

# ATHENS MINISTRIES, INC. CHURCH CONSTITUTION

An imperfect system filled with people of integrity will function far better than a perfect system filled with men and women who lack it. The people we choose are as important as the system we use. This document (the "Constitution") outlines the guidelines Athens Ministries, Inc. ("AMI") employs in selecting key leadership and managing ongoing systems and procedures. In addition, this Constitution provides accountability for ministry leaders and key information for the church body. As such, this Constitution serves as the bylaws of AMI for purposes of the nonprofit corporation laws of the state of Georgia.

This Constitution includes a statement of faith and other spiritual and theological requirements, guidelines, and qualifications that require for proper interpretation or application spiritual judgment and interpretation of the Bible and Biblical and spiritual principles. Such rules are identified herein as "Internal Rules." A rule is not an Internal Rule merely because it springs from or is motivated by spiritual, theological, or Biblical principles or texts. For example, a requirement of a unanimous vote of the elders for approval of a new Lead Pastor is not an Internal Rule even if some might believe that the Bible requires that selection of such a pastor must be governed by unanimous vote of the elders.

AMI does not want to submit the Internal Rules to interpretation or enforcement by a court of law. Moreover, the Constitution of the United States and the Constitution of the State of Georgia prohibit a court of law from attempting to interpret or enforce the Internal Rules.

Accordingly, the various persons with AMI voting and governing authority are identified by vote or appointment of other persons identified herein. Any such person's exercise of the authority delegated to him is not ineffective for failure of any person or action to meet or comply with the Internal Rules.

Rather, each person with AMI voting or governing authority must interpret the Internal Rules in his or her discretion, in accordance with his or her conscience, and mindful of his or her duty to comply with this Constitution. Moreover, those same persons enforce the Internal Rules by appeal to their moral authority as solemn covenants, and by proceeding in accordance with this Constitution to remove individuals who fail in such persons' judgment to comply with them.

## Elders

### The Purpose of Elders

All provisions of this Section entitled The Purpose of Elders are Internal Rules.

Elders function primarily as discerners and guardians of the organization. They are not expected to oversee specific projects or ministry areas in their capacity as elders. They function as overseers for the entire organization. Elders do not determine programming. This responsibility falls to the Executive Staff. The elders evaluate the effectiveness and direction of the organization according to three criteria:

1. The organization's mission: To lead people into a growing relationship with Jesus Christ.
2. The organization's resources.
3. The organization's doctrine:

- We believe the entire Bible is the inspired Word of God and that men were moved by the Spirit to write the words of Scripture. Therefore, the Bible is without error.
- We believe in one God who exists in three distinct persons (Father, Son, and Holy Spirit). We believe that Jesus Christ is the second member of the Trinity (the Son of God) who became flesh to reveal God to man and to become the Savior of the lost world.
- We believe that man was created in the image of God to have fellowship with Him, but became alienated from that relationship through sinful disobedience. As a result, man is totally incapable of coming back into a right relationship with God by his own effort.
- We believe that the shed blood of Jesus Christ on the cross provides the sole basis for the forgiveness of sins. Therefore, salvation only occurs when a person places his faith in the death and resurrection of Christ as the sufficient payment for his sin.
- We believe that every Christian should live for Christ and not for himself. By obedience to the Word and daily yielding to the Spirit, every believer will mature and become conformed to the image of Christ.
- We believe that the church is the body of Christ of which Jesus Christ is the Head. The members are those who have trusted by faith the finished work of Christ. The purpose of the church is to glorify God by loving Him and by making Him known to a lost world.

#### The Qualifications of an Elder

A candidate for elder, other than a candidate for Lead Pastor, must have been actively involved in ministry at AMI (or another North Point-affiliated congregation), as such involvement is determined in the sole discretion of the body selecting the elder, for at least two years.

Other than the Lead Pastor, no AMI staff member may serve as an elder.

An elder must be male. Furthermore, in light of the increased expectations imposed upon elders and their families, an elder must have continued in his first marriage, unless he has never been married or any former wife is deceased.

The remaining provisions of this section entitled The Qualifications of an Elder are Internal Rules.

An elder is required to meet the qualifications for elder/overseer as outlined in 1 Timothy 3:1-7 and Titus 1:5-9

It is a trustworthy statement: if any man aspires to the office of overseer, it is a fine work he desires to do. An overseer, then, must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, free from the love of money. He must be one who manages his own household well, keeping his children under control with all dignity (but if a man does not know how to manage his own household, how will he take care of the church of God?) and not a new convert, lest he become conceited and fall into the condemnation incurred by the devil. And he must have a good reputation with those outside the church, so that he may not fall into reproach and the snare of the devil.

For this reason I left you in Crete, that you might set in order what remains, and appoint elders in every city as I directed you, namely, if any man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion. For the overseer must be above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word which is in accordance with the teaching, that he may be able both to exhort in sound doctrine and to refute those who contradict.

Titus 1:5-9

### Elder Accountability

Elders should have men with whom they regularly interact to help hold them accountable to the qualifications outlined above. Elders shall communicate to each other at the first meeting of each calendar year that they have such relationships in place, and that they currently are still qualified to serve as elders.

### The Authority of Elders

The board of elders is the board of directors of AMI. As such, the board of elders has the authority over any and all matters concerning AMI, except for those duties and authorities limited or otherwise delegated to other individuals or groups by the Articles of Incorporation or by this Constitution.

The authority of the elders includes the responsibility to address any complaints or concerns regarding the Lead Pastor.

### The Number, Election, and Terms of Elders

The number of elders shall be four (4) to seven (7) excluding any elder ex officio.

Terms of elders shall begin in January and shall be three years in length. Under special circumstances as determined by the board, an elder's term may be extended by no more than 12 months with a three quarters vote of all other elders.

Any election of elders by the board of elders must be by at least a three-fourths majority vote of all elders, following a candidate evaluation process that includes an application, interview, and background check.

After the completion of his term of office, an elder is ineligible to serve as an elder until at least 1 year from the date of his last day in office. Regardless of previous length of service, any elder serving in 2015 shall be eligible to continue to serve until December 31, 2018.

### The Meetings of Elders

Meetings of the elders may be held in or out of the state of Georgia, in person or by any telecommunications device whereby each elder can hear each other elder participating in the meeting. Regular meetings may be held without notice, but special meetings must be preceded by two days' notice of the date, time, and place of the meeting.

An elder may waive any notice required to be given, before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver must be in writing, signed by the elder entitled to the notice, and delivered to the Lead Pastor or secretary for inclusion in the minutes or filing with the corporate records. An elder's attendance at or participation in a meeting waives any required notice to him of the meeting unless the elder at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Action required or permitted by this Constitution to be taken at a board of elders' meeting may be taken without a meeting if the action is taken by all the elders and is evidenced by one or more written consents describing the action taken, signed by each elder, and delivered to AMI for inclusion in the minutes or filing with the corporate records.

Three-fourths of the number of elders then in office constitutes a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of three-fourths of elders in attendance is the act of the board of elders, unless otherwise specified in the Articles of Incorporation, this Constitution, or applicable law.

#### The Resignation or Removal of an Elder

An elder may resign at any time by delivering written notice to the Lead Pastor or to any other elder, who must convey the resignation to the full board of elders. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

The elders may remove an elder, except for an elder ex officio, with or without cause. Such an elder may be removed only by a three-fourths majority vote of all the other elders then in office, excluding the elder under consideration. Such an elder may be removed at any regular meeting of the elders, or at a special meeting of the elders called for the purpose of removing the elder if the notice of such special meeting states that the purpose, or one of the purposes, of the meeting is removal of the elder.

If a vacancy occurs on the board of elders, including a vacancy resulting from an increase in the number of elders, the board of elders may fill the vacancy temporarily by at least a three-fourths majority vote of those elders present at a meeting duly called and held, following a candidate evaluation process that includes an application, interview, and background check. The elder position filled by the board will be up for election in the next election of an elder or elders. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new elder may not take office until the vacancy occurs.

## **Officers and Executive Teams**

#### Required Officers

AMI must have a president, a secretary, and a treasurer, and may have additional officers appointed by the board of elders. A duly appointed officer may appoint one or more officers or assistant officers. The secretary has responsibility for preparing minutes of the elders' meetings and of any organizational business meetings as defined below and for authenticating records of AMI, unless the board of elders delegates such responsibility to another officer.

Subject to the Articles of Incorporation or this Constitution, all officers are elected or appointed annually by the board of elders, except for any officer serving by virtue of holding another office as required by this Constitution. For instance, since the Lead Pastor, upon being chosen as such, automatically becomes the president, his election or appointment to the position of president is controlled by other provisions of this Constitution. Upon a vacancy in such a Lead Pastor's position, the elders would elect or appoint a president annually until such time that a Lead Pastor was chosen.

#### Duties of Officers

The president is the chief executive officer and the chairman of the board unless the board provides otherwise, and otherwise must act as chief executive officer during that person's inability to act and must act as chairman of the board during that person's absence or inability to act. The president is ex officio a voting member of all committees if he is a member of the board of elders, unless the board provides that he must be a nonvoting member. He must attend all meetings of the board of elders, unless the board excuses him for part of a meeting if he is not an elder. The president has authority to institute or defend legal proceedings when the elders are deadlocked, and may call meetings of the board.

The secretary keeps or causes to be kept the minutes of meetings of elders and of any organizational business meetings as defined below and the other corporate records, and acts as treasurer during that person's inability to act. The secretary must attend all meetings of the board of elders, and may call meetings of the board.

The treasurer keeps or causes to be kept the assets and financial records of AMI, in the name of AMI, and must give written reports thereon to each meeting of the board, to the president and the Stewardship Team when requested. He must cause AMI to pay or make provision for its liabilities, and must act as secretary during that person's inability to act.

The foregoing officers and other officers may perform such duties as are generally performed by such officers, and such duties as are additionally conferred by the elders of AMI. The president or secretary each are authorized to execute documents on behalf of AMI without need of further execution or attestation, if such documents are specifically authorized by the board of elders or within the scope of his responsibility.

#### Resignation and Removal of Officers

An officer may resign at any time by delivering notice to the chairman of the board of elders, president, or secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The board of elders may remove any officer, other than an officer serving by virtue of holding another office, at any time whenever in their judgment the best interest of AMI will be served thereby. Any vacancy in any office occurring for whatever reason may be filled by the board of elders.

#### Contract Rights of Officers

The appointment of an officer does not itself create contract rights. The removal of an officer does not affect the officer's contract rights (if any) with AMI. An officer's resignation does not affect AMI's contract rights (if any) with the officer.

#### Executive Staff

The Executive Staff has the executive authority and responsibility to oversee the day-to-day operations of AMI. The president and members of the Executive Staff may hire additional employees to accomplish this responsibility, but the Executive Staff may not exceed the approved salary budget without written approval from the board of elders or a designated committee thereof.

The president selects the Executive Staff. The president may remove a member of the Executive Staff with or without cause. A member of the Executive Staff is accountable to the president.

As an Internal Rule, the purpose of the Executive Staff is to determine programming and give vision to the various ministries of the organization.

As an additional Internal Rule, all executive staff members are required to meet the character qualifications as outlined in 1 Timothy 3:1-7 and Titus 1:5-9.

#### Stewardship Team

The Stewardship Team has the executive authority and responsibility to oversee the execution of all financial matters related to AMI, with the goal of preserving the financial health of the organization. The Lead Pastor and the Executive Staff are accountable to the Stewardship Team in all matters relating to the disbursement or receipt of funds.

The number of members of the Stewardship Team may be fixed from time to time by the board of elders, but such number is subject to a minimum of four, not including any members ex officio. Annually, the president and treasurer may recommend to the board of elders candidates for membership on the Stewardship Team. Annually, whether or not it has received recommendations, the board of elders must elect a sufficient number of members of the Stewardship Team to fill vacant or expiring positions. The treasurer, the organizational business administrator, if any, and the Lead Pastor are ex-officio members of the Stewardship Team.

The board of elders may remove a member of the Stewardship Team with or without cause. A member of the Stewardship Team is accountable to the board of elders, and may resign at any

time by delivering written notice of such resignation to any member of the board. Members of the Stewardship Team serve one three-year term. Former members are ineligible to serve again until being inactive for one year following their term.

The Stewardship Team is accountable to the board of elders of the organization, and must regularly report its activities and decisions to the board of elders. The board of elders has the authority to override any action taken or decision made by the Stewardship Team, but as an Internal Rule it should discuss the matter with the Stewardship Team before or after it overrides such action or decision.

Stewardship Team members must have been actively involved in ministry at AMI (or another North Point-affiliated congregation), as such involvement is determined in the sole discretion of the board of elders.

The Stewardship Team may not hire or dismiss a staff member. This is the responsibility of the Lead Pastor and the Executive Staff. Executive Staff members may attend Stewardship Team meetings, but are not members of such team merely by virtue of being Executive Staff members and therefore have no voting privileges unless they are also members of the Stewardship Team.

### Personnel Team

The Personnel Team has the executive authority and responsibility to establish guidelines for compensation and benefits of all employees of AMI.

The number of members of the Personnel Team may be fixed from time to time by the board of elders. Annually, the president may recommend to the board of elders candidates for membership on the Personnel Team. Annually, whether or not the president has submitted recommendations, the board of elders must elect a sufficient number of members of the Personnel Team to fill vacant or expiring positions.

The board of elders may remove a member of the Personnel Team with or without cause. A member of the Personnel Team is accountable to the board of elders, and may resign at any time by delivering written notice of such resignation to any member of the board. Members of the Personnel Team serve at the pleasure of the board of elders.

The Personnel Team is accountable to the board of elders of the organization, and must report its activities and decisions to the board of elders at least annually. The board of elders has the authority to override any action taken or decision made by the Personnel Team, but as an Internal Rule it should discuss the matter with the Personnel Team before or after it overrides such action or decision.

## **The Lead Pastor**

The Lead Pastor, ex officio, is an elder and the president of the organization. As such, he must meet the requirements of an elder as described above and must carry out the duties of the president, also as described above.

When the position of Lead Pastor is vacant, the board of elders may by resolution adopted by a majority of the full board of elders establish a procedure to secure a qualified candidate to serve as Lead Pastor. The elders may appoint a new Lead Pastor by no less than a unanimous vote of all the elders then serving.

At any point in a Lead Pastor's tenure, the board of elders may by unanimous vote of the full board of elders enter into a contract of employment or similar agreement between AMI and such Lead Pastor.

A Lead Pastor may resign at any time by delivering written notice to any elder, who must convey the resignation to the full board of elders. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

The elders may remove a Lead Pastor with or without cause unless the Articles of Incorporation, an amendment to this Constitution, or a contract of employment or similar agreement provides that the Lead Pastor may be removed only for cause. Removal of a Lead Pastor by this process effectively will remove him from his positions as an elder and as president of the organization. A Lead Pastor may be removed only by a unanimous vote of all the elders then serving, excluding the Lead Pastor. A Lead Pastor may be removed only at a special meeting of the elders called for the purpose of removing the Lead Pastor and only if the notice of such special meeting states that the purpose, or one of the purposes, of the meeting is removal of the Lead Pastor.

## **Amending the Constitution**

The board of elders may amend or repeal this Constitution, or adopt a new Constitution, by no less than a three-fourths majority vote of all elders, whether or not those elders are present at a meeting duly called and held.

## **Budget**

The Executive Staff, in conjunction with the Stewardship Team, will develop an annual budget recommendation, to be submitted to the board of elders. The board of elders must then approve or reject such budget. Upon rejection of such a budget, the board of elders may ask for an amended recommendation for consideration or may develop a budget independently.

## **Ordination, Licensing, and Commissioning**

AMI reserves the right to ordain, license, or commission individuals as ministers of the gospel to perform the ordinances and ceremonies of AMI including, but not limited to, marriage, baptism, communion, and funerals. The board of elders may by resolution establish a procedure for such ordination, licensing, or commissioning.

## **Dissolution and Liquidation of AMI**

### Dissolution

The elders may cease corporate activities and dissolve and liquidate the corporation, by a unanimous vote. Upon dissolution of the corporation, the board of elders must pay or make provision for the payment of all of the liabilities of the corporation, and must thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III of Articles of Incorporation of Strategic Partner Church or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the elders shall determine.

### Contingent Provision

If any such assets are not so disposed of, the appropriate court of the county in which the principal Georgia office (or if none the Georgia registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III of the Articles of Incorporation of Strategic Partner Church and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an

exempt organization or organizations within the meaning of Section 501 (c) (3), as said court shall determine.

## **Certain References**

Whenever from the context it appears appropriate, each term stated in either the singular or the plural shall include both the singular and the plural. The terms "hereof," "herein," or "hereunder" shall refer to this Constitution as a whole and not to any particular section or paragraph hereof.

## **Parliamentary Procedure**

Organizational business meetings will be conducted according to the most recent edition of Robert's Rules of Order, except to the extent that that book is inconsistent with this Constitution or with the Georgia Nonprofit Corporation Code.