

BYLAWS
OF
PRINCE AVENUE BAPTIST CHURCH
Revised June 2022

Subject to the Articles of Incorporation and Constitution of Prince Avenue Baptist Church (“PABC” or the “Church”), a Georgia religious nonprofit corporation, these Bylaws govern the affairs of the Church. These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church.

ARTICLE I. PURPOSE OF BYLAWS.

These Bylaws provide the mechanisms for the orderly activity of the Church body. The Church is both a spiritual body and a non-profit corporation under the laws of the State of Georgia. The Church is ultimately subject to the authority of Scripture in all matters, and temporally subject to the lawful rules of the duly constituted public authority, where applicable (Romans 13:1-7).

The ministries and ministry teams of the Church must be consistent with the beliefs of the Church, summarized in the Church’s Constitution, and the Baptist Faith and Message 2000, adopted by the Southern Baptist Convention and as amended. The ministries and ministry teams are under the supervision of the Senior Pastor or his designee(s). In order for a ministry or ministry team to be considered as a ministry of the Church, it must be under the Scriptural authority of the Church so as to ensure appropriate accountability, integrity, and management of such ministries.

As provided for in these Bylaws, the Senior Pastor may create additional organizational structure as is needed, or his designee(s) may do so with the approval of the Senior Pastor, subject to the provisions of these Bylaws. A Church organization chart, which describes the Church ministries and responsible supervisory staff, is to be maintained under the supervision of the Senior Pastor. These Bylaws, along with the Articles of Incorporation and the Church’s Constitution, will collectively be known as the Church’s “Governing Documents.”

ARTICLE II. CHURCH AUTHORITY AND MEMBERSHIP.

Section 1. Government.

This sovereign Baptist Church under the Lordship of Jesus Christ retains unto itself the exclusive right to govern the spiritual and temporal life of this Church. This Church is a theocracy, with its authority vested in its Members as set forth herein. The membership reserves the exclusive right to determine who shall be members of this Church and the conditions of such membership. The Church is subject to the control of no other ecclesiastical body but enjoys mutual counsel and cooperation with other churches of like faith and order.

Section 2. Church Authority.

Subject to the Word of God, the Church's Statement of Faith, and the Governing Documents, the Church, as provided for in these Bylaws, will serve as the sole arbiter of ecclesiastical polity, religious doctrine, or any other matter that will arise concerning the Church, its internal workings, and its governance. In deciding such matters, the Church will use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Bible and the tenets of the Church's Statement of Faith; and (b) the furtherance of the religious and ministry purposes of the Church as provided for under the Church's Governing Documents. The Church further retains all right to determine any question regarding Church polity, Christian doctrine, membership, member discipline, questions of Church property, or with respect to any other matter that will arise concerning the Church, its internal workings, and its governance by any Member, congregant, visitor or other person who comes in contact with the Church or is or ministered to during religious Services or any event held by the Church, or at other times, as provided for in these Bylaws.

Section 3. Membership Candidacy.

The Church will have one class of membership. Any person may offer himself or herself as a candidate for membership in the Church. All candidates for membership must satisfy the requirements for membership as provided for in the Church's Governing Documents. Thereafter, all such candidates may request membership based upon any of the following:

- a) By profession of faith in Jesus Christ and after baptism by immersion according to the policies of this Church.
- b) By promise of letter from another Baptist church.
- c) Upon statement of prior conversion experience through faith in Jesus Christ followed with baptism by immersion in a church of like faith. (Whether a church is of like faith shall be determined by the Senior Pastor.)

Church membership requires Baptism by immersion after salvation. Should there be any question of candidacy that requires investigation, prayer, or study, or if any dissent to any candidate exists, such matter will be referred to the Senior Pastor, who may consult with members of the senior Pastoral Staff, the Administrative Team, and the Deacon Team for final determination.

Section 4. Admission to Membership.

Once the candidate for membership meets the qualifications of membership, the candidate will be added to the membership roll and begin as a Member of the Church in good standing and will be eligible to participate in the ministry of the Church.

Section 5. Duties of the Members.

Members shall subscribe to the beliefs of this Church, summarized in the Church Constitution and in the Baptist Faith and Message 2000 as amended, and are to be faithful in all areas of the Christian life, regularly attend the services of this Church, follow the Church's leadership, give regularly to its support, and participate in its ministries. By joining the membership of the Church, each Member agrees to adhere to the Church Covenant as more particularly detailed in the Governing Documents.

Section 6. Member Rights.

Members in good standing may participate in the ministries of the Church and in-person Church voting, hold office, and exercise leadership and service. The Senior Pastor may consult with the Pastoral Staff and/or Administrative Team and Deacon Team to determine a member in good standing using the Holy Bible and the criteria established herein as guides.

Section 7. Church Discipline.

- a) The Holy Bible outlines the reality and necessity of Church discipline. The Church reserves the right to exercise biblical discipline using the Holy Bible as a guide and prescription, and the responsibility for determining and administering such discipline rests with the Church, not any individual Pastor or Member (Matthew 18:15-20; 1 Corinthians 5:1-13). The Church does not have the right to discipline its Members regarding issues the Bible does not specifically prohibit (Romans 14:2-3).
- b) Reasonable measures will be taken to assist any troubled Member. The Senior Pastor, Pastoral Staff, and Deacon Team are available for counsel and guidance. Redemption should be the guideline that governs the attitude of one Member towards another. Should some serious issue exist that could cause a Member to become a liability to the testimony of Christ or to the general welfare of the Church, every reasonable measure under the circumstances will be taken by the Senior Pastor and/or his designee(s) to resolve the issue. All such considerations and any proceedings shall be pervaded by a spirit of Christian love and forbearance. But, finding that the welfare of the Church is best served by the exclusion of the Member, the Church may take this action by a simple majority vote of the Members present and in good standing at a meeting called for this purpose. The Church then may proceed to declare the offender no longer in the membership of the Church.

Section 8. Restoration of Membership.

Any person whose membership has been terminated for any condition that has made it necessary for the Church to revoke may, upon his or her request and upon evidence of his or her repentance and lasting reformation, be restored to membership by a simple majority vote of the Members present and in good standing at a meeting called for this purpose.

Section 9. Membership Termination.

Membership may be terminated in any of the following ways:

- a) Death;
- b) Transfer to another church;
- c) By request of a Member desiring his or her termination;
- d) Exclusion by action of the Church as described in Section 7 of this Article II; or,

- e) **Removal of Inactive Members:** If contact with a Member has been lost and the contact information of the Member becomes unknown, the Church Staff shall make a diligent search to locate the Member to determine his or her intentions toward membership. If contact has been lost for at least six months, and the search has been unsuccessful, the person will be removed from Church membership.

Section 10. Record of Membership.

Church staff shall keep an accurate roll of all Members and, insofar as possible, a record of current contact information.

Section 11. Limitations on Membership.

Members of the Church do not constitute a legislative body and, other than as provided for herein, are not entitled to vote on any matter except as provided for under the provisions in the Governing Documents. Members do not possess any personal or legal equity in the real property of the Church. As used in these Bylaws, the term “Member” merely references those individuals who have joined the membership of the Church through the formal processes outlined in this Article II and obtained the rights bestowed by such membership. As used in these Bylaws, the term “Member” shall not be construed in any way to reference the controlling officers or leaders of the Church for state law purposes.

ARTICLE III. CHURCH OFFICERS, STAFF, AND MINISTRY TEAMS.

All people who serve as Officers and Staff of the Church and on Church Ministry Teams must be Members of the Church.

Section 1. Church Officers.

The officers of the Church will be the Senior Pastor, the members of the Pastoral Staff, the Deacons, and the Trustees. The Senior Pastor also will name a Secretary and Treasurer.

Section 2. Senior Pastor.

- a) **Qualifications and Authority.** By virtue of his calling and office, the Senior Pastor is both the spiritual leader of the Church and Chief Executive Officer of the organization. As such, the Senior Pastor must, at a minimum, meet the qualifications of the role of Overseer listed in 1 Timothy 3:1-7. The Senior Pastor is responsible for leading the Church to function as a New Testament Church and leading the congregation and Church organizations to fulfill their ministry and tasks. The Senior Pastor is also the leader of ministries in the Church, and as such, he manages the Pastoral Staff, Church Officers, and Administrative Team to:
 - i. Lead the Church to engage in an upward life of worship of God, an inward life in community with others, and an outward life on mission to live out and proclaim the gospel of Jesus Christ to believers and unbelievers; and,

- ii. Care for the Church's members and, with discretion, other persons outside the Church membership.
- b) **Personnel Oversight.** The Senior Pastor will oversee the Church's ministerial, program, administrative, and support staff. The Senior Pastor may remove, replace, or realign staff positions as he deems necessary and appropriate. In addition, the Senior Pastor or his designee shall serve as an ex-officio, non-voting member of all Church ministry teams or committees.
- c) **Term of Service.** The Senior Pastor will serve for an indefinite period but may terminate his position by a written notice, or the Church may terminate his position, with both the Pastor and the Church seeking to follow the will of God and the leadership of the Holy Spirit. In either case, a written notice of at least 30 days is preferable. However, the Church retains the right to terminate the Senior Pastor with no notice.
- d) **Removal.** Termination of the Senior Pastor and vacancy of his role requires a three-fourths majority vote via written ballot of all Members present and in good standing at a Special Business Meeting called with at least 14 days' notice. The meeting may be called upon a three-fourths majority vote of both the Administrative Team and the Deacons. The Members present at the Special Business Meeting shall designate the Moderator for this meeting by simple majority vote, and that person shall be someone other than the Senior Pastor. As an alternative to providing 30 days' notice upon termination, the Church may elect to forego the notice by paying the outgoing Senior Pastor a severance equivalent to at least 30 days' pay.

- Vacancy.** In the event of a vacancy in the position of Senior Pastor, a replacement and/or interim shall be considered by a Senior Pastor search team consisting of nine members nominated at-large and elected by Church Members present and in good standing at a Special Business Meeting called with at least 14 days' notice. All nominees for this search team shall be submitted by the Church to the Administrative Team for vetting and selection of the final nine nominees by simple majority vote of the Administrative Team to put forward to the Church for election by simple-majority vote. The Church Administrator will serve in an advisory role as ex-officio member, without vote, of the Senior Pastor search team and help administrate the search. If the staff does not have a designated Church Administrator or he is unavailable, the Search Team shall vote to select a member of the Pastoral Staff to serve as an ex-officio, non-voting member on the Senior Pastor search team. The Church Administrator or Pastoral Staff member serving on the search team shall comply with any request to leave a meeting in which staff personnel are discussed with the Senior Pastor candidate. The Pastoral staff member who is not Church Administrator also may be asked to leave a meeting when compensation and benefits of the Senior Pastor is discussed.
- e) **Nomination.** The search team shall consider the Scriptural qualifications of candidates for Senior Pastor as provided for in 1 Timothy 3:1-7. After due consideration, the Senior Pastor search team shall recommend to the Church a man for approval or disapproval. Approval of the candidate for recommendation to the Church requires a three-fourths majority vote of the search team.

- f) **Appointment.** The call of the Senior Pastor shall take place at a Special Business Meeting with at least 14 days' notice to the Members. Only one candidate may be nominated for consideration at the business meeting. Approval by at least a three-fourths majority of those active Members present and in good standing voting by written ballot represents the acknowledgement of God's calling of the Senior Pastor. Should the candidate recommended by the search team fail to receive a three-fourths vote, the meeting shall be adjourned without debate and the search team shall seek out another candidate.

Section 3. Church Employees.

All employees of the Church will serve at the pleasure of the Senior Pastor, as Chief Executive Officer of the Church, and may be hired, fired, removed, disciplined, or have their job descriptions or duties changed with or without prior notice. All employees will be subject to any policies or procedures of the Church and will discharge their duties with the highest standards of integrity and commitment to God-glorifying service.

Section 4. Pastoral Staff.

The Pastoral Staff shall be called and employed as recommended by the Senior Pastor in consultation with the Administrative Team and subsequently approved by simple majority vote of the Church. Each Pastoral Staff member must fulfill the qualifications of the Overseer listed in 1 Timothy 3:1-7. A job description shall be written when the need for a Pastoral Staff member is determined. Each employed Pastoral Staff member shall serve until the relationship is terminated by the Pastoral Staff member's resignation or upon recommendation of the Senior Pastor in consultation with the Administrative Team. The Senior Pastor may appoint any employee holding any job title to fill the role of Church Administrator.

Section 5. Church Staff.

- a) **Ministerial Staff.** The Church may employ Ministerial Staff for the purpose of leading and performing various or specific ministries. These positions may be titled as minister, director, coordinator, leader, or any other title designated by the Senior Pastor or his designee and are not required to meet the qualifications of an Overseer as listed in 1 Timothy 3:1-7 and are not required to be approved by vote of the Church. Each employed Ministerial Staff member shall serve until the relationship is terminated by the Ministerial Staff member's resignation or upon decision of the Senior Pastor or his designee.
- b) **Non-Pastoral Staff.** Non-pastoral staff shall include both professional and non-professional personnel who shall be employed and/or terminated as the Church determines the need for their services.

The Pastoral or Ministerial Staff member responsible for a particular area of ministry or service shall manage the employees in these areas and report to the Church Administrator or Senior Pastor, or his designee in the absence of a Church Administrator. Employment or termination of employment shall occur only with the approval of the Senior Pastor. When special circumstances warrant or when additional advice is needed, the Administrative Team may be consulted.

Section 6. Deacons.

The need for temporal service in the Church demands the position of Deacon to exist and function properly. Deacons are chosen to assist and support the Senior Pastor and Pastoral Staff by ministering to various practical, relational, and spiritual needs of the Church body. Every Deacon is expected to seek out and occupy a place of service in the Church in addition to performing services as a Deacon. Each Deacon shall actively support, with time and finances, the work of the Lord through the various ministries of the Church.

a) Qualifications.

- Must be a man who exhibits the biblical qualifications listed in 1 Timothy 3:8-13;
- Must be at least 25 years old;
- Must have been a member of Prince Avenue Baptist Church for at least two years; and,
- Must not have been divorced.

b) Responsibilities. Deacons are responsible for specific and practical areas of service as designated by and under the oversight of the Senior Pastor or his designee if the Senior Pastor is unavailable or unable. Deacon expectations clarify the following specific responsibilities:

- To protect the unity of the body
- To serve the body
- To care for the body
- To model membership to the body

For Deacons to successfully fulfill these responsibilities, the Senior Pastor shall keep the Deacons Team informed as to the ministries and initiatives of the Church and may use the Deacons Team for advice as needed.

c) Deacon Election Process.

- i. The Senior Pastor or his designee shall announce to the Church the commencement of the Deacon nomination process each year. Church members may nominate men who meet the qualifications of 1 Timothy 3:8-13 and the Church's Governing Documents.
- ii. The Senior Pastor, Pastoral Staff, and Deacon officers shall review the nominees, address any questions or issues, and select candidates for the Deacon interview process.
- iii. Deacon Team members will interview the candidates and report back to the Senior Pastor or his designee and the Chairman of the Deacons, who shall then put forward the final nominees to the Church for vote at a called Business Meeting announced with at least 14 days' notice.

- iv. Members will be given two weeks to consider the Deacon nominees. At the Business Meeting called to elect the new Deacons, Members will vote to elect the nominated pool of Deacons in one vote, with approval requiring a simple majority of Members present and in good standing.
- d) Deacon Officer Election Process.**
- i. The Senior Pastor or his designee and the Deacon officers shall nominate Deacon officer candidates to be approved by the entire Deacon Team.
 - ii. No first-year deacon may serve as a Deacon officer unless he has previously served as a Deacon at PABC.
 - iii. Deacon officers shall serve from February through the following January. The previous year's officers shall still serve in the following January's meeting. New officers shall begin serving in February of each year.
- e) Deacon Term of Service.** Deacons will serve a term of three years. The term of service begins February 1 after the annual January election. At the completion of the three-year term, the Deacon shall rotate off the Deacon Team and be eligible for nomination for election to another term after a hiatus of one year.

Section 7. Trustees.

The Church will have four Trustees, three of whom are Church Members elected by the Church without compensation, with the Church Administrator serving as the fourth Trustee. These four Trustees will act for the Church in legal matters and shall serve until successors are elected. They shall hold the Church property in the corporate name of the Church.

- a) Duties.** Upon specific approval of the Church authorizing each action, the duties of the Trustees are limited to the following:
- i. The Trustees shall have the authority to execute deeds, loans, debentures, mortgages, liens, and other legal documents for the Church, but shall have no authority or privilege to buy, sell, mortgage, lease, or otherwise encumber or alienate, any property of the Church or to borrow money without approval of the membership as provided in the Articles of Incorporation, as amended. At least two Trustees must sign such legal documents.
 - ii. The Trustees are further authorized to receive and disburse monies in accordance with terms of wills, bequests, and special instruments wherein the Church is named beneficiary.
- b) Term of Office.** The initial non-staff members of the Trustees will be elected to respective terms of three, two, and one years, in order to establish a rotation of Trustee members. All subsequent non-staff Trustees shall be elected to three-year terms. Members may be re-elected immediately and without hiatus after the expiration of a term. The service year

for each Trustee runs concurrently with the Church's fiscal year, and candidates shall be elected during the annual June Church Business Meeting for vote on the Church budget.

Section 8. Legal Officers.

Any Pastor, Trustee, Deacon, Staff Member, or Member may serve concurrently in multiple Officer Roles within the Church. Members of the Trustees or members of the Church staff may serve as the Church's Secretary, as appointed by the Senior Pastor or his designee. The following positions will serve as the legal officers of the Church:

- 1) **President.** The Senior Pastor will serve as the President of the Church for as long as he is employed as the Senior Pastor. If the Senior Pastor position is vacant, the Members will elect by simple majority an interim President to serve in the position until a Senior Pastor is elected.
 - 2) **Treasurer.** The Church Administrator or the Senior Pastor's staff designee shall serve as the Church's Treasurer. The Treasurer of the Church will have the responsibility to: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church, (f) prepare financial reports at least annually, (g) perform other duties as assigned by the President, and (h) perform all of the duties incident to the office of Treasurer. The Treasurer shall use employed financial staff to help manage the above duties and the financial affairs of the Church.
 - 3) **Secretary.** The Senior Pastor shall name a Secretary as the clerical officer. The Secretary of the Church will: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of Business Meetings and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each Member, Officer, and employee of the Church, (f) perform duties as assigned by the President or his designee; and (g) perform any other traditional duties typical for the office of Secretary. The Church's Administrator and secretarial staff shall assist the Church Secretary in performing all assigned duties as needed. All Church records are Church property and shall be kept in the Church office.
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- a) **Term of Office.** The Officers of the Church will hold office until they resign, are removed by the Senior Pastor and under the procedures described in these Bylaws, or die.
 - b) **Removal of Officers.** Any Officer may be removed by the Senior Pastor, or by a simple majority vote of the Members.

- c) **Resignation of Officers.** Any Officer may resign at any time by giving notice to the Senior Pastor or Church Administrator. The effective date of the resignation will be the date the notice is received, or any subsequent date approved by the Senior Pastor.
- d) **Vacancies.** A vacancy in any office will be filled in the manner prescribed for regular appointment or election to that office.

Section 9. Administrative Team.

The Church shall elect an Administrative Team consisting of five Members in good standing to assist the Senior Pastor and/or his designee with the business of the Church. The Administrative Team shall serve in an advisory capacity and hold accountable the Pastors and staff in the following areas:

- a) **Financial Stewardship.** The Administrative Team will regularly review the financial affairs of the Church to provide stewardship accountability for the Church Staff to the Church membership. The team meets regularly to review the financial statements prepared by the Staff, to make recommendations concerning church finances, to consider large unbudgeted expenditures for approval, to consider the accounting and financial systems of the Church, and to measure actual financial operations to budgeted amounts.
- b) **Budget Recommendation.** The Administrative Team also will review and make recommendations on a proposed annual budget for the upcoming fiscal year to be presented to the Church for vote. If needed, the Administrative Team may submit desired revisions to a current budget to the Church as deemed appropriate by the team and with approval of the Senior Pastor.
- c) **Personnel.** The Senior Pastor or his designee shall consult with the Administrative Team for evaluation and proposal of all Pastoral Staff hires and termination, and, as needed, policies. The Senior Pastor or his designee may consult with the Administrative Team, as needed, concerning all matters related to hiring and termination of any other Church personnel.
- d) **Policies and Procedures.** The Senior Pastor or his designee may solicit input from the Administrative Team on Church policies and procedures. The Administrative Team may provide counsel to the Senior Pastor or his designee on Church leadership, policies, and procedures. The Senior Pastor shall meet with the Administrative Team at least annually to seek input and discuss the state of the Church.
- e) **Nomination and Appointment.** Candidates for the Administrative Team shall be nominated by Pastoral Staff and the Administrative Team. The Administrative Team shall select nominees to be recommended to the Church by a simple majority vote. The Church shall vote for approval of nominees by a simple majority of active Members present and in good standing at a called meeting.
- f) **Term of Service.** To establish a voting rotation, members of the initial Administrative Team shall be elected to respective terms of three, two, and one years. Afterward, all team members shall serve three-year terms. The team member's service year runs concurrently

with the Church fiscal year, and candidates shall be elected during the annual June Church Meeting held to vote on the Church budget. After completion of term, the Administrative Team member shall rotate off the team and shall be eligible for nomination for re-election after a hiatus of one year. The Church Administrator, or, in the absence of a Church Administrator, a Pastoral Staff member designated by the Senior Pastor, is an ex-officio member, without vote, of the Administrative Team.

- g) Voting.** Decisions by the Administrative Team requiring a vote will be made by simple majority vote. A quorum consists of the participation of three voting members. Votes may be taken in person or via conference call, e-mail, text message, or any emerging technologies.

Section 10. Ministry Teams.

The Senior Pastor or his designee may employ and empower Ministry Teams as he deems appropriate to accomplish ministry or service. The constitution, organization, policies, and procedures of such Ministry Teams may be established by the Senior Pastor or his designee with the Senior Pastor's approval.

ARTICLE IV. CHURCH BUSINESS MEETINGS.

Section 1. Business Meetings.

The Church shall meet in duly called Church meetings for the purpose of conducting the business of the Church. Except as otherwise provided herein, these meetings may be called by the Senior Pastor without notice at any regularly scheduled worship service. At least annually the following matters must be brought before the Church in a meeting:

- a)** An annual Church budget; and,
- b)** Election of members to fill vacancies in the roles of Church Officers and the Administrative Team as provided for in these Bylaws.

Section 2. Special Business Meeting.

The Senior Pastor or his designee, or the Administrative Team as agreed in quorum, may call for a Special Business Meeting to consider matters of special nature and significance. The notice of a Special Business Meeting shall include the subject, the date, the time, and the place of the meeting, and, unless otherwise provided herein, must be given by announcement at least seven days prior to the called Special Business Meeting. The purposes for a called Special Business Meeting may include any of the following issues or others in the discretion of the Senior Pastor or the Administrative Team:

- a)** Employment or termination of the Senior Pastor;
- b)** The purchase, lease, mortgage, encumbrance, or sale of any real property;
- c)** Borrowing money; or,

d) Any proposed change to the Church Constitution, Bylaws, and Articles of Incorporation

Except as otherwise provided herein, any matter presented to the Church for action, whether in regular or Special Business Meetings, shall require a simple majority vote of active Members present and in good standing.

Section 3. Quorum.

A quorum shall consist of those Members present and in good standing at any regular or Special Business Meeting. No proxies shall be allowed to vote. Inactive Members as defined in Article II, Section 9(e) may not participate in Church votes.

Section 4. Rules of Procedure.

Robert's Rules of Order shall be the authority for parliamentary rules of procedure for all business meetings of the Church. The Moderator may appoint a Parliamentarian if he determines such appointment to be appropriate.

Section 5. Moderator.

The role of Moderator shall be filled by the Senior Pastor or his designee. In the absence of the Senior Pastor, or if the meeting called is to consider the removal of the Senior Pastor, a Pastoral Staff member shall preside. In the absence of the above, the Church Secretary shall call the Church to order, and an Acting Moderator shall be elected by the Members.

ARTICLE V. CHURCH FINANCES.

Section 1. Budget.

The Administrative Team, in consultation with the Senior Pastor, Church Administrator, and Pastoral Staff, shall prepare and submit to the Church for approval an inclusive annual budget projecting anticipated revenues and expenses. It is understood that membership in this Church involves a financial obligation to support the Church and its causes with tithes and offerings.

Section 2. Accounting Procedures.

A system of accounting that will adequately provide for the handling of all funds shall be the responsibility of the Church Administrator, in conjunction with the Treasurer if the same person does not hold both positions, and the Finance Office staff. The Church Administrator will work with the Administrative Team in regularly reviewing the Church budget and finances, accounting procedures, and the systems of internal control. The Church shall, when practicable and affordable, conduct an annual audit of Church finances by a third-party Certified Public Accountant.

Section 3. Fiscal and Organizational Year.

The Church Fiscal Year shall begin on July 1 and end on June 30. The Church Organizational Year for terms of elected Officers shall begin on July 1 and end on June 30.

Section 10. Ownership of Property.

The Church will hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided for in these Bylaws.

ARTICLE VI. OTHER PROVISIONS.

Section 1. Adoption of Constitution and Bylaws.

The Church Constitution and these Bylaws shall be considered adopted and become effective upon affirmative vote by written ballot of a two-thirds majority of active Members in good standing present at a duly called Church Business Meeting. The adoption shall repeal all previously adopted Governing Documents, or other policies that might conflict with the adopted Governing Documents. A copy of the Church Constitution and Bylaws must be kept by the Church along with any amendments or revisions. A current copy will be made available to any Member upon request.

Section 2. Amendments.

Changes in the Church Constitution and Bylaws may be approved at any called Special Business Meeting of the Church. Notification of a change must be made available to the Members at least seven days in advance of a meeting to vote to amend the Constitution and/or Bylaws. A copy of the proposed changed document(s) shall be made available to the Members. Changes to the Constitution and/or Bylaws shall be adopted by two-thirds vote of active Church Members present and in good standing.

Section 3. Licensing and Ordination.

Any man approved by the Senior Pastor, having given evidence that he is called to the work of the ministry, may be ordained into the ministry upon an affirmative vote at any Church meeting. The Senior Pastor shall convene an ordination council of at least seven Deacons and any members of the Administrative Team who are ordained as a pastor or a Deacon to examine the qualifications of a candidate and, in turn, advise the Church as to the propriety of ordination. The final action to ordain such pastor shall rest with the Members through a simple-majority vote of affirmation upon recommendation of the Senior Pastor.

Section 4. Prince Avenue Christian School.

Prince Avenue Christian School exists as a separate 501(c)(3) ministry of the Church and shall submit to the authority and pastoral guidance of the Church. Appointment to and participation on the Board of Trustees of Prince Avenue Christian School shall require membership in good standing in Prince Avenue Baptist Church.

Section 5. Headings.

The headings used in these Bylaws are for convenience of reference only and shall not be construed as binding terms on the part of the Church, Officers, Pastoral Staff, or Trustees.

Section 6. Interpretation.

Wherever required by context, all words in these Bylaws in the male, female, or neuter genders shall be deemed to include the other genders. All singular words shall be deemed to include the plural, and all plural words shall be deemed to include the singular.

Section 7. Construction.

These Bylaws shall be construed in accordance with the laws of the State of Georgia. If any provision of these Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 8. Errors.

Grammatical errors are unintended and shall not invalidate any term(s) or provision(s) of these Bylaws.

Section 9. Power of Attorney.

A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church's records.

Section 10. Parties Bound.

The Bylaws will be binding upon and inure to the benefit of the Pastors, Officers, employees, volunteers, Members, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in these Bylaws.

ARTICLE VIII. EMERGENCY POWERS.

An emergency exists for the purposes of this section if a quorum of the Administrative Team cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Senior Pastor may: (i) modify lines of succession to accommodate the incapacity of any Pastor, Officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Administrative Team only needs to be given to those Administrative Team members for whom such notice is practicable. The form of such notice may also include notice by publication, radio, television, internet, or any other emerging technology. One or more Officers present at a meeting of the Administrative Team may be deemed members of the Administrative Team for the meeting as

necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Pastor, Officer, employee, volunteer, or agent of the Church on the ground that the action was not authorized. The Senior Pastor also may adopt emergency bylaws, subject to amendments or repeal by the full Administrative Team, which may include provisions necessary for managing the Church during an emergency, including but not limited to: (i) procedures for calling a meeting of the Church or Administrative Team; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Administrative Team members. The emergency bylaws will remain in effect during the emergency and not after the emergency ends.

ARTICLE IX. DISSOLUTION.

This Church is organized and operated primarily for religious, charitable, and education purposes and for promoting the spiritual development or well-being of individuals. It is to be operated in a way that does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

The Church pledges its assets for use in performing the organization's religious functions. It directs that on discontinuance of the Church by dissolution or otherwise, which would require an affirmative vote of three-fourths of active members in good standing present at a duly called meeting for that purpose, the assets are to be transferred to a charitable, educational, religious, or other similar organization that is qualified as a charitable organization under Section 501(c)(3), Internal Revenue Code of 1986, as amended.

CERTIFICATE OF SECRETARY

I certify that I am the duly named and acting Secretary of Prince Avenue Baptist Church, and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Members of the Church on the _____ day of _____, 20____

DATED: _____

By: _____

Name: _____

Title: Secretary