the number of candidates for Deacons as determined by Session. The nominating ministry team shall also nominate candidates for election at special meetings to fill vacancies in these offices as necessary. The nominating ministry team may also nominate from among the Elder candidates or continuing Elders one or more individuals to be nominated for election by Session to the Trustees. The nominating committee shall solicit from the congregation names of potential candidates, and shall, if required in the *Polity*, examine individuals prior to their nomination by the committee. Congregational members may nominate other Elder or Deacon candidates at any meeting at which an election of Elders or Deacons is held.

(c) Voting. In an election of Elders or Deacons, those numbers of candidates equaling the number of Elders or Deacons to be elected, having the highest number of votes cast in favor of their election, are elected as Elders or as Deacons. Ten percent (10%) of the congregational members shall constitute a quorum for the election of one or more Elders or Deacons.

Section 3.3 Election of Pastors.

(a) Election and Term. The congregational members shall elect (i.e. call) each senior pastor and each associate pastor at a meeting called by the Session for such purpose. Each such pastor shall not take office, however, until the subsequent appointment (i.e. installation) of such pastor by the Presbytery. Assistant pastors, if any, may be elected solely by the Session. Each pastor shall hold such office until such individual's resignation or removal.

(b) Senior Pastor Nominating Ministry Team. In the event of a current or pending vacancy in the position of senior pastor, the Session shall call a special meeting of the congregational members to elect a senior pastor (or co-pastor) nominating ministry team consisting of no fewer than five (5) congregational members and chaired by a standing Elder. The Session shall nominate candidates to serve and determine the exact number of members for this ministry team. At such special meeting, the congregational members shall vote for ministry team members from the candidates nominated by Session and any other candidates nominated at such meeting. The candidates receiving the most votes shall be elected. Ten percent (10%) of the congregational members shall constitute a quorum for the election of the senior pastor nominating ministry team.

(c) Associate Pastor Nominating Ministry Team. In the event of a current or pending vacancy in a current or a newly created associate pastor position, the Session shall appoint an associate pastor nominating ministry team for such position.

(d) Voting for a Pastor. When a pastor nominating team has determined a candidate, the Session shall call a meeting of the congregational members to vote on such candidate. The candidate shall be elected if the votes cast in favor of the candidate exceed the votes cast against the candidate. Ten percent (10%) of the congregational members shall constitute a quorum for the election of a senior pastor or associate pastor.

Section 3.4 Installation. Installation of pastors required by the Presbytery shall be deemed to have occurred when an individual is appointed to a pastoral office in the Church by a formal vote of the Presbytery, unless the Presbytery action provides otherwise. Such formal vote differs from any worship service celebrating installation. Installation of Elders and Deacons elected at the annual meeting shall be deemed to have occurred at the commencement of the first meeting of Session following January 1. Installation of any Elder or Deacon elected at a special meeting shall be deemed to have occurred at the commencement of the first meeting of Session following such meeting. However, if any Elder or Deacon has not yet been ordained, then installation shall be deemed to have occurred at the commencement of the first meeting of Session following such ordination.

ARTICLE IV.

CORPORATE OFFICERS

Section 4.1 Selection of Officers. The Trustees of the Corporation shall include a CEO, a CFO and a Secretary, each of whom shall be elected for a one year term by the Session. The Session or the Trustees may also appoint such other officers, assistant officers and agents as it may consider necessary or useful. Such other officers shall have terms as may be determined by the Session or the Trustees as applicable. One person may hold more than one office at a time. The CEO must be a current Session member and the secretary must be the Clerk of the Session. Except as otherwise required by the *Constitution*, other corporate officers need not be Session members.

Section 4.2 Authority and Duties of Corporate Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Session or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Senior Pastor. The senior pastor shall, subject to the direction and supervision of the Session: (i) provide Spirit-led vision, leadership and pastoral care for the staff and congregation; (ii) preside at all meetings of the Session and congregational members; (iii) supervise the ministry vision, strategy, and theology of all associate pastors; and (iv) perform all other duties incident to the office of senior pastor and as from time to time may be assigned to such office by the Session.

(b) CEO: The CEO shall, subject to the direction and supervision of the Session: (i) preside at all meetings of the Trustees; (ii) have authority to execute legal instruments and documents on behalf of the Corporation as directed by Session or the Trustees; and (iii) perform all other duties as from time to time may be assigned to such office by the Session or Trustees.

(c) Secretary: The Secretary shall (i) keep the minutes of the proceedings of the Session; (ii) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (iii) be custodian of the Corporate records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the CEO or by the Session.

(d) CFO: The CFO shall (i) be the chief financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Session; (ii) upon request of the Session, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of CFO and such other duties as from time to time may be assigned to such office by the CEO or the Session.

ARTICLE V.

FIDUCIARY MATTERS

Section 5.1 Indemnification. The Corporation shall indemnify each Session member, officer, employee or volunteer of the Corporation while they are serving in that capacity and after they no longer serve in that capacity to the fullest extent permissible under the laws of the State of Georgia, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The Corporation shall pay for or reimburse reasonable expenses incurred by any person identified above who is a party to any proceeding in advance of final disposition of the proceeding to the extent permitted under the laws of the State of Georgia.

Section 5.2 Loans to Session Members and Officers Prohibited. No loans shall be made by the Corporation to any of its Session members or corporate officers. Any Session member or corporate officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof. The advance of expenses by the Corporation to any of its Session members or corporate officers in accordance with Section 7-129-104 of Act shall be deemed not to be a loan prohibited by this section.

Section 5.3 Compensation. Elders shall not receive compensation for their services as Elders. However, Elders shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any non-elder capacity (including any corporate officer role). Any such services and compensation shall comply with the Church's conflicts of interest policy.

Section 5.4 Resignation and Removal. Any officer may resign at any time by giving written notice to the CEO or to the Session. An officer's resignation shall take effect upon receipt by the Church unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. An ecclesiastical officer may be removed at any time by action of the congregational members, subject to any action required by the Presbytery under the

Constitution. In addition, the Session or the Trustees may remove any corporate officer (other than the senior pastor) at any time. Finally, the Session may remove any officer from active participation in the affairs of the Church (other than Session meetings) pending action required for removal from office of such officer.

ARTICLE VI.

AMENDMENT OF CONSTITUTION AND BYLAWS

Section 6.1 Constitution. The *Constitution* may be amended only as set forth in the *Polity*.

Section 6.2 Bylaws and Articles of Incorporation. Provisions of these bylaws may be amended by the congregational members, subject to the following specific requirements for amendment of certain provisions. So long as the Church remains a member congregation of ECO: (i) the Preamble and this Article V shall not be amended without consent of the Presbytery; and (ii) no amendment to the Articles of Incorporation inconsistent with the *Constitution* shall be made.

