

CONSTITUTION PREAMBLE

We declare and establish this Constitution for the preservation and security of the principles of our faith, and so that this body may be governed in an orderly manner. This Constitution will preserve the liberties of each individual member of this Church and the freedom of action of this body of believers. It shall amend and completely restate the Constitution of this Church.

ARTICLE I. NAME

This body shall be known as Dunwoody Baptist Church, Incorporated, Dunwoody, Georgia (the "Church").

ARTICLE II. ARTICLES OF FAITH

This Church accepts as its authority the Holy Scriptures believing their basic truths to be contained in the following Articles of Faith:

- 2.1** We believe in God's Holy and Infallible Word. We believe in the believer's right to seek its truths for himself and the necessity of practicing its precepts. We believe that the Bible is a miraculous book in that its truths are hidden from the skeptic and unbelievers but eternally open to the honest believer who asks God's direction in its study. We believe the Bible has one message for the unbeliever and that is the message of salvation.
- 2.2** We believe in man's complete ruin in sin and God's perfect remedy in Christ.
- 2.3** We believe that without Christ man is eternally lost.
- 2.4** We believe in salvation by Grace through faith as taught in His Word.
- 2.5** We believe that Jesus was born of the Virgin Mary through the miraculous conception of the Holy Spirit and that God is His Father.
- 2.6** We believe in the Father, Son, and Holy Spirit, one God, yet three persons in expression.
- 2.7** We believe in the Holy Ordinance of Baptism by immersion in water. It is to be participated in by believers and is a picture of death to sin, burial and resurrection with Him in newness of life.
- 2.8** We believe in the Holy Ordinance of the Lord's Supper. We believe it is to be celebrated as a command of Jesus and that the elements of bread and wine represent His Body and Blood and are divine symbols of His sacrifice for the souls of men.

2.9 We believe in life after death and in a literal Heaven and Hell. We believe Heaven to be a place of eternal and perfect union with the Godhead and that Hell is a place of eternal separation from the presence of God.

2.10 We believe in the love and brotherhood of the Saints. We believe in the correction of the wayward and the encouragement of the faithful. We believe in charity and love for all those who need help.

2.11 We believe that marriage is a lifetime, covenantal and exclusive union of a man and a woman, consistent with the Scriptural mandate, and reflects the union of Christ and His Church.

2.12 We believe in showing every person compassion, love, kindness, respect, and dignity, in response to God's eternal love for every creature made in His image. We love because God first loved us. We are also aware of our own fallibility. Everyone falls short of the glory of God, and is in need of His grace. As such, we welcome anyone wishing to explore Christian faith, worship, and fellowship at DBC.

2.13 We believe in the power of prayer and believe that Jesus commands us to pray. We believe God answers the prayer of a believing Christian.

2.14 We believe that the earnest application of the principles of truth as laid down in God's Word will result in the stimulation and growth of the mental, physical, moral, and spiritual health of the believer.

2.15 We believe in the Holy Spirit who teaches us all things in Christ. We believe that He indwells every believer but that His action in our lives is limited by the degree of surrender of each individual. He is the Comforter promised by God and it is through His wooing that we are brought to God.

2.16 We believe that God forgives the sin of believers. When we have confessed our sins, He is faithful and just to forgive us.

2.17 We believe in the joy of salvation. We believe this joy increases as we study His Word and exercise His will in good works. We believe God recognizes a believer by the seal of the Spirit and the action of faith in good works and that this brings unspeakable joy to the Heart of God and to the life of the believer.

2.18 We believe in the sacrificial atonement of Jesus for the sins of all mankind, past, present, and future.

2.19 We believe in the miraculous resurrection of Jesus and His ascension into Heaven.

2.20 We believe in the bodily resurrection of the believer who will be clothed in a new indestructible body and that we shall be like Him – For we shall see Him as He is.

2.21 We believe in the work of His Church throughout the world. We believe in missions at home and abroad as commanded by our Lord and laid down in example by the Apostle Paul and others down through the years.

2.22 We believe the Bible teaches that Christ shall come again and that we are to live in an attitude of expectancy.

ARTICLE III. CHURCH COVENANT

Guiding this Church in fellowship is the following Covenant adopted March 15, 1964:

3.1 Having been led by the Holy Spirit of God to accept Jesus Christ as our Savior, and having been baptized in the name of the Father, and the Son, and the Holy Spirit, we prayerfully and sincerely make this covenant with one another as one body in Christ.

3.2 By His grace we agree to walk together in Christian love, to sustain the worship, ordinances, discipline, and articles of faith of this Church; to contribute regularly to the support of its ministry, and the spread of the gospel through all nations.

3.3 With the help of the Holy Spirit, we will strive to live by the standards set forth in the life and teachings of Jesus Christ, to cultivate personal and family religion, always acknowledging His presence in all we undertake to do; to avoid all things that are harmful to the body, mind, or personal example, in an effort to promote the kingdom of Christ.

3.4 Should we leave this community, we will, as soon as possible, unite with some other church where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE IV. PURPOSE AND CHARACTER

4.1. Doctrine. The Scriptures shall be the authority of this Church in matters of faith and practice.

4.2. Basic Functions. The basic functions and purposes of this Church are worship, evangelism and missions, nurturing and educating, ministry, and fellowship.

4.3. Polity. The government of this Church is vested in the body of believers who compose it. It is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation, which are common among Southern Baptist churches. This Church shall be affiliated with the local Southern Baptist association, the Georgia Baptist Convention, the Cooperative Baptist Fellowship, and the Southern Baptist Convention and shall, insofar as possible cooperate with these groups and support their programs.

ARTICLE V. DISSOLUTION

The Leadership Team may call a special congregational meeting for the purpose of dissolving the Church. Dissolution may also be raised by motion at any regularly scheduled church conference. However, any vote on dissolution must be preceded by a minimum of two weeks notice in writing to church members. Should dissolution be approved, all assets remaining after payment of liabilities will be distributed to one or more religious organizations of like faith. Three-fourths of the votes cast by written ballot at the meeting must be in the affirmative to dissolve the church and to approve distribution of church assets. Such a meeting must include a quorum.

ARTICLE VI. CONFLICTS

In the event of conflict between this Constitution and the Church's Bylaws, the provisions of the Constitution shall take precedence.

ARTICLE VII. AMENDMENTS

Amendments to this Constitution may be made at any Church conference provided such proposed amendments shall have been presented in writing to all members at least two weeks prior to the conference. Amendments to the Constitution shall be by three-fourths vote of those members of the Church present and voting. Such a meeting must include a quorum.

ARTICLE VIII. QUORUM

A quorum shall be defined for purposes of all Church congregational meetings as a minimum of ninety church members present. The number of church members present shall be determined by a show of hands and counted by the moderator or his designee.

ARTICLE IX. INDEMNITY

The Church shall indemnify any current or former trustee, officer, or employee of the Church and their heirs, successors, and assigns against any and all expenses, including amounts paid upon judgments, attorneys' fees, and amounts paid in settlement (before or after suit is commenced), actually and reasonably incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of having

been trustees, officers, or employees of the Church. Such indemnity shall not be owed or paid by the Church with respect to (a) any matter as to which such person shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties as trustee, officer, or employee, or (b) any matter settled or compromised, unless the Church has consented in advance to such settlement or compromise.

BYLAWS

ARTICLE I – MEMBERSHIP

- 1.1. General.** Dunwoody Baptist Church, Incorporated, Dunwoody, Georgia (the “Church”), will be governed by the congregation of members under the Lordship of Jesus Christ. On the basis of the doctrine of the priesthood of all believers, every active member will have equal rights, privileges, and responsibilities in carrying out the God-given tasks of the Church. These Bylaws, dated December 19, 2012, shall amend and completely restate all previous versions of the Bylaws of this Church.
- 1.2. Candidacy.** Any person may offer himself or herself as a candidate for membership in this Church in any of the following ways:
- a). By profession of faith in Jesus Christ and baptism according to the beliefs and practices of this Church.
 - b). By transfer of membership from another Baptist church.
 - c). By statement of prior conversion experience and prior baptism according to the beliefs and practices of this Church.
- 1.3. Procedures.** The following procedures shall be followed for the admission of new members:
- a). First, all candidates for membership will be required to complete a membership orientation class provided by the Church. At the discretion of the Church, this class may be by home visitation if the candidate is unable to attend on the Church campus. This class shall afford the candidate an opportunity to learn more about the Christian faith, Baptist practices, and the organization of this Church. It shall also identify opportunities for service in the Church.
 - b). Second, a Church representative (either a member of the Ministerial staff or active Church member appointed by the Ministerial Staff) will interview each candidate to have a discipleship conversation. During this interview, the Church representative will offer words of welcome, discuss the candidate’s spiritual journey, discuss suggested next steps to grow spiritually at DBC, answer any questions, and discuss possible areas of service in the Church. The Church representative shall report orally or in writing to the appropriate member of the Ministerial staff with information on next steps for discipleship and service. The Ministerial Staff body, including the Senior Pastor, shall make a decision as to whether membership is granted for each candidate. If no concerns arise regarding church membership, the new member will be presented to the congregation.
 - c). If any candidate is not recommended for admission, the Leadership Team may appoint a committee to interview the candidate and investigate the matter, as it deems appropriate.

1.4. Termination of Membership.

- a). Membership will be terminated in the following ways: death, joining another church, voluntary resignation, or exclusion by action of this Church.
- b). Should a member become an offense to the Church by reason of immoral or non-Christian conduct, or by persistent breach of the Church covenant, the Church in conference and upon motion from the Leadership Team, may terminate his or her membership by a majority vote of the active members present and voting with a quorum. Termination of membership may only occur after the Leadership Team has given due notice and provided a hearing, if desired, and after faithful efforts have been made to bring such a person to repentance. This procedure shall model that set forth in Matthew 18:15-17 and Galatians 6:1. The goal of this process shall be to seek, with loving discretion, that member's restoration to full fellowship.

1.5. Membership Records.

- a). The Church staff will maintain a roll of the membership of this Church. This roll will list the names, last known addresses, dates and methods of admission and/or terminations, and any other information deemed pertinent.
- b). Those members who are inactive at least three years may be placed on an inactive roll at the discretion of the Church. The Church shall attempt to notify such members of their inactive status. Inactive members may at any time request that they be placed on the active roll. Inactive members are not eligible to vote.
- c). The Church staff shall maintain Sunday School, Small Group, and Church records and data sufficient to preserve the history of the Church as instructed by the Leadership Team and the Senior Pastor.

ARTICLE II – Church Staff

2.1. Senior Pastor

- a). **Role and responsibilities.** The Senior Pastor is responsible for leading the congregation in performing the functions of a New Testament church. He will give direction to the worship and pastoral ministries of the Church. He will provide leadership to the Church and its staff and shall serve as a member of the Leadership Team.
- b). **Selection.** When the need arises, a Pastor Search Task Force of at least six members will be interviewed and nominated by the Nominating Committee and presented to and approved by the Church in conference to seek a Pastor. Any church member may propose members of the Pastor Search Task Force to the Nominating Committee by written submission to the Chair of the Nominating Committee. Members shall be representative of the Church body and include at least one member from each of the following bodies: Finance Committee, Deacon Ministry, Personnel Committee, and Leadership Team. The Pastor Search Task Force shall seek candidates that will uphold the Church's mission as well as the Articles of Faith as

provided in the Church Constitution, and live in a manner consistent with New Testament guidelines for overseers. The Pastor Search Task Force will bring to the Church one candidate at a time for consideration. Voting on that candidate will be at a regular or specially called Church conference where a quorum is present, and must be by written ballot of ninety percent affirmative vote. The Task Force will serve until a Pastor is selected by the Church or the Church dissolves the Task Force.

- c). **Termination.** The Church will call the Senior Pastor for an indefinite period of service. Both the Pastor and the Church will have the right to terminate the relationship by giving thirty-day notice without cause for termination. The thirty-day notice may be waived upon mutual agreement of the Pastor and the Church. Any recommendation to terminate the Senior Pastor must be approved by three-fourths of the Leadership Team members excluding the Senior Pastor. The recommendation must be affirmed at a specially called Church conference by a written ballot of three-fourths of those members present and voting. The Leadership Team may place the Senior Pastor on paid leave, pending a Church vote.
- d). **Interim Pastor.** The Leadership Team will select any Interim Pastor. If that Pastor has been engaged to serve a term of six months or longer or has actually served for a period of six months or longer, he must be approved by majority of those present at a Church conference.

2.2. Ministerial Staff.

- a). **Role and responsibilities.** The Ministerial Staff consists of the ministers called by the Church to provide leadership to the various ministries of the Church. These might include the Ministers of Education, Administration, Music, Missions, Evangelism, age group ministers, and others that the Church may deem necessary. All Ministerial Staff shall be members of the Church.
- b). **Selection.** When the need for a Ministerial Staff position is determined, a job description will be submitted by the Personnel Committee and approved by the Leadership Team in consultation with the Finance Committee. When such a need is identified, a Search Task Force of at least six members will be interviewed and nominated by the Nominating Committee and approved by the Leadership Team. Any Church member may propose members of the Search Task Force to the Nominating Committee by written submission to the Chair of the Nominating Committee. A Search Task Force shall seek candidates that will uphold the Church's mission as well as the Articles of Faith as provided in the Church Constitution, and live in a manner consistent with New Testament guidelines for overseers. Candidates may not be required to be ordained ministers, depending on the position requirements. The Search Task Force will bring one candidate to the Church at a time for consideration. Voting on that candidate will be at a regular or specially called Church conference and must be by an affirmative vote by written ballot of ninety percent of those members present and voting. Such a meeting must include a quorum. Any changes in ministerial responsibilities must be approved by the Leadership Team in consultation with the Personnel Committee.

- c). **Termination.** The term of service for Ministerial Staff members will be indefinite with both the staff member and the Church having the right to terminate the relationship by giving thirty-day notice. The thirty-day notice may be waived upon mutual agreement of the staff member and the Church. Any recommendation to terminate a member of the Ministerial Staff may be made by the Senior Pastor, Leadership Team or Personnel Committee, with final approval by the Leadership Team after discussion with the Personnel Committee.

2.3. Church Administrator

- a). **Role and responsibilities.** To the extent that such functions are not fulfilled by Ministerial Staff, a Church Administrator may be appointed to manage the administrative functions of the Church.
- b). **Selection.** When the need for a Church Administrator is determined, a job description will be submitted by the Personnel Committee and approved by the Leadership Team. The Church Administrator may be recommended by the Senior Pastor with approval of the Leadership Team and Personnel Committee. The Church Administrator will be expected to support the Church's mission as well as the Articles of Faith as provided in the Church Constitution.
- c). **Termination.** The term of service for a Church Administrator will be indefinite with both the staff member and the Church having the right to terminate the relationship by giving thirty-day notice. The thirty-day notice may be waived upon mutual agreement of the staff member and the Church. Any recommendation to terminate the Church Administrator may be made by the Leadership Team or Personnel Committee, with final approval by the Leadership Team after discussion with the Personnel Committee.

2.4. Professional and Support Staff

- a). **Role and responsibilities.** Professional Staff consists of the Directors of Ministries who work under the direction of the Ministerial / Administrative Staff. These positions include but are not limited to the Directors of Operations, the Weekday Preschool Program, Dunwoody School of the Arts, Fitness Center, and Sports Ministry. All other Church employees are Support Staff.
- b). **Selection and Termination.** Guidelines for the administration of Directors and Support Staff are the responsibility of the Personnel Committee. The Personnel Committee shall have authority to hire and terminate Directors and Support staff and may delegate such authority to the Senior Pastor and members of the Ministerial and Professional Staff. Directors will be expected to support the Church's mission as well as the Articles of Faith as provided in the Church Constitution. The Personnel Committee will be responsible for the terms of service and termination procedures for professional and support staff members.

- 2.5. Termination for Cause.** Any Church employee may be terminated for cause based on unacceptable performance of duties or upon an act of moral turpitude which subjects or could be reasonably anticipated to subject the Church to public ridicule, contempt, scorn, or censure in the sole discretion of the Church. Decisions to terminate an employee for cause will be made

according to the termination guidelines outlined in sections 2.1 through 2.4. Termination for Cause may result in immediate separation without remedy.

ARTICLE III – Church Organization

3.1 – Leadership Team

a). Role and responsibilities:

- i. The primary roles of the Leadership Team are coordination of the performance of tasks specifically set forth in the Church Bylaws, counsel to the pastor; planning and recommending future directions of the church; guarding the purity of church doctrine, and providing spiritual leadership to the church.
- ii. The Leadership Team shall participate in the annual budget process.
- iii. When issues arise within and/or between standing committees of the Church and are brought before the Leadership Team, the Leadership Team will be responsible for mediating with the parties towards a resolution.
- iv. In an effort to ensure community of purpose and communication between the governing committees of the Church, one member of the Leadership Team will be assigned, as a liaison, to each of the other committees and task forces.
- v. The Leadership Team shall have direct responsibility, in cooperation with and with input from the Finance Committee, Personnel Committee and the Deacon Ministry, for managing the annual performance review process of the Senior Pastor.
- vi. In the absence of a Senior Pastor, the Leadership Team shall coordinate with the Church Administrator and Ministerial Staff to fulfill the roles and responsibilities of the Senior Pastor.
- vii. The Leadership Team shall have a policy and procedure manual which shall describe how various duties and responsibilities will be accomplished.

b). Qualifications: Leadership Team members must be members of the Church, regular financial contributors, and regular participants in worship and Bible study. Leadership Team members will be expected to support the Articles of Faith as provided in the Church Constitution, live in a manner consistent with New Testament guidelines for overseers, and be committed to the Church's mission.

c). Nomination/Approval:

- i. Any Church member may propose candidates for service on the Leadership Team. Such proposals must be in writing and delivered to the chairman of the Nominating Committee at least 10 weeks prior to the presentation of nominees to the Church.

- ii. The chairman of the Nominating Committee will immediately forward a list of proposed candidates to the Leadership Team Evaluation Task Force.
- iii. The Leadership Team Evaluation Task Force is a five-member task force which will interview and evaluate candidates and present a list of recommended nominees to the congregation at least thirty days prior to the appropriate Church conference. This task force will include one member from each of the following: Finance Committee, Personnel Committee, Leadership Team, and Deacon Ministry. Each of these entities will select the member from that body to represent that body on the task force. In addition, the task force shall also include one at-large member selected by the Nominating Committee. The at-large member shall not be a member of the Finance Committee, Personnel Committee, Deacon Ministry, Leadership Team, or the Church staff. Nominees recommended by the task force must be approved by the congregation.

d). Composition/Term:

- i. The Leadership Team shall consist of twelve regular members, plus the Senior Pastor, a voting member. Other than the Senior Pastor, regular members may not be employees of the Church nor have family members in ministerial or director positions.
- ii. Regular members shall serve a four-year term and may not serve consecutive terms on the team. Each year, three new regular members will be elected by the congregation to fill the position of the three members whose term expires. Additional members may be elected to fill unexpired terms.
- iii. In the event that an individual elected to fill an unexpired term serves twelve months or less, such individual will be eligible to be elected for a succeeding full term without a one year absence from the team.
- iv. Members of the Leadership Team shall not serve concurrent terms on the Nominating Committee, the Personnel Committee, or Finance Committee.
- v. Team members may be removed for cause. Removal procedures will be consistent with New Testament teachings. Issues shall first be discussed within the Leadership Team. If the issues are not resolved, escalation shall be to the Church body at an appropriately called Church conference.

e). Meetings: The Leadership Team shall meet routinely, usually once a month subject to the discretion of the chairman, but at least once a quarter.

f). Selection of Officers: The Leadership Team will select annually a chairman responsible for conducting meetings, a vice-chairman responsible for conducting meetings in the chairman's absence, and a secretary responsible for taking minutes of the meeting. Minutes of each meeting will be forwarded to the Church Administrator for record.

3.2 Deacons

- a). **Role and responsibilities.** Deacons are those individuals in the Church whose ministry is to meet the pastoral needs of our congregation. The role of a deacon is that of a servant. Through the deacons the Church's pastoral care activities are organized, coordinated and focused. As an extension of the pastoral staff's ministry, deacons counsel, visit, comfort and share in people's suffering, encourage, celebrate and rejoice with people.
- b). **Qualifications.** To serve as a deacon, a person must live in a manner consistent with New Testament guidelines for Deacons as set forth in 1 Timothy 3:1-13, and Acts 6:1-15, and have been observed to serve faithfully and have been proven in and through the ministry of Dunwoody Baptist Church. Because of the critical nature of their task in the life of the Church, deacons must be members of the Church, regular financial contributors to the Church, growing disciples, regular participants in worship and Bible study, active in a personal ministry and be fully informed and committed to our Church's mission, vision, strategy, and the Articles of Faith as provided in the Church Constitution.
- c). **Nomination/Approval:** Deacons will typically be chosen for each adult teaching/learning unit of the Sunday School in coordination with their needs, and for certain other groups within the Church who desire representation, as determined by the Deacon body.
 - i. **Nomination:** Existing Deacons will solicit nominations from the congregation. Members of each group with deacon representation may nominate one or more deacons to serve for the next year as their primary pastoral care givers. Deacon Recommendation Forms will be distributed for use by Church members to nominate individuals. Nominations should be submitted to the Deacon Chair.
 - ii. **Election.** A Deacon Review Committee, appointed by the Deacon Coaches and Deacon Chair, will receive nominations and conduct interviews to screen nominees as to their qualifications, availability and commitment to serve actively. The Deacon Chair will then present to the congregation at a Church Conference a list of approved nominees for affirmation and ordination, if necessary. There is no obligation to include as an active Deacon a person who has been serving as a Deacon in another church.
 - iii. **Ordination.** Election of non-ordained persons to the ministry of deacon will carry with it the authority to ordain them. The term "ordained" as used in this section will mean set apart for and consecrated to the special service of the Church's pastoral care ministry. Ordination does not convey any power beyond that which the Spirit manifests within the life of the individual. Ordination is the formal recognition by this Church of the spiritual gifts manifested in the life of the deacon.
 - iv. **Vacancies.** Any deacon position vacated during the year will be filled upon nomination by the teaching/learning unit, approval by the Deacon Chair and Coaches, and affirmation by the Church in its next regular conference. The new deacon will begin official service upon this approval.

- v. **Removal.** Deacons may be removed if they no longer meet the qualifications or are not fulfilling their responsibilities. Removal proceedings will be consistent with New Testament teachings. Issues shall first be discussed with the Deacon Chair and Deacon Coaches. If issues are not resolved, escalation shall be to the Leadership Team, and if necessary, to a vote of the Church at an appropriate Church conference.
- d). **Term.** Deacons will serve three-year terms. They may continue in subsequent years with a vote of the Church at a Church conference.
- e). **Meetings.** The Deacon body shall meet routinely, usually once a month subject to the discretion of the chairman, but at least once a quarter.
- f). **Selection of Officers.**
 - i. **Deacon Chair.** A chair will be annually selected, to provide leadership to the deacons. The Deacon Coaches should select a new chair from the currently serving deacons. An individual may serve as Chair no more than three consecutive terms.
 - ii. **Deacon Coaches.** Deacon Coaches will be selected to provide guidance and counsel to a group of Deacons. Deacon Coaches will serve one-year terms. Before the end of each term, existing Deacon Coaches will recommend a Deacon Coach for their group to serve the following term, subject to approval of the Deacon body. An individual may serve more than one year consecutively.
 - iii. **Secretary.** The secretary shall be elected annually by vote of the Deacon body and is responsible for taking minutes of the meetings. Minutes of each meeting will be provided to the Leadership Team for information, and to the Church Administrator for record.

3.3 Moderator. The Church will elect annually a Moderator and Assistant Moderator to preside at regular and specially called Church conferences. In their absence, the Leadership Team Chair will preside. If none of these leaders are available, the Church Clerk will call the Church conference to order and an acting moderator will be elected. Church employees are not eligible to serve as Moderator or Assistant Moderator.

3.4 Parliamentarian. The Church will elect annually a Parliamentarian to enforce proper procedure and application of Church Bylaws and Robert's Rules of Order at Church conferences. Church employees are not eligible to serve in this position.

3.5 Clerk. The Church will elect annually a Church Clerk, who will keep a record of all the actions of the Church, which occur in conference, and provide meeting minutes to the Church Administrator. Church employees are not eligible to serve in this position.

3.6 Trustees. Three Trustees, one of whom will be elected each year to serve for three years, will hold in trust the property of the Church. They will have no power to sell, buy, mortgage, lease, or transfer any real property of the Church without a specific vote of the Church authorizing each action.

It will be the function of the Trustees to affix their signatures to legal documents where required. Church employees are not eligible to serve in this position.

3.7 Committees: Committees are Church-elected ongoing administrative organizations which meet on a regular basis to advise the ministry and professional staff, help make policy, hear reports, and carry out assignments in their area. The Finance Committee, Personnel Committee, Nominating Committee, and Missions Council shall be standing committees of a designated number of members with a specific term. Each committee will have staff representation to assure coordination and communication with the total Church and its ministries. The Church may form additional committees as needed.

Each committee shall have a Policy and Procedures Manual which shall describe how various duties and responsibilities will be accomplished.

Committee members may be removed for cause. Removal procedures will be consistent with New Testament teachings. Issues shall first be discussed within the committee. If issues are not resolved, escalation shall be to the Leadership Team, and if necessary, to a vote of the Church at an appropriate Church conference.

Each committee will select annually a chairman responsible for conducting meetings, a vice-chairman responsible for conducting meetings in the chairman's absence, and a secretary responsible for taking minutes of the meeting. Minutes of each meeting will be provided to the Leadership Team liaison for information, and to the Church Administrator for record.

3.8 Nominating Committee

- a). **Role and responsibilities:** The Nominating Committee shall be a standing committee and shall be responsible throughout the year for nominating and presenting Church members to serve on various committees and as Church officers (Parliamentarian, Moderator, Trustees, Clerk), unless provided for otherwise in these Bylaws, that have been vacated by expiration of term, resignation, death, or removal. Other duties and tasks may be specifically assigned to it in other sections of these Bylaws. All recommendations of the Nominating Committee for committee members and Church officers are subject to Church vote.
- b). **Qualifications:** Committee members must be members of the Church, regular financial contributors, regular participants in worship and Bible study, and committed to our Church's mission, vision, strategy, and the Articles of Faith as provided in the Church Constitution.
- c). **Nomination/Approval:** Any Church member may propose candidates for service to the Nominating Committee. Such proposals must be in writing and delivered to the chairman of the Deacon Ministry at least four weeks prior to presentation of nominees to the Church.

New members of the Nominating Committee will be recommended to the Church by majority vote of the Deacon Ministry and approved by the congregation.

- d). **Composition/Term:** The Nominating Committee shall be a standing committee of nine members, plus a designated non-voting staff liaison. Regular members shall serve a

three-year term and may not serve consecutive terms on the committee. Each year, three new regular members will be elected to fill the position of the three members whose term expires.

In the event that an individual elected to fill an unexpired term serves twelve months or less, such individual will be eligible to be elected for a succeeding full term without a one year absence from the committee.

Committee members may be removed for cause. Removal procedures will be consistent with New Testament teachings.

- e). **Meetings:** The Nominating Committee shall meet as necessary, subject to the discretion of the chairman.
- f). **Selection of Officers:** The Nominating Committee will select annually a chairman, vice-chairman, and secretary. Duties are described in Section 3.7.

3.9 Finance Committee

- a). **Role and responsibilities:** The Finance Committee shall be a standing committee and will recommend and present an annual Church budget to the congregation for approval and monitor its status and the conditions of the Church's financial affairs. In preparing the budget, the committee will coordinate with the Church Administrator, Senior Pastor, Leadership Team and other appropriate staff and committee chairs ensuring the vision and strategies of the church are properly represented. The budget will reflect financial planning for staffing, programming, construction, maintenance and new capital projects to be undertaken by the Church, as well as tasks specifically assigned to it in other sections of these Bylaws. Daily operational functions will be delegated to the Church staff. The Finance Committee shall determine the fiscal year of the Church, which shall be communicated to the congregation as part of the budget approval process.
- b). **Qualifications:** Committee members must be members of the Church, regular financial contributors, regular participants in worship and Bible study, and committed to our Church's mission, vision, strategy, and the Articles of Faith as provided in the Church Constitution.
- c). **Nomination/Approval:** Any Church member may propose candidates for service to the Finance Committee. Such proposals must be in writing and delivered to the chair of the Nominating Committee at least four weeks prior to presentation of nominees to the Church.
- d). **Composition/Term:** The Finance Committee shall be a standing committee of nine regular members, plus a designated non-voting staff liaison. Regular members shall not be employees of the Church. Regular members shall serve a three-year term and may not serve consecutive terms on the committee. Each year, three new regular members will be elected to fill the position of the three members whose term expires.

In the event that an individual elected to fill an unexpired term serves twelve months or less, such individual will be eligible to be elected for a succeeding full term without a one year absence from the committee.

Committee members may be removed for cause. Removal procedures will be consistent with New Testament teachings.

- e). **Meetings:** The Finance Committee shall meet regularly, usually once a month subject to the discretion of the chairman, but at least once a quarter.
- f). **Selection of Officers:** The Finance Committee will select annually a chairman, vice-chairman, and secretary. Duties are described in Section 3.7.

3.10 Personnel Committee

- a). **Role and responsibilities:** The Personnel Committee shall be a standing committee and provide advice, counsel and approval on a broad array of personnel matters, including but not limited to, the hiring and termination of Church personnel, compensation guidelines, employee positions, job descriptions, periodic review and modification of written personnel policies and procedures, as well as tasks specifically assigned to it in other sections of these Bylaws. The Personnel Committee is responsible for the hiring, administration, and termination of the Church's professional and support staff.
- b). **Qualifications:** Committee members must be members of the Church, regular financial contributors, regular participants in worship and Bible study, and committed to our Church's mission, vision, strategy, and the Articles of Faith as provided in the Church Constitution.
- c). **Nomination/Approval:** Any Church member may propose candidates for service to the Personnel Committee. Such proposals must be in writing and delivered to the chair of the Nominating Committee at least four weeks prior to presentation of nominees to the Church.
- d). **Composition/Term:** The Personnel Committee shall be a standing committee of nine regular members, plus a designated non-voting staff liaison. Regular members may not be employees of the Church. Regular members shall serve a three-year term and may not serve consecutive terms on the committee. Each year, three new regular members will be elected to fill the position of the three members whose term expires.

In the event that an individual elected to fill an unexpired term serves twelve months or less, such individual will be eligible to be elected for a succeeding full term without a one year absence from the committee.

Committee members may be removed for cause. Removal procedures will be consistent with New Testament teachings.

- e). **Meetings:** The Personnel Committee shall meet routinely, usually once a month subject to the discretion of the chairman, but at least once a quarter.
- f). **Selection of Officers:** The Personnel Committee will select annually a chairman, vice-chairman, and secretary. Duties are described in Section 3.7.

3.11 Missions Council

- a). **Role and responsibilities:** The Missions Council shall be a standing committee, and in conjunction with the Missions Pastor, shall be responsible for the establishment and execution of the missions activities of the Church and establishment of the Church missions budget, as well as tasks specifically assigned to it in other sections of these Bylaws.

The Missions' ministry budget of the Church shall be initially developed by the Missions Pastor and approved by the Missions Council prior to final approval by the Finance Committee, Leadership Team, and the Church congregation.

- b). **Qualifications:** Council members must be members of the Church, regular financial contributors, regular participants in worship and Bible study, and committed to our Church's mission, vision, strategy, and the Articles of Faith as provided in the Church Constitution.
- c). **Nomination/Approval:** Any Church member may propose candidates for service to the Missions Council. Such proposals must be in writing and delivered to the chair of the Nominating Committee at least four weeks prior to presentation of nominees to the Church.
- d). **Composition/Term:** The Missions Council shall be a standing committee of nine regular members, plus a designated non-voting staff liaison. Regular members shall serve a three-year term and may not serve consecutive terms on the same committee. Each year, three new regular members will be elected to fill the position of the three members whose term expires.

In the event that an individual elected to fill an unexpired term serves twelve months or less, such individual will be eligible to be elected for a succeeding full term without a one year absence from the committee.

Council members may be removed for cause. Removal procedures will be consistent with New Testament teachings.

- e). **Meetings:** The Missions Council shall meet regularly, usually once a month subject to the discretion of the chairman, but at least once a quarter.
- f). **Selection of Officers:** The Missions Council will select annually a chairman, vice-chairman, and secretary. Duties are described in Section 3.7.

3.12 Task Forces. Task forces are temporary groups formed to accomplish a specific task or meet a distinctive, usually short-term, need. When their assignment has been completed, the task force will dissolve. Task forces may be formed at any time by the Church body, the Leadership Team, the Deacon body, or a pastoral or professional staff leader with approval of the Leadership Team. Task forces are accountable to the initiating group. All recommendations which come from a task force will require ratification by the initiating body. Task forces might include, but are not limited to: long-range planning, strategic planning, and searching for qualified staff candidates.

3.13 Non-elected Positions. Non-elected positions include Bible Study teachers, Small Group leaders, and any other discipleship or ministry leadership position. Individuals holding these positions shall be held to the same standard as those holding elected positions. They shall be members of the Church, regular financial contributors, regular participants in worship and Bible study, and committed to our Church's mission, vision, strategy, and the Articles of Faith as provided in the Church Constitution.

ARTICLE IV – CHURCH MEETINGS

4.1. Worship Services. The Church will meet regularly on Sunday for the worship of Almighty God, preaching, instruction, and prayer. Additional worship service(s) may occur on other days from time to time. These meetings will be open to all people and will be conducted under the leadership of the Pastor. The times and locations of these meetings will be determined by the Ministerial Staff after consultation with the Leadership Team.

4.2 Regular Church Conferences: Regular conferences of the Church will be held at least twice per calendar year, at days and times designated by the Leadership Team. The congregation will be given at least one month prior written notice of the day and time of a regular conference. An agenda of items to be discussed at the regular conference will be prepared and made available to the Church at least two weeks in advance of such conference.

4.3 Specially-Called Church Conferences: Specially-called conferences of the Church, above and beyond the two regular conferences per year, may be called to consider matters of a significant nature. Such specially-called conference(s) may be called by the Leadership Team, Senior Pastor or by petition of at least ninety (90) active members of the Church. When any such specially-called conference has been properly called, the Leadership Team shall set the day, time, and place of the specially-called conference to occur no later than thirty days from the date of proper calling. A written announcement of the day, time and place, along with an agenda of items to be discussed at the specially-called conference will be made available to the Church at least two weeks in advance of such conference.

4.4 Parliamentary Rules: The most current version of Robert's Rules of Order will be the authority for parliamentary rules of procedure for all Church conferences and meetings.

ARTICLE V – CHURCH FINANCES

5.1. Funds and Control Systems.

- a). The Church, under the supervision of the Finance Committee, will maintain all funds received in any manner in accordance with generally accepted accounting principles applicable to churches. The Finance Committee will have the responsibility of establishing, maintaining, and controlling the annual budget of the Church as described in 3.9(a).
- b). Financial control measures shall be established by the Finance Committee, with input from the Church Administrator and/or the Church auditor. All financial control measures will be

- formally approved and adopted by the Finance Committee, with notice of any material changes communicated to the Leadership Team. Annually, the Finance Committee or its designated representatives shall review the internal accounting controls of the Church to determine that such controls are in effect to provide reasonable assurance that the assets of the Church will be safeguarded and that reliable financial records can be prepared. A complete report of the review findings shall be given to the Church Administrator and Leadership Team and any material weaknesses noted in the review, with recommended corrective actions, will be reported to the Church in conference. Under the supervision of the Finance Committee, the financial records of the Church shall be audited annually by a certified public accountant who is not a member of Dunwoody Baptist Church. A complete report of the audit shall be given to the Church Administrator and Leadership Team.
- c). All ministries and other Church-funded activities shall operate on an annual unified budget, which has been established by the Finance Committee, supported by the Leadership Team, and approved by a majority vote of the Church at a regular conference. All budget expenditures shall be made from a General Account or other such account(s) approved by the Finance Committee. The establishment of special offering account(s) must be approved in advance by the Finance Committee.
 - d). The Church budget shall be divided into cost categories by ministries. Expenditures will follow budget specifications and will be controlled by the appropriate ministry authority. Included in the responsibilities of the Finance Committee are the determinations of: (1) when expenditures have remained consistent with the budget; (2) when existing or projected income will not be sufficient to meet certain budgeted items and, in such case(s), to so advise the appropriate ministry authority and the Church if deemed necessary.
 - e). The Finance Committee will determine the policy and procedure by which non-budgeted expenditures are approved. The Finance Committee may authorize additional expenditures up to 2% above the total budget approved by the congregation. Additional expenditures up to 5% of the congregational approved budget shall be communicated to and approved by the Leadership Team. Any expenditure beyond 5% of the congregational approved budget must be approved by a majority vote of the congregation.
 - f). The Finance Committee or its designee must review and approve each individual Church expense of over \$1,000.

5.2. Deposits. Deposits of Church funds shall be made by methods and persons approved by the Finance Committee.

5.3. Counting. The Church offering shall be counted weekly at a time and by persons approved by the Finance Committee. The procedures of the counting will be reviewed as needed by the Finance Committee.

ARTICLE VI – The Dunwoody Baptist Church Foundation

The Church established the Dunwoody Baptist Church Foundation, Inc. (the “Foundation”) in 1975. The Foundation is a non-profit corporation with the express purpose of providing support for religious and charitable activities that most effectively serve the needs and interests of the Church and other worthy organizations.

The governance of such Foundation shall be entrusted to a Board of Trustees. Members of the Board of Trustees shall exercise full fiduciary responsibility for advocating, enacting policies, and carrying out policies and activities which further the purposes of the Foundation and are in the best interest of the Foundation. The Senior Pastor of the Church and the Missions Pastor of the Church will serve on a continuous basis as members of the Board of Trustees and shall be entitled to all the same voting privileges as the elected Trustees. Foundation Trustees must be members of the Church.

Candidates for election to the Board of Trustees shall be nominated by the then current members of the Board of Trustees. The nominations shall be presented and approved each year at the appropriate Church Conference.

ARTICLE VII – AMENDMENTS

Amendments to these Bylaws may be made at any Church conference, provided such proposed amendments shall have been published and made available to all active Church members at least one month prior to the conference. Amendments to the Bylaws shall be approved by a two-thirds vote of those Church members present and voting at the conference, which must include a quorum.

In the normal course of events, suggestions for amending the Bylaws should be communicated by any active Church member to the Leadership Team. The Leadership Team will review the suggested change(s) and, if approved, draft the specific language to be amended and presented at a Church conference.

In cases where the Leadership Team does not approve a suggested Bylaw amendment(s), an active Church member may appeal the Leadership Team's decision by presenting the suggested language that he or she wishes to amend, in written form, at a Church conference. Such presentation will follow standard parliamentary procedure and will include (a) the active Church member's perspective as to why such an amendment is necessary; and (b) the Leadership Team's perspective as to why they did not approve the suggested amendment. Following such presentation, a vote may be taken on the appeal, with a simple majority deciding whether or not the suggested amendment should move to publication and vote at the next Church conference. If the appeal is successful, the suggested amendment shall be published and made available to all active Church members at least one month prior to the next Church conference, whereupon it must then be approved by a two-thirds vote of those Church members present and voting at the conference, which must include a quorum.