

Revisions

Original	Revision
Final Original By-Law Document Rev 09	August 16, 2022
Article VII: Conflict of Interest Section 8 Use of Dual Control	Rev 10 July 25, 2023 Addition of the following paragraph: Use of Dual Control: The corporation requires Dual Control accountability and Separation of Duties as extra layers of protection from account abuse internally, as well as fraud from external parties (who might have gained unauthorized access to an account)-could omit previous clause. Two-person control requires two people to concur to perform a single action. Separation of duties requires that a single person not have the ability to perform two separate actions which, when combined, might pose a business risk.

Article XVII: Cornerstone Children's Center Section 2 Cornerstone Children's Center Board	Rev 11 September 26, 2023 Addition of the following paragraph: Cornerstone Children's Center Board Board Members shall consist of a chairperson, vice chairperson, recording secretary, and not less than seven (7) at large members. The chairperson and vice chairperson shall be members of Vidalia Cornerstone Church. All other members should be diverse in background to include church and non-church members, current and/or past parents, and community members. Board members shall serve a term of three (3) years staggered such that one third of the Board is elected each year. <i>Board members may choose to serve additional consecutive terms.</i> New board members may be nominated by the board and shall be selected by the current Cornerstone Director and Board chairperson. Incoming members will begin in January of the following year, unless replacing an unscheduled vacated seat. Board members may be asked to relinquish his or her seat based on an attendance policy (<i>must attend at least 50% of meetings the previous year</i>). The board shall hold regular meetings, at least every other month or more often as needed.
Article III: Finance Committee Article IV: SPRC Article V: Board of Trustees	Addition of the following sentence: Only one person residing in the same household shall serve on the committee.

Article IV: Staff Parrish Relations Committee	Addition of the following paragraphs. Calling A New Pastor. If needed, employ an Interim Pastor, and recommend compensation, travel, housing, and other financial matters to the church admin council through the finance committee. Form a Pastor Search Committee. Determine member qualifications, size of the committee, member, and alternate member names, as well as Chair, Vice-Chair, and Recording Secretary names to the Admin Council for approval. Representation on the Committee. The members of the Pastor Search Committee should represent the entire church—a healthy cross-section of the membership. As suggested in the selection process above, consider specifying age and gender requirements for representation on the committee. The best Pastor Search Committees are made up of a microcosm of the church membership’s demographics. Expenses for the Committee. All expenses of the Pastor Search Committee members should be paid by the church, including travel expenses/ reimbursements, meals and any other costs incurred to perform this duty. At a regular business meeting, a special budget can be set in place for this purpose. Prayer Support for the Committee. The church should pledge to support the search committee in prayer until a pastor is called. The Sunday morning following the committee’s selection, consider having all committee members come to the front to be recognized and prayed over publicly. Provide oversight and communicate with the Pastor Search Committee on a weekly basis. Provide updates and results of the search committee progress to admin council on a continuing basis.
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Article V: Board of Trustees	Rev 11 September 26, 2023 This includes supervising and maintaining both the physical property of the congregation and gifts made to the congregation so that the ministries of the congregation can be effective, and all legal requirements related to the property are satisfied.
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(NEW) Article VII Executive Council	Rev 11 September 26, 2023 Article VII: Executive Council Section 1 Purpose and Authority: The officers of this corporation/congregation and the lead pastor(s) shall constitute the Executive Council. The Executive Council shall report to the Administrative Council. Section 2 Duties of the Executive Council: The roles and responsibilities of the Executive Council include: Advisory Responsibilities: Serve in an advisory capacity to support the decision-making process of the church admin council, exercising the powers and duties of the Council, when necessary, between meetings of the Admin Council. Serving as advisor and support for the lead pastor(s). Assist in preparing an agenda for each admin council meeting by gathering and evaluating relevant data pertaining to each agenda item. Ad-hoc Committee Management: Create ad-hoc teams/committees as needed to serve the needs of the church. Members of the executive council may be appointed to take on a supervisory role in ad-hoc teams/committees created to spearhead special projects. In this capacity, their main job is to make sure the objectives of the ad-hoc teams/committees are met and serve as an intermediary between the committees' leader and admin council. Policy development: May be appointed to oversee the development of policies spanning a variety of areas, from human resources to ethics to environment to security to regulatory requirements, etc. Aside from these duties, the executive council may be called upon to create and implement
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(NEW) Article VIII: Lay Leader	Rev 11 September 26, 2023 Article VIII: Lay Leader Section 1 Purpose and Authority: Out of the professing membership of the church, the Committee on Lay Leadership shall elect a Lay Leader who shall function as the primary lay representative of the laity in the church. Section 2 Responsibilities of the Position: The lay leader represents the laypeople in the congregation in working with the pastor for the mission and vision of the congregation. The lay leader engages in spiritual practices that build a relationship of attentiveness to God's will and direction. The lay leader represents the laypeople in the congregation and serves as a role model of Christian discipleship for the congregation. The lay leader works with the pastor and other leaders to launch or strengthen ministries that build discipleship. The lay leader assists in advising the church council about opportunities available and the needs expressed for a more effective lay ministry of the church in the community. The lay leader meets regularly with the pastor to discuss the state of the church and the opportunities for ministry to advance the mission and ministry of the congregation in the community. The lay leader is a member of the admin council, the staff-parish relations committee, the finance committee, and the committee on lay leadership. The lay leader is a voting member of the admin council and all named committees above.
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(NEW) Article IX: Committee on Lay Leadership	Rev 11 September 26, 2023 Article IX: Committee on Lay Leadership Section 1 Purpose and Authority: The Committee on Lay Leadership is to present a nomination list for admin council, finance, SPRC, trustee board, lay leader, committee on lay leadership and other determined church committee chairs/members to the Annual Church Conference for approval. The committee works throughout the year to name other leaders for the ministry that fulfills the mission of the congregation. The Senior Pastor works with the Executive Council, the Director of Discipleship, and the At-Large Members. The Committee on Lay Leadership shall report to the Administrative Council. The Committee on Lay Leadership shall serve throughout the year to guide the admin council on matters regarding the leadership (other than employed staff) of the congregation to focus on mission and ministry as the context for service; guide the development and training of spiritual leaders; recruit, nurture, and support spiritual leaders; and assist the admin council in assessing the changing leadership needs of the church. Section 2 Number, Nomination, Election, Term of Office and Duties: The Pastor shall be chair of the committee, the Lay Leader shall be vice-chair who may represent the committee at meetings of the church admin council, and the Director of Discipleship shall be a standing member. There shall be three - five At-Large members on the committee, and one person shall be a young adult. Only one person residing in the same household shall serve on the committee. In order to secure experience and stability, the at-large membership shall be divided into three classes, one of which shall be elected each year for a three-year term. To begin the process of rotation where such has not been in place in the
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(NEW) Article XVIII: Senior Pastor	Rev 12 July 30, 2024 Article XVII: Senior Pastor Section 1: Appointment The Senior Pastor will initially be called by the Members of the Church as follows: a) In the event of a vacancy or expected vacancy in the position of Senior Pastor, the Staff Parish Relations Committee shall form a Pastor Search Committee as set forth in Article IV; b) Based upon its search, the Pastor Search Committee shall nominate one or more Senior Pastor candidates to the Staff Parish Relations Committee for its review and initial consideration of employment terms, if determined appropriate by the Staff Parish Relations Committee; c) If recommended by the Staff Parish Relations Committee and consented to by the Senior Pastor Candidate, the Candidate will be presented to the Administrative Council for consideration of whether to call a Church Conference to vote on calling the Candidate. The Administrative Council may in its discretion require that the Candidate deliver a sermon to the Church body before any Church Conference vote. The Candidate will only be submitted to the Church Members for Church Conference vote if 85% of non-staff members present at a called meeting of Administrative Council vote affirmatively to do so. Staff members may participate in discussion regarding a candidate, but they may not vote on matters related to employment of the Senior Pastor; d) If affirmatively voted upon by Administrative Council as provided above, a special Church Conference of the Members will be scheduled for the purpose of voting “Yes” or “No” on calling the Candidate as Senior Pastor. The Church Secretary shall mail notice of the date, time, and location of the Church Conference to each Member of the Church at least seven calendar days in advance of the Conference. For notice purposes, member names and addresses will be based on the Church’s membership roll as of the date of the Administrative Council’s vote to call a Church Conference. Only Members of the Church as of the date of the Church Conference will be entitled to vote at the Church Conference. No proxies will be permitted. Church Members present will vote by anonymous paper ballot, and the Candidate
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The By-Laws of Vidalia Cornerstone Church, Inc.

A Georgia Non-Profit Corporation

Article I: Purpose

Section 1. Vidalia Cornerstone Church, Inc. (hereinafter "Vidalia Cornerstone Church") is a nonprofit corporation and ecclesiastical body organized exclusively for religious purposes. The purposes for which Vidalia Cornerstone Church is formed include, but are not limited to:

- a) To Help Others Follow Jesus, to promote the worship of the Holy Trinity, to preach the Word of God, to uphold the rich tradition of sacramental practice, to maintain Christian fellowship, to foster the edification of believers, and to welcome and advance the work of the Kingdom of God on earth.
- b) To be obedient to our Lord Jesus Christ's command to "Go and make disciples of all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Spirit, and teaching them to obey everything I [Jesus] have commanded you (Matthew 28:19-20)."
- c) To support disciples of Jesus Christ by proclaiming the good news of salvation through faith in our Lord Jesus Christ, and by exemplifying Jesus' command to love God and neighbor, by any suitable method or media, which includes but is not limited to the following:
 - 1) Connecting disciples who worship Jesus Christ, by using personal evangelism, television and radio, the internet, conventions, preaching, teaching, missions, and other Christian methods.
 - 2) Assisting and furthering the proclamation of Scriptural Christianity through printed and digital material, by providing speakers, mentoring, or coaching, and by other instructional and educational programs which may be deemed necessary or convenient in effecting the above purposes; and
 - 3) Establishing new programs of outreach and ministry, and the strengthening and partnering with existing programs and organizations that have a similar purpose and dedication to presenting Christ as Savior and Lord.
- d) To explore and promote the full ministry of the good and life-giving Holy Spirit throughout the life and work of the church, not least in the entire sanctification of Christian disciples.
- e) To engage in spiritual work and services based upon the authority of the Holy Bible.
- f) Additional general purposes and powers are:
 - 1) To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution,

bequest, or devise; to sell and convert property, both real and personal, into cash, and to use the funds of Vidalia Cornerstone Church and the proceeds, income, rents, issues, and projects derived from any property of the Church for any of the purposes for which the Church is formed.

- 2) To purchase, acquire, own, hold, sell, lease, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership.
- 3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property.
- 4) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision.
- 5) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
- 6) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.
- 7) That the undersigned wish to avail themselves of the provisions of the Georgia Non-Profit Corporation Law.

Section 2

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of Vidalia Cornerstone Church. No part of the net earnings of the Vidalia Cornerstone Church shall ever inure to or for the benefit of or be distributable to its members, Council members, officers, or other private persons, except that Vidalia Cornerstone Church shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

- a) Notwithstanding any other provisions of these Bylaws, Vidalia Cornerstone Church shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law).
- b) In the event of any dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to

any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed as the Administrative Council shall determine, only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, and within the intent of Section 501c3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law); provided, that any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purpose.

Section 3 A, Statement of Faith & Practice has separately been adopted by Vidalia Cornerstone Church.

Article II: Governing Body – Administrative Council

Section 1 **Purpose:** The Administrative Council works with and governs staff leadership and all governance committees (Finance, Staff Parish Relations Committee (SPRC), and Trustees) to provide strategic conversations, planning, effective communication, and updates between committees. They work together to cast vision and make necessary strategic decisions that help the church carry out its mission of helping others follow Jesus.

Section 2 **Number, Nomination, Qualifications and Authority:** The governing authority of this corporation shall reside in an Administrative Council, (hereinafter the “Council”), consisting initially of all current members of the Administrative Council of the Vidalia First United Methodist Church, Inc. for the terms they were elected therein and thereafter as may be determined by the Administrative Council. At no time shall the Administrative Council consist of less than the Senior Pastor and a minimum of twelve (12) Council Members. Elected and ex officio members have voice and vote when the committee meets.

Council Members shall consist of a chairperson, vice chairperson, recording secretary, the Finance committee chairperson, the SPRC chairperson, the Trustees chairperson, Lay Leader(s), and not less than six (6) at large Council Members. Council Members shall serve three-year terms staggered such that one third of the Council is elected each year. Council Members shall be elected by the current Council at its annual meeting each year, as terms expire. Committee chairpersons shall be members of the Administrative Council for as long as they serve in a Chair position, but other members may be approved upon nomination of staff leadership and majority vote of the current council. Each Council Member shall serve a term of three (3) years. Members may be elected for a second consecutive term.

The council will seek to continually consider age, gender, and ministry representation (kids, students, women's, men's, etc.) in its selection of new members. Prior to or in conjunction with installation, newly elected Council Members of the Administrative Council shall affirm their acceptance of the purpose, principles, and mission statement of Vidalia Cornerstone Church.

- Section 3** **Vacancies:** Vacancies on the Administrative Council shall be filled for the remainder of the unexpired term by majority vote of the remaining Council Members at their next official meeting which fulfills the requirements for quorum.
- Section 4** **Removal from Office:** Any member of the Administrative Council may be removed from office, for any reason, by a two-thirds vote of the Council at a regular or special meeting of the Administrative Council. Two unexcused absences from Council meetings within a one-year period may be grounds for removal.
- Section 5** **Regular Meetings:** The Council shall hold regular meetings of which time and place shall be determined by the Council. The order of business at each meeting of the corporation, unless otherwise amended by affirmative, majority vote of all members present, shall be as follows:
- a) Call to order by Chairperson
 - b) Roll call of all members of the Administrative Council
 - c) Minutes of last meeting
 - d) Financial reports & other committee reports
 - e) Old Business
 - f) New Business
 - g) Adjournment
- Section 6** **Annual Meeting:** The Council shall hold its annual meeting in the first quarter of each calendar year, with fourteen (14) days prior notice to be given to the Council Members by the Secretary or the Council Chairperson, and at such time and place may be determined by the Administrative Council. At this time, new members of the Council shall be installed.
- Section 7** **Special Meetings:** Special meetings of the Administrative Council may be called at the discretion of the Senior Pastor, Chairperson, or no less than three (3) Council Members.
- Section 8** **Quorum:** At all meetings of the Administrative Council, the presence of a majority of Council Members shall constitute a quorum for the conduct of business, and the acts of majority of Council Members present at such meetings shall be the acts of the entire Council, except where a larger number is required by law, the Articles of Incorporation, or by these By-laws.
- Section 9** **Parliamentary Procedures:** The parliamentary procedure of the Administrative Council shall be governed by the current edition of Robert's Rules of Order.
- Section 10** **Additional Actions.** The Administrative Council is empowered to create additional standing or ad-hoc committees of the Church from time to time with powers and duration as set by the Administrative Council. In addition, the powers, duties and

interaction of the Committees formed by these By Laws shall be supplemented, as approved by the Administrative Council, by any processes and procedures outlined in any governance documents approved by Vidalia Cornerstone Church as a part of election to join an Orthodox Wesleyan Denomination after passage of these initial By-Laws.

Article III: Finance Committee

Section 1 Purpose and Authority: The Vidalia Cornerstone Church Finance Committee, including the Pastor, staff, and committee chairpersons, shall work with the Church Treasurer, Financial Secretary, to develop an annual budget which shall be approved by Administrative Council. The Finance Committee shall provide the necessary oversight and accountability to apply the budget guidelines to all financial activity exercising sound stewardship. The Finance Committee may arrange for and ensure a financial and accounting audit, or "agreed-upon procedures" engagement of Vidalia Cornerstone Church conducted annually by an independent third party specializing in financial and accounting audits. Additionally, the Finance Committee will encourage its congregation in financial stewardship. The Finance Committee shall report to the Administrative Council.

Section 2 Number, Nomination, Election and Term of Office:

- a) The Finance Committee (hereinafter referred to as Finance Committee) reports to the Administrative Council and shall consist of not less than three (3) members and no more than nine (9) members. In addition to these voting members, Finance Committee Members will consist of chairperson, vice chairperson, recording secretary, the Lay Leader(s), Senior Pastor, Chair of Trustees, and Chair of SPRC, Chair of Admin Council, Chair of Cornerstone Board, Church Treasurer, Assistant Church Treasurer, and Financial Secretary. Elected and ex officio members have voice and vote when the committee meets. The Financial Secretary has voice but no vote.
- b) The members of the Finance Committee shall be nominated by the Committee on Lay Leadership. Only one person residing in the same household shall serve on the committee.
- c) Finance Committee members serve as follows: Three shall serve for three (3) years, three shall serve for two (2) years and three shall serve for one (1) year. Thereafter, Finance and Stewardship Committee Members shall be elected by the Administrative Council at its annual meeting each year, as terms expire. Committee chairpersons shall be members of the Administrative Council. Each Committee Member shall serve a term of three (3) years. Members may be elected for a second consecutive term. A minimum of two (2) members and a maximum of four (4) members shall serve in each class.
- d) Prior to or in conjunction with installation, newly elected Committee Members of the Finance Committee shall affirm their acceptance of the purpose, principles, and mission statement of Vidalia Cornerstone Church.

- e) Any member of the Finance Committee may be removed from office, for any reason, by a two-thirds vote of the Committee at a regular or special meeting of the Finance Committee or Administrative Council. Two unexcused absences from Committee meetings within a one-year period may be grounds for the removal.

Section 3 **Vacancies:** Vacancies on the Finance Committee shall be filled for the remainder of the unexpired term by majority vote of the remaining Finance Committee Members at their next official meeting which fulfills the requirements for quorum.

Section 4 **Removal from Office:** Removal of a member of the Finance Committee shall require two-thirds vote of the Finance Committee or the Administrative Council.

Section 5 **Regular Meetings:** The Finance Committee shall hold regular meetings, at least quarterly, of which time and place shall be determined by the Committee.

Section 6 **Special Meetings:** Special meetings of the Finance Committee may be called at the discretion of the Senior Pastor, Chairperson, or no less than three (3) Committee Members.

Section 7 **Quorum:** At all meetings of the Finance Committee the presence of a majority of Committee Members shall constitute a quorum for the conduct of business, and the acts of majority of Committee Members present at such meetings shall be the acts of the entire Committee, except where a larger number is required by law, the Articles of Incorporation, or by these By-laws.

Section 8 **Parliamentary Procedures:** The parliamentary procedure of the Finance Committee shall be governed by the current edition of Robert's Rules of Order.

Article IV: Staff Parish Relations Committee

Section 1 **Purpose and Authority:** The Senior Pastor works with the Staff Parish Relations Committee (herein called SPRC), to fulfill legal, ethical, and practical responsibilities related to staff. The SPRC shall report to the Administrative Council.

Section 2 **Number, Nomination, Election and Term of Office:**

- a) The SPRC shall report to the Administrative Council and shall consist of not less than three (3) members and no more than nine (9) members. In addition to these voting members, SPRC Members will consist of the chairperson, vice chairperson, recording secretary, Lay Leader(s), and Senior Pastor. Elected and ex officio members have voice and vote when the committee meets. The Senior Pastor has voice but no vote.
- b) The members of the Finance Committee shall be nominated by the Committee on Lay Leadership. Only one person residing in the same household shall serve on the committee.
- c) SPRC members serve as follows: Three shall serve for three (3) years, three shall serve for two (2) years and three shall serve for one (1) year. Thereafter, SPRC Members shall be elected by the Administrative Council at its annual meeting each

year, as terms expire. Committee chairpersons shall be members of the Administrative Council. Each Committee Member shall serve a term of three (3) years. Members may be elected for a second consecutive term. A minimum of two (2) members and a maximum of four (4) members shall serve in each class.

- d) Prior to or in conjunction with installation, newly elected Committee Members of the SPRC shall affirm their acceptance of the purpose, principles, and mission statement of Vidalia Cornerstone Church.
- e) Any member of the SPRC may be removed from office, for any reason, by a two-thirds vote of the Committee at a regular or special meeting of the SPRC or Administrative Council. Two unexcused absences from Committee meetings within a one-year period may be grounds for the removal.

Section 3 **Vacancies:** Vacancies on the SPRC shall be filled for the remainder of the unexpired term by majority vote of the remaining SPRC members at their next official meeting which fulfills the requirements for quorum.

Section 4 **Removal from Office:** Removal of a member of the SPRC Committee shall require two-thirds vote of the SPRC or the Administrative Council.

Section 5 **Regular Meetings:** The SPRC shall hold regular meetings, at least quarterly, of which time and place shall be determined by the Committee.

Section 6 **Special Meetings:** Special meetings of the SPRC may be called at the discretion of the Senior Pastor, Chairperson, or no less than three (3) Committee Members.

Section 7 **Quorum:** At all meetings of the SPRC the presence of a majority of Committee Members shall constitute a quorum for the conduct of business, and the acts of majority of Committee Members present at such meetings shall be the acts of the entire Committee, except where a larger number is required by law, the Articles of Incorporation, or by these By-laws.

Section 8 **Parliamentary Procedures:** The parliamentary procedure of SPRC shall be governed by the current edition of Robert's Rules of Order.

Section 9 **Calling A New Pastor.** If needed, employ an Interim Pastor, and recommend compensation, travel, housing, and other financial matters to the church admin council through the finance committee.

Form a Pastor Search Committee by determining member qualifications, size of the committee, member, and alternate member names, as well as Chair, Vice-Chair, and Recording Secretary names to the Admin Council for approval.

Representation on the Committee. The members of the Pastor Search Committee should represent the entire church—a healthy cross-section of the membership. As suggested in the selection process above, consider specifying age and gender

requirements for representation on the committee. The best Pastor Search Committees are made up of a microcosm of the church membership's demographics.

Expenses for the Committee. All expenses of the Pastor Search Committee members should be paid by the church, including travel expenses/reimbursements, meals and any other costs incurred to perform this duty. At a regular business meeting, a special budget can be set in place for this purpose.

Prayer Support for the Committee. The church should pledge to support the search committee in prayer until a pastor is called. The Sunday morning following the committee's selection, consider having all committee members come to the front to be recognized and prayed over publicly.

Provide oversight and communicate with the Pastor Search Committee on a weekly basis.

Provide updates and results of the search committee progress to admin council on a continuing basis.

Article V: Board of Trustees

Section 1 Purpose and Authority: The Senior Pastor works with the Board of Trustees (hereinafter called Trustees), to fulfill all physical plant responsibilities including the development of an annual capital budget. (This includes supervising and maintaining both the physical property of the congregation and gifts made to the congregation so that the ministries of the congregation can be effective, and all legal requirements related to the property are satisfied.) The Trustees shall report to the Administrative Council.

Section 2 Number, Nomination, Election and Term of Office:

- a) The Trustees shall report to the Administrative Council and shall consist of not less than three (3) members and no more than ten (10) voting members. In addition to these members, Trustee Members will consist of the Senior Pastor and the Director of Facilities, who have voice but no vote. Annually, during the fourth quarter, the Trustees shall elect a chairperson, a vice chairperson, and a recording secretary for the upcoming year.
- b) The members of the Finance Committee shall be nominated by the Committee on Lay Leadership. Only one person residing in the same household shall serve on the committee.
- c) Trustee members serve as follows: three shall serve for three (3) years, three shall serve for two (2) years and three shall serve for one (1) year. Thereafter, Trustee Members shall be elected by the Administrative Council at its annual meeting each year, as terms expire. Committee chairpersons shall be members of the Administrative Council. Each Committee Member shall serve a term of three (3) years. Members may be elected for a second consecutive term. A minimum of two (2) members and a maximum of four (4) members shall serve in each class.

- d) Prior to or in conjunction with installation, newly elected Committee Members of the Trustees shall affirm their acceptance of the purpose, principles, and mission statement of Vidalia Cornerstone Church.
- e) Any member of the Trustees may be removed from office, for any reason, by a two-thirds vote of the Committee at a regular or special meeting of the Trustees or Administrative Council. Two unexcused absences from Committee meetings within a one-year period may be grounds for the removal.

Section 3 **Vacancies:** Vacancies on the Trustees shall be filled for the remainder of the unexpired term by majority vote of the remaining Trustee members at their next official meeting which fulfills the requirements for quorum.

Section 4 **Removal from Office:** Removal of a member of the Trustees shall require two-thirds vote of the Trustees or the Administrative Council.

Section 5 **Regular Meetings:** The Trustees shall hold regular meetings, at least quarterly, of which time and place shall be determined by the Committee.

Section 6 **Special Meetings:** Special meetings of the Trustees may be called at the discretion of the Senior Pastor, Chairperson, or no less than three (3) Committee Members.

Section 7 **Quorum:** At all meetings of the Trustees Committee the presence of a majority of Committee Members shall constitute a quorum for the conduct of business, and the acts of majority of Committee Members present at such meetings shall be the acts of the entire Committee, except where a larger number is required by law, the Articles of Incorporation, or by these By-laws.

Section 8 **Parliamentary Procedures:** The parliamentary procedure of the Trustees shall be governed by the current edition of Robert's Rules of Order.

Article VI: Officers

- Section 1 Election and Term of Office:** The Administrative Council shall appoint in the 4th quarter each year, a President, Vice-President, Secretary and Treasurer. Term of office for all officers shall be one (1) year, commencing January 1st and concluding December 31st each year.
- Section 2 Duties of the President: (Administrative Council Chair)**
- a) Conduct the annual meeting of the Administrative Council;
 - b) Appoint committees with the approval of the Council;
- Section 3 Duties of the Vice-President: (SPR Chair)**
- a) Perform all duties usually performed by the President during the absence or disability of the President; and
 - b) Perform any other duties as may be required by these By-Laws or the Administrative Council.
- Section 4 Duties of the Secretary: (Board of Trustees Chair)**
- a) Perform all duties usually performed by the Vice-President during the absence or disability of the Vice-President; and
 - b) Be responsible for all correspondence except as otherwise prescribed by the Administrative Council; and
 - c) Perform any other duties and functions customarily pertaining to this office or as prescribed by the Administrative Council.
- Section 5 Duties of the Treasurer: (Finance Chair)**
- a) Oversee an account of all transactions as Treasurer and of the financial condition of the corporation whenever necessary; and
 - b) Oversee any and all records required of a non-profit charitable organization by the Internal Revenue Service to allow donors to deduct donations from their taxable income.
- Section 6** Unless otherwise determined by the Administrative Council, the Chair of the Administrative Council shall also serve as President of the Corporation, the Chair of the Board of Trustees shall serve as the Secretary of the Corporation and the Chair of the Finance Committee shall serve as Treasurer of the Corporation.

Article VII: Executive Council

Section 1 Purpose and Authority: The officers of this corporation/congregation and the lead pastor(s) shall constitute the Executive Council. The Executive Council shall report to the Administrative Council.

Section 2 Duties of the Executive Council:

The roles and responsibilities of the Executive Council include:

Advisory Responsibilities:

Serve in an advisory capacity to support the decision-making process of the church admin council, exercising the powers and duties of the Council, when necessary, between meetings of the Admin Council.

Serving as advisor and support for the lead pastor(s).

Assist in preparing an agenda for each admin council meeting by gathering and evaluating relevant data pertaining to each agenda item.

Ad-hoc Committee Management:

Create ad-hoc teams/committees as needed to serve the needs of the church. Members of the executive council may be appointed to take on a supervisory role in ad-hoc teams/committees created to spearhead special projects. In this capacity, their main job is to make sure the objectives of the ad-hoc teams/committees are met and serve as an intermediary between the committees' leader and admin council.

Policy development:

May be appointed to oversee the development of policies spanning a variety of areas, from human resources to ethics to environment to security to regulatory requirements, etc.

Aside from these duties, the executive council may be called upon to create and implement strategy, budget, procedures, and operational plans of the organization. In addition to fulfilling its objectives, the executive council must act while balancing laity interests, maintaining integrity, and planning for the future of the organization.

Article VIII: Lay Leader

Section 1 Purpose and Authority: Out of the professing membership of the church, the Committee on Lay Leadership shall elect a Lay Leader who shall function as the primary lay representative of the laity in the church.

Section 2 Responsibilities of the Position:

The lay leader represents the laypeople in the congregation in working with the pastor for the mission and vision of the congregation.

The lay leader engages in spiritual practices that build a relationship of attentiveness to God's will and direction.

The lay leader represents the laypeople in the congregation and serves as a role model of Christian discipleship for the congregation.

The lay leader works with the pastor and other leaders to launch or strengthen ministries that build discipleship.

The lay leader assists in advising the church council about opportunities available and the needs expressed for a more effective lay ministry of the church in the community.

The lay leader meets regularly with the pastor to discuss the state of the church and the opportunities for ministry to advance the mission and ministry of the congregation in the community.

The lay leader is a member of the admin council, the staff-parish relations committee, the finance committee, and the committee on lay leadership. The lay leader is a voting member of the admin council and all named committees.

Article IX: Committee on Lay Leadership

Section 1 Purpose and Authority: The Committee on Lay Leadership is to present a nomination list for admin council, finance, SPRC, trustee board, lay leader, committee on lay leadership and other determined church committee chairs/members to the Annual Church Conference for approval. The committee works throughout the year to name other leaders for the ministry that fulfills the mission of the congregation. The Senior Pastor works with the Executive Council, the Director of Discipleship, and the At-Large Members. The Committee on Lay Leadership shall report to the Administrative Council. The Committee on Lay Leadership shall serve throughout the year to guide the admin council on matters regarding the leadership (other than employed staff) of the congregation to focus on mission and ministry as the context for service; guide the

development and training of spiritual leaders; recruit, nurture, and support spiritual leaders; and assist the admin council in assessing the changing leadership needs of the church.

Section 2 Number, Nomination, Election, Term of Office and Duties:

- a) The Pastor shall be chair of the committee, the Lay Leader shall be vice-chair who may represent the committee at meetings of the church admin council, and the Director of Discipleship shall be a standing member. There shall be three - five at-large members on the committee, and one person shall be a young adult. Only one person residing in the same household shall serve on the committee.
- b) In order to secure experience and stability, the at-large membership shall be divided into three classes, one of which shall be elected each year for a three-year term. To begin the process of rotation where such has not been in place, in the first year, one class shall be elected for one year, one class for two years, and one class for three years. Each year's new class, and vacancies at the time of annual church conference, shall be elected through the recommendation of the committee on lay leadership.
- c) Any member of the committee on lay leadership may be removed from office, for any reason, by a two-thirds vote of the Committee at a regular or special meeting of the committee or by the Administrative Council. Two unexcused absences from Committee meetings within a one-year period may be grounds for the removal.

Section 3 Vacancies: When vacancies occur during the year, nominees shall be elected by the committee on lay leadership and presented to the admin council for approval.

Section 4 Removal from Office: Removal of a member of the Committee on Lay Leadership shall require two-thirds vote of the committee or the Administrative Council.

Section 5 Special Meetings: Special meetings of the Committee on Lay Leadership may be called at the discretion of the Senior Pastor, Chairperson, or no less than three (3) Committee Members.

Section 7 Quorum: At all meetings of the Committee on Lay Leadership the presence of a majority of Committee Members shall constitute a quorum for the conduct of business, and the acts of majority of Committee Members present at such meetings shall be the acts of the entire Committee, except where a larger number is required by law, the Articles of Incorporation, or by these By-laws.

Section 8 Parliamentary Procedures: The parliamentary procedure of Committee on Lay Leadership shall be governed by the current edition of Robert's Rules of Order.

Article X: Conflict of Interest

Section 1 **Purpose:** The purpose of this provision of the bylaws is to protect this tax-exempt organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of any Employee, Director, Officer, Administrative Council member or Committee Member of Vidalia Cornerstone Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 **Definitions:** For purposes of this Article, the following terms shall have the following meanings:

- a) Interested Person. Any Employee, Director, Officer, Administrative Council member or Committee Member of Vidalia Cornerstone Church with governing Council delegated powers, who has a direct or indirect financial or other interest, as defined below is an "interested person."
- b) Financial or Other Interest. A person has a financial or other interest if the person has, directly or indirectly, through business, investment, or family:
 - 1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement; or
 - 2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - 4) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Council or committee decides that a conflict of interest exists.
 - 5) Other interest would include but not be limited to issues such as volunteering, board membership, or participation in potential organizations that would place the individual in a position of authority or influence.

Section 3 **Procedures:**

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or other potential interest and be given the opportunity to disclose all material facts to the Council Members and considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial or other potential interest and all material facts, and after any discussion with the interested person, he/she shall leave the Council meeting while the determination of

a conflict of interest is discussed and voted upon. The remaining Council members shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest.

- 1) An interested person may make a presentation at the Council meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairperson of the Administrative Council shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3) After exercising due diligence, the Administrative Council shall determine whether the corporation can obtain with reasonable efforts an equivalent or more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Administrative Council shall determine by a majority vote of the disinterested Council Members whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.

d) Violations of the Conflicts of Interest Policy

- 1) If the Administrative Council has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Administrative Council or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 **Records of Proceedings:** The minutes of the Administrative Council shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 **Compensation:**

- a) A Council Member who receives compensation, directly or indirectly, from the corporation for service is precluded from voting on matters pertaining to that member's compensation.
- b) A Council Member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 6 **Annual Statements:** Each Council Member, principal officer, and member of a committee with governing Council delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Understands the corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 **Periodic Reviews:** To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews, by the Administrative Council, shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable and are the result of arms-length bargaining.
- b) Whether partnership and joint venture arrangements and arrangements with management service organizations and religious organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes, and do not result in inurement or impermissible private benefit.

Section 8 **Use of Dual Control:** The corporation requires Dual Control accountability and Separation of Duties as extra layers of protection from account abuse internally, as well as fraud from external parties (who might have gained unauthorized access to an account)-could omit previous clause. Two-person control requires two people to concur to perform a single action. Separation of duties requires that a single person not have the ability to perform two separate actions which, when combined, might pose a business risk.

Article XI: Indemnification of Employees, Officers, Directors, Council and Committee Members

Section 1 **Definitions:** For purposes of this Article, the following terms shall have the following meanings:

- a) "Liabilities" and "Expenses" shall mean monetary obligations incurred by or on behalf of an Employee, Officer, Director, Council or Committee Member or an officer in connection with the investigation, defense, or appeal of a Proceeding (as defined

below) or in satisfying a claim there under and shall include but not limited to attorneys' fees; amounts of judgments, fines, or penalties; and amounts paid in settlement by or on behalf of an Employee, Officer, Director, Council or Committee Member.

- b) "Other Enterprise" shall mean any corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, for which an Employee, Officer, Director, Council or Committee Member is or was serving, at the request of the Vidalia Cornerstone Church, as a Committee Member, Council Member, officer, partner, trustee, employee, or agent.
- c) "Proceeding," shall mean any claim, action, suit, or proceeding (whether brought by or in the right of Vidalia Cornerstone Church or Other Enterprise or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, and whether actual or threatened or in connection with an appeal relating thereto, in which an Employee, Officer, Director, Council or Committee Member may become involved, as a party or otherwise (i) by reason of being or having been an Employee, Officer, Director, Council or Committee Member of Vidalia Cornerstone Church (and, if applicable, an employee or agent of Vidalia Cornerstone Church) or a Committee or Council Member, officer, partner, trustee, employee, or agent of an Other Enterprise or arising out of his or her status as such or (ii) by reason of any past or future action taken or not taken by an Employee, Officer, Director, Council or Committee Member in any such capacity, whether or not he or she continues to be such at the time he or she incurs Liabilities and Expenses on account of the Proceeding.

Section 2

Indemnification: If an Employee, Officer, Director, Council or Committee Member is made a party to or threatened to be made a party to any Proceeding relating to his or her employment or volunteer efforts on behalf of Vidalia Cornerstone Church, Vidalia Cornerstone Church shall indemnify the Employee, Officer, Director, Council or Committee Member against Liabilities and Expenses incurred by him or her in connection with such Proceeding in the following circumstances and with the following exceptions.

- a) If an Employee, Officer, Director, Council or Committee Member has been wholly successful on the merits or otherwise with respect to any such Proceeding, he or she shall be entitled to indemnification for Liabilities and Expenses as a matter of right.
- b) To be entitled to indemnification pursuant to this Section, the Employee, Officer, Director, Council or Committee Member must notify the Corporation of the commencement of the Proceeding in accordance with Section five (5) of this Article and request indemnification. A review of the request for indemnification and the facts and circumstances underlying the Proceeding shall be made by the Administrative Council pursuant to one of the following procedures:
 - 1) by the Administrative Council, by a majority vote from among the Members who are not parties to, or who have been wholly successful with respect to, such Proceeding, may vote to approve or deny indemnification of the Employee, Officer, Director, Council or Committee Member.

- 2) if such quorum cannot be obtained, by a majority vote of a committee duly designated by the Chairperson (in the designation of which, Council Members who are parties to such Proceeding may participate), consisting solely of two or more members who are not parties to, or who have been wholly successful with respect to, such Proceeding; or
- 3) by independent legal counsel selected by a majority vote from among the Council Members who are not parties to, or who have been wholly successful with respect to, such Proceeding. Any determination made in accordance with the above procedures shall be binding on Vidalia Cornerstone Church.
- 4) if several claims, issues, or matters of action are involved, a Council Member or officer may be entitled to indemnification as to some matters even though he or she is not entitled to indemnification as to other matters.

Section 3 **Prepaid Liabilities and Expenses:** The Liabilities and Expenses that are incurred or are payable by an Employee, Officer, Director, Council or Committee Member in connection with any Proceeding shall be paid by the Church in advance, with the understanding and agreement between such Employee, Officer, Director, Council or Committee Member and the Church that, in the event it may ultimately be determined as provided herein that the Employee, Officer, Director, Council or Committee Member was not entitled to be indemnified or was not entitled to be fully indemnified, the Employee, Officer, Director, Council or Committee Member shall repay to the Church such amount, or the appropriate portion thereof, so paid or advanced.

Section 4 **Exceptions to Indemnification:** Notwithstanding any other provisions of this Article to the contrary, the Corporation shall not indemnify an Employee, Officer, Director, Council or Committee Member for any Liabilities and Expenses for which payment is made to or on behalf of an Employee, Officer, Director, Council or Committee Member under an insurance policy, except in respect to any excess beyond the amount of payment under such insurance policy. In addition, an Employee, Officer, Director, Council or Committee Member shall not be entitled to indemnification under this provision if the Employee, Officer, Director, Council or Committee Member was engaged in any criminal activity, gross negligence, willful or reckless conduct as determined by the Administrative Council. Further, the Church may withdraw indemnity should the Employee, Officer, Director, Council or Committee Member fail to fully cooperate in his or her defense of the Proceeding, as determined by the Administrative Council.

Section 5 **Notification and Defense of Proceeding:** Promptly, and no later than fifteen (15) days after receipt by an Employee, Officer, Director, Council or Committee Member of notice of the commencement of any Proceeding, the Employee, Officer, Director, Council or Committee Member will, if a request for indemnification in respect thereof is to be made against the Church under this Section, notify the Church of the commencement thereof; but the failure to so notify the Church will not relieve it from obligation that it may have to the Employee, Officer, Director, Council or Committee Member under this Section or otherwise. With respect to any such Proceeding as to which the Employee, Officer, Director, Council or Committee Member notifies the Church of the commencement thereof.

- a) The Church will be entitled to tender the claim to its insurer and / or participate therein at its own expense; and
- b) Except as otherwise provided below, to the extent that it may so desire, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the Employee, Officer, Director, Council or Committee Member. After notice from the Church to the Employee, Officer, Director, Council or Committee Member of its election to assume the defense of the Employee, Officer, Director, Council or Committee Member in the Proceeding, the Church will not be liable to the Employee, Officer, Director, Council or Committee Member under this Section for any legal or other Expenses subsequently incurred by the Employee, Officer, Director, Council or Committee Member in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. The Employee, Officer, Director, Council or Committee Member shall have the right to employ counsel in such Proceeding, but the Expenses of such counsel incurred after notice from the Church of its assumption of the defense thereof shall be at the expense of the Employee, Officer, Director, Council or Committee Member unless:
 - 1) The employment of counsel by the Employee, Officer, Director, Council or Committee Member has been authorized by the Church.
 - 2) The Employee, Officer, Director, Council or Committee Member shall have reasonably concluded that there may be a conflict of interest between the Church and the Employee, Officer, Director, Council or Committee Member in the conduct of the defense of such Proceeding; or
 - 3) The Church shall not, in fact, have employed counsel to assume the defense of such Proceeding in each of which cases the Expenses of counsel employed by the Employee, Officer, Director, Council or Committee Member shall be paid by the Church.
 - 4) The Church shall not be entitled to assume the defense of any Proceeding brought by or in the right of the Corporation or was to which the Employee, Officer, Director, Council or Committee Member shall have made the conclusion provided for in Section 5(b)(2) above.
- c) The Corporation shall not be liable to indemnify an Employee, Officer, Director, Council or Committee Member under this Article VIII for any amounts paid in settlement of any Proceeding without the Church's prior written consent. The Church shall not settle any action or claim in any manner that would impose any penalty or limitation on an Employee, Officer, Director, Council or Committee Member without the Employee, Officer, Director, Council or Committee Member's prior written consent. Neither the Church nor an Employee, Officer, Director, Council or Committee Member will unreasonably withhold its or his or her consent to any proposed settlement.

Section 6

Other Rights and Remedies: The rights of indemnification provided under this Article VIII are not exhaustive and shall be in addition to any rights to which an Employee,

Officer, Director, Council or Committee Member may otherwise be entitled by contract or as a matter of law. Irrespective of the provisions of this Article VIII, the Church may, at any time and from time to time, indemnify Employee, Officer, Director, Council or Committee Member and other persons to the full extent permitted by law, whether about past or future matters.

Section 7 **Continuation of Indemnity:** All obligations of the Corporation under this Section shall survive the termination of an Employee, Officer, Director, Council or Committee Member's service in any capacity covered by this Article VIII.

Section 8 **Insurance:** The Corporation may purchase and maintain insurance on behalf of any Employee, Officer, Director, Council or Committee Member or other person or any person who is or was serving at the request of the Church as an Employee, Officer, Director, Council or Committee Member or agent of an Other Enterprise against liability asserted against such person and incurred by such person in any capacity or arising out of his and her status as such, whether or not the Church would have the power to indemnify such person against such liability under the provisions of applicable statutes, this Article, or otherwise.

Section 9 **Benefit:** The provisions of this Article VIII shall inure to the benefit of each Council Member or officer and his or her respective heirs, personal representatives, and assigns and the Corporation, its successors and assigns.

Section 10 **Severability:** In case any one or more of the provisions contained in this Article VIII shall, for any reason, be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision of this Article VIII, but this Article VIII shall be construed as if such invalid, illegal, or unenforceable provision or provisions had never been contained herein.

ARTICLE XII: Church Membership

Section 1 **Membership:** Members of Vidalia Cornerstone Church shall be made up of those who have accepted Christ as their Savior, been baptized, are in accord with the Statement of Faith of Vidalia Cornerstone Church and have taken the vow of membership.

Section 2 **Duties of Members:** Prior to or in conjunction with membership, individuals must attend a Newcomer Orientation (or equivalent), meet with a member of the pastoral staff, and agree to membership vows in front of the congregation at a worship service of Vidalia Cornerstone Church. Members of the church vow to support the church through their prayers, presence, gifts, service, and witness. Upon joining Vidalia Cornerstone Church, members are expected to be an active participant in weekly worship, find a place within the church to volunteer, and actively seek an adult discipleship community or similar small group.

Section 3 **Removal of Members:** Any Member may be removed from membership by death, notice of withdrawal to the Church or transfer of membership to another Church. A member who fails to attend and/or support the Church for a period of no less than two years may be removed as a Member by a two-thirds vote of the Administrative Council

at its annual meeting. Membership may be suspended by unanimous vote of the pastoral staff for any reason and Membership shall be terminated by two thirds vote of the Administrative Council.

Section 4 **Miscellaneous:** No other rights or privileges are afforded to the members of the Church.

Article XIII: Fiscal Year

Section 1 **Fiscal Year:** The fiscal year of this corporation shall begin on the first day of January and end on the last day of December of each year.

Article XIV: Dissolution

Section 1 **Dissolution:** The corporation shall be dissolved (i) through the authorization by a vote of two-thirds of the members of the corporation voting at a meeting of members to consider dissolution, or (ii) upon an order of judicial dissolution in accordance with state law. Upon dissolution of the corporation by the members, one liquidator selected by the members shall settle the corporation's affairs in accordance with state law. In the event Vidalia Cornerstone Church, shall cease, terminate, discontinue doing business, or abandon its principal function for all reasons, the assets and property of the Church shall be given to another organization recognized as tax exempt from the Federal income tax as a 501(c)(3) organization, and shares the same purposes, principles, and mission statement of Vidalia Cornerstone Church. The decision as to who shall receive the assets of Vidalia Cornerstone Church shall be solely made by the Administrative Council.

Section 2 **Prohibited Dissolution:** No part of the net earnings of Vidalia Cornerstone Church shall inure to the benefit of, or be distributable to, its employees, members, officers, directors, Committee or Council Members, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in the furtherance of the corporation. Notwithstanding any other provisions of the Articles of Incorporation or these By-Laws of the corporation, the Church shall not carry on any activity not permitted to be carried on:

- a) By a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future Revenue Code of the United States of America); or
- b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

Article XV: Amendments

Section 1 **Amendments:** An amendment to these By-Laws may be proposed by any member of the Administrative Council. Such amendment shall be proposed in writing to the Council Chair, so that the Council Members are notified at least thirty (30) days prior to the next regular or special Council meeting. Amendments may be adopted by an affirmative vote

of two-thirds of the entire Administrative Council. This may include proxy votes by way of written vote, electronic vote (i.e., email), or oral vote by telephone to the Chair of the Council. Said proxy vote shall then be delivered to the Council.

Article XVI: Meetings of the Membership

Section 1 The Administrative Council may call, upon ten (10) days notice, a meeting of the membership of the Church, hereinafter known as the "Church Conference". The call of the Church Conference shall state the purposes therefore and the business to be considered. Unless determined to be different by the Administrative Council in the call of the Church Conference, the quorum for the Church Conference shall be the number of members of the Vidalia Cornerstone Church attending such conference and any business to be considered by the Church Conference shall be conclusive if passed by a majority vote of those attending.

Article XVII: Cornerstone Children's Center

Section 1 The Administrative Council shall oversee and operate the ministry of the church known as Cornerstone Children's Center. The Council may employ a full-time director to manage operational aspects of the ministry and cede authority over certain operational aspects to a separate Board of Directors.

Section 2 Cornerstone Children's Center Board
Board Members shall consist of a chairperson, vice chairperson, recording secretary, and not less than seven (7) at large members. The chairperson and vice chairperson shall be members of Vidalia Cornerstone Church. All other members should be diverse in background to include church and non-church members, current and/or past parents, and community members. Board members shall serve a term of three (3) years staggered such that one third of the Board is elected each year. Board members may choose to serve additional consecutive terms. New board members may be nominated by the board and shall be selected by the current Cornerstone Director and Board chairperson. Incoming members will begin in January of the following year, unless replacing an unscheduled vacated seat. Board members may be asked to relinquish his or her seat based on an attendance policy (*must attend at least 50% of meetings the previous year*). The board shall hold regular meetings, at least every other month or more often as needed.

Article XVIII: Senior Pastor

Section 1 Appointment of the Senior Pastor
The Senior Pastor will initially be called by the Members of the Church as follows:
In the event of a vacancy or expected vacancy in the position of Senior Pastor, the Staff Parish Relations Committee shall form a Pastor Search Committee as set forth in Article IV;

a) Based upon its search, the Pastor Search Committee shall nominate one or more Senior Pastor candidates to the Staff Parish Relations Committee for its review and initial consideration of employment terms, if determined appropriate by the Staff Parish Relations Committee;

- b) If recommended by the Staff Parish Relations Committee and consented to by the Senior Pastor Candidate, the Candidate will be presented to the Administrative Council for consideration of whether to call a Church Conference to vote on calling the Candidate. The Administrative Council may in its discretion require that the Candidate deliver a sermon to the Church body before any Church Conference vote. The Candidate will only be submitted to the Church Members for Church Conference vote if 85% of non-staff members present at a called meeting of Administrative Council vote affirmatively to do so. Staff members may participate in discussion regarding a candidate, but they may not vote on matters related to employment of the Senior Pastor;
- c) If affirmatively voted upon by Administrative Council as provided above, a special Church Conference of the Members will be scheduled for the purpose of voting "Yes" or "No" on calling the Candidate as Senior Pastor. The Church Secretary shall mail notice of the date, time, and location of the Church Conference to each Member of the Church at least seven calendar days in advance of the Conference. For notice purposes, member names and addresses will be based on the Church's membership roll as of the date of the Administrative Council's vote to call a Church Conference. Only Members of the Church as of the date of the Church Conference will be entitled to vote at the Church Conference. No proxies will be permitted. Church Members present will vote by anonymous paper ballot, and the Candidate shall be considered called as Senior Pastor if 85% of the Church Members present vote "Yes" on the question of calling the Candidate.
- d) After being called by the Church Members as provided above, the Senior Pastor will serve under a contract approved by the Staff Parish Relations Committee. The Staff Parish Relations Committee may retain the Senior Pastor as an employee after the initial term by further contract negotiated by said committee.

Section 2 Removal of the Senior Pastor While Under Contract

During the term of any employment contract, the Administrative Council may remove the Senior Pastor for cause by a majority vote after recommendation by the Staff Parish Relations Committee.

Section 3 Key Pastoral Standards, Responsibilities and Duties

The Senior Pastor is the spiritual leader of the Church and the administrative leader of the Church Staff. The Senior Pastor must have a firm grasp on the Kingdom-building mission, purpose and values of the Church and the ability to align ordained and lay staff and key leadership committees with its mission. The Senior Pastor will offer pastoral leadership to the congregation alongside pastoral staff and lay leaders. The Senior Pastor will ensure that the systems, practices, and policies of the Church responsibly and effectively support its ministry activities, and the Senior Pastor will make recommendations to the Church's Administrative Council or appropriate governance committee when it would be appropriate to change a practice or policy to enable the Church to better fulfill its mission.

The Senior Pastor will recognize the administrative authority of the Administrative Council and the respective governance boards and committees as set forth in these Bylaws. The Senior Pastor shall attend and participate in meetings of the Church's

governance committees except when the Senior Pastor's employment is discussed. The Senior Pastor shall implement the Church's administrative practices and policies as directed by the Administrative Council and work with the Finance Committee related to budgetary matters and stewardship of the Church's financial resources. The Senior Pastor shall act as the daily supervisor and leader of pastoral and lay staff and shall work with and report to the Staff Parish Relations Committee related to personnel matters. The Senior Pastor shall also be observant of the condition of the Church's facilities and other resources and notify the Trustees of priority repairs or improvements in relation to the Church's mission.

The Senior Pastor's leadership, conduct, teaching, and preaching shall be in conformity with the Doctrinal Standards as set out in Vidalia Cornerstone Church's Statement of Faith and Practice. By accepting the Senior Pastor position, the Senior Pastor affirms his or her commitment to and agreement with the Nicene Creed, The Apostle's Creed, the Confession of Faith, Moral Principles, and Theological Task and Guidelines, each as more fully set forth in the Church's Statement of Faith and Practice. The Senior Pastor further must recognize and respect the Church's "Wesleyan Roots" as summarized in the Statement of Faith.

The Senior Pastor shall represent the Church in the local community and shall endeavor to act in a manner worthy of the Gospel of Christ and which is aimed at building the Kingdom of God through the Church.

Further individual responsibilities and tasks associated with the role of Senior Pastor shall be set out in a job description established by the Staff Parish Relations Committee and in the employment contract prepared by the Staff Parish Relations Committee.

ADMINISTRATIVE COUNCIL CERTIFICATION

This is to certify that the foregoing By-Laws are a true and exact copy of the bylaws duly adopted by the Administrative Council of Vidalia Cornerstone Church which remain in full force and effect as of the date hereof.

This further certifies that each individual member of the Administrative Council has reviewed the Conflict-of-Interest policy, has determined that he or she has no conflicts as described herein, and will adhere to the policy in the future.

Revision 12 adopted on: July 30, 2024

Approved in minutes of July 30 Admin Council Meeting

By:
Its: Administrative Council Chair

Administrative Council

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Council Member

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