

CONSTITUTION AND BYLAWS

WEST COBB CHURCH, INC



March 9, 2022

This document supersedes all previous copies prior to the date above.

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PREAMBLE

We declare and establish this Constitution and Bylaws to preserve and secure the principles of our faith and to govern the Church body in an orderly manner. Documents, such as the complementary Church Policy and Procedures Manual, provide additional guidance and detail on topics discussed herein.

CONSTITUTION

Article I. Name

This body is known as and operates under the corporate name of “West Cobb Church, Inc.” The principal office is located at 1245 Villa Rica Road, Marietta, GA 30064.

Article II. Articles of Faith

We believe the Holy Bible is the inspired, infallible Word of God and is the basis for our faith. This church acknowledges, in whole or in part, “The Baptist Faith and Message” as adopted by the Southern Baptist Convention on June 14, 2000; but does not limit its reference to this statement exclusively, and is considerate of additional doctrines of the Christian faith. Additional guidance is provided in the West Cobb Church Statement of Faith. The Church is a committed body of believers in Jesus Christ and is committed to personally sharing the good news of salvation to lost mankind. The Church follows our Lord Jesus Christ in the ordinances of baptism and the Lord’s Supper.

Article III. Purposes

West Cobb Church exists to glorify God by leading people to:

1. Fulfill the Great Commission of Jesus Christ. (Matthew 28:19-20)
2. Worship and serve God. (John 4:24, Ephesians 2:10)
3. Train all in biblical truth so they can teach others. (2 Timothy 2:2)
4. Minister to the needs of the congregation and the community as the Church is able and gifted to do so. (Ephesians 4:11-12)
5. Connect with other believers for growth, accountability, and encouragement. (Romans 12:5)

Article IV. Governance

The government of this church is vested in the body of believers (Partners) who compose it. This church is and is always to be a sovereign, autonomous church, self-governing on all matters by the Partners who compose it. It is independent of any denominational control. Recognizing, however, the benefits of cooperating with other churches in both local and world missions, this church voluntarily affiliates with Nooday Association of Churches, the Georgia Baptist Convention, and the Southern Baptist Convention.

The Church Partnership delegates primary governance of the Church to the Leadership Team, as defined by the bylaws. The Lead Pastor is accountable to the other members of the Leadership Team. The Leadership Team is accountable to the Church.

The Lead Pastor shall oversee the spiritual ministries of the Church, except where specifically limited by the bylaws and the authorities that are expressly conveyed to the Leadership Team as a whole. The Leadership Team is responsible and has authority over the Resource Team and any other Special Teams. The Resource Team members will have specific areas of responsibility and authority for making decisions delegated to them by the Leadership Team.

Article V. Non-Profit Status

The Church is organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, unless any law will be repressive in scope and/or nature, that it is our duty to democratically oppose it on the basis of the right of free exercise of religious beliefs and peaceable assembly. The Church is formed for any lawful purpose or purposes under the laws of the State of Georgia.

BYLAWS

Article I. Partnership

Section 1 – General

This is a sovereign church existing and operating under the lordship of Jesus Christ. Any person who chooses to join the Church and meets the qualifications delineated herein is considered a Partner. The Partnership retains unto itself the exclusive right of self-government in all spiritual and temporal matters. Persons duly received by the Partners will constitute its Partnership. All organizations created and empowered by the Church will report to and be accountable to the Church.

Section 2 – Qualifications

Any person who offers themselves as a candidate for partnership in this church will be received as a Partner when the following qualifications are met. Any concerns will be referred to the Leadership Team for resolution.

- A personal commitment of faith in Jesus Christ for salvation
- Baptism as a testimony of salvation
- Completion of the Church's designated partnership process
- A written commitment to abide by the Church Covenant.

Section 3 – Church Meetings

Business meetings of the Church shall be held at least annually and must be notified to all Partners with a minimum of ten (10) days advance notice and as prescribed by current Church policy.

In all business meetings where there is a Partnership vote, the quorum will consist of those voting Partners present provided it is a properly called meeting. All decisions put forth to a vote by the Church Partnership need a simple majority for passage unless otherwise stated in these bylaws. Every active Partner of the Church aged 18 and older is entitled to vote on decisions of the Church, which will only be undertaken with the approval of the Church's Partnership, and includes, but is not limited to, the following:

1. Approval of the annual budget
2. Hiring or dismissing the Lead Pastor
3. Affirming Leadership Team members
4. Buying, selling or transferring of real property
5. Amending the Church's Constitution and Bylaws

Section 4 – Termination and Restoration of Partnership

Church Partnership may be terminated by death, request, or by action of the Leadership Team.

A Partner who 1) has not attended church (in person or online) for a minimum of twelve (12) months, 2) no longer provides support to the Church, and 3) has not communicated their intentions, may be moved to an inactive Partnership status.

Should it be determined in a rare circumstance that the welfare of the Church is best served by the exclusion of a Partner, only after faithful efforts (Matthew 18:15-22) have been made to bring such Partner to repentance may the Partnership of said person be terminated by the Leadership Team. The Partner subject to termination will be notified in writing prior to his/her Partnership being terminated.

Any person whose Partnership has been terminated may, upon that person's request and upon evidence of their repentance and reformation, be restored to Partnership by the Leadership Team.

Article II. Leadership

Section 1 – General

The Leadership of the Church is defined as the Lead Pastor and the Leadership Team.

Section 2 – Lead Pastor

The Lead Pastor is called according to the qualifications listed in Titus 1:5-9, 1 Timothy 3:1-7, and 1 Peter 5:1-4. The Lead Pastor will lead the Church to accomplish its God-given mission, and shall oversee the spiritual ministries of the Church, in consultation

with Church staff, except where specifically limited by the bylaws or Church policy statements.

The Lead Pastor, in consultation with other members of the Leadership Team and with the recommendation of the Resource Team, is responsible for the employment, evaluation, salary and benefits, and termination of all Church staff. All Church staff members are ultimately accountable to the Lead Pastor.

The Lead Pastor will serve until one of the following:

1. The Lead Pastor's death or incapacitation.
2. The Lead Pastor's resignation.
3. The Lead Pastor is removed by the Church in the following way only: The Leadership Team, excluding the Lead Pastor, must vote at least three-fourths to bring a recommendation to the Church to remove the Lead Pastor. The Church, then, must vote at least two-thirds to approve the recommendation. The vote must be held in accordance with Article I, Section 3.

In the event of a vacancy, the Leadership Team may appoint an interim Pastor and/or a Search Team to bring a candidate to the Church. The process of conducting the search will be approved by the Leadership Team in collaboration with the Resource Team. The Lead Pastor's responsibilities and authority will be assumed by the Leadership Team during the interim, but can include delegation of specific responsibilities to specific individuals, including an interim Pastor.

A single candidate for Lead Pastor must be presented to the Church for approval in a business meeting held in accordance with Article I, Section 3. Approval by at least two-thirds of those Partners present and voting represents the acknowledgement of God's calling of the Pastor.

Section 3 – Leadership Team

The Leadership Team is the official body that has corporate accountability for the Church and makes final decisions about ministry and business priorities. The Leadership Team has the authority to act in all matters concerning the Church except those matters specifically required to be voted on by the Church Partnership as stated in these bylaws. The Leadership Team may move to bring decisions to the Church Partnership for a vote as needed.

Related to the Church, the Leadership Team will oversee the body of West Cobb Church by focusing on four (4) key areas:

1. To help set the **Direction** of the Church (Acts 16:4; 1 Timothy 5:17)
2. To uphold the **Doctrine** of God's Word (Titus 1:9)
3. To exercise **Discipline** of the flock (1 Timothy 5:19-21; Matthew 18:15-20)
4. To **Display** grace to God's people (James 5:14)

Related to the Lead Pastor, the Leadership Team provides at least seven (7) key functions on a regular basis:

1. Prayer
2. Encouragement
3. Protection from attacks, including false accusations
4. Advice on all Church related matters
5. Resolution of disputes/Reconciliation
6. Discipline, if necessary
7. Accountability

The Lead Pastor is evaluated by the other members of the Leadership Team on a periodic basis as prescribed by current Church policy and collaborates with the Resource Team to set the salary and benefits.

The Leadership Team shall consist of at least four (4) people exclusive of the Lead Pastor and be of sufficient size to effectively manage the affairs of the Church. Each member, except the Lead Pastor, will serve on a staggered rotating term of three (3) years and is eligible for two (2) consecutive terms. A Leadership Team member who serves two consecutive terms, full or partial, will not be eligible to serve as a member for twelve (12) months after their second term expires.

To fill vacancies in, or to expand, the Leadership Team, nominations shall be solicited from the Church Partnership. A candidate for the Leadership Team must have been a Partner of West Cobb Church for at least two (2) years and have actively served on at least one (1) Church sanctioned ministry for a minimum of two (2) years.

Each candidate must be vetted by the existing Leadership Team and/or Resource Team members based on the preceding qualifications and for spiritual maturity as exemplified in the Bible, including but not limited to Acts 14:23, Acts 15, Acts 20, I Timothy 3, I Timothy 5:17-22, Titus 1, and I Peter 5:1-4.

Candidates for the Leadership Team must be presented to the Church for affirmation in a business meeting held in accordance with Article I, Section 3.

Any Leadership Team member may resign; be removed if one becomes unable to serve; or becomes spiritually unqualified. A Leadership Team member, other than the Lead Pastor, can be removed by a three-fourths vote of the other Leadership Team members.

The Church Partnership has the right to remove the Leadership Team in its entirety, in only the following way: The Resource Team must vote at least three-fourths to bring a recommendation to the Church to remove the Leadership Team. The Church, then, must vote at least two-thirds to approve the recommendation. The vote must be held in a business meeting in accordance with Article I, Section 3. During such a period of time, the Leadership Team may not remove members of the Resource Team. (Matthew 18:15-22)

Leadership Team meetings must be held periodically at the discretion of its members as prescribed by current Church policy. The Leadership Team will select its own chair.

Article III. Other Teams

Section 1 – General

In addition to the Leadership Team, the Church establishes and maintains one standing team, the Resource Team. The Resource Team is chosen from among the Partnership of the Church and will receive authority delegated by the Leadership Team to approve specific financial, personnel and other matters to help facilitate the operation of the Church.

Special Teams may be created by the Leadership Team to serve specific temporary needs of the Church. Members of all Special Teams are chosen from the Partnership of the Church by the Leadership Team and will have a defined purpose, structure, size and timeframe. The Leadership Team has the right to remove an individual team member or the team in its entirety. (Matthew 18:15-22)

Section 2 – Resource Team

The purpose of the Resource Team is to support the Lead Pastor and Leadership Team in fulfilling the mission of the Church, provide counsel and approval in related matters, and to act as agents of the Church to ensure accountability and the proper handling of issues related to the following areas:

- Financial Resources – the Church’s money
- Human Resources – the Church’s staff, including raises and bonuses
- Campus Resources – the Church’s property

The Leadership Team appoints the members of the Resource Team and delegates authority to make financial, personnel, and facilities decisions. The specific levels of authority may change over time. Each member will serve on a staggered rotating term of three (3) years and is eligible for two (2) consecutive terms. A Resource Team member who serves two (2) consecutive terms, full or partial, will not be eligible to serve as a member for twelve (12) months after their second term expires. Resource Team meetings must be held periodically at the discretion of its members as prescribed by current Church policy. The Resource Team will select its own chair.

Article IV. Church Staff

The Church staff will be determined by ministry needs and the overall Church budget. The Lead Pastor, Leadership Team and Resource Team will collaborate to make staffing changes, when needed. Approved staffing plans and organization charts will be updated as needed. Permanent pastoral staff members are expected to be Partners of the Church.

Article V. Officers

Section 1 – General

Corporate Officers of the Church, as recorded for West Cobb Church, Inc. with the Office of the Georgia Secretary of State, will hold in trust the Church property with no power to buy, sell, mortgage, lease or transfer any real property without a specific vote of the Church authorizing each action. It is the function of the Officers to affix their signatures to legal documents on behalf of West Cobb Church involving the purchase, sale, mortgage, rental, or transfer of property, or to other legal documents where the signatures of Officers are required.

Officers will have supervision of and maintain deeds, bonds, insurance policies and important papers of the Church. They are further authorized to receive and disburse monies in accordance with the terms of wills, bequests and special instruments wherein the Church is named beneficiary.

Section 2 – Appointment of Officers

The Leadership Team will select Officers from among the Partnership of the Church. The Lead Pastor is not eligible to serve as an Officer of the Church. The offices will consist of Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Secretary. The Leadership Team will determine the responsibilities of each office. Officers will serve until death, incapacitation, resignation, or removal by the Leadership Team.

Section 3 – Nonliability of Individuals in Leadership

Officers, Leadership Team members, Resource Team members, Church Staff, and Pastors shall not be held responsible for the debts, liabilities or other obligations of the corporation.

Section 4 – Indemnification by Corporation of Officers

The Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Georgia.

Article VI. General

Section 1 – Adoption of this Constitution and Bylaws

This Constitution and Bylaws will be considered adopted and will become effective March 27, 2022, upon an affirmative vote held in accordance with Article I, Section 3. Upon the adoption of this Constitution and Bylaws, any and all Constitutions and Bylaws previously adopted by West Cobb Church, Inc. will be repealed.

Section 2 – Amendments

Any proposed amendment changes to these Constitution and Bylaws shall be approved by the Leadership Team and presented in writing to the Church Partnership with at least

10 (ten) days advance notice of a duly convened business meeting held in accordance with Article I, Section 3.

The Policy and Procedures Manual referred to in these Constitution and Bylaws shall not be inconsistent with the Constitution and Bylaws.

Section 3 – Private Inurement

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its Partners, Leaders, Staff, Officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for goods and services in furtherance of the mission and purposes of the Church. Church finance policy provides additional detail in this regard.

Section 4 – Dissolution

Upon the dissolution of the Church, the Leadership Team shall, after paying or making provision for payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such a manner or to such organization or organizations formed and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S Internal Revenue Law), as the Leadership Team shall determine.