

CONSTITUTION
And
BYLAWS

Calvary Baptist Church

MARCH 26, 2025

Preface

That all things may be done decently and in order, that we may more readily help each other in our Christian service, and that the liberties of this church and of each individual member of this church and freedom of action of this body in its relation to other churches of the same faith be preserved, we adopt the following constitution and bylaws as methods of our work, hereby specifically revoking all other previous provision in conflict herewith.

Name

The corporation's name is **Calvary Baptist Church, Inc.** (hereinafter, the Corporation or church).

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code as amended (the "Georgia Code"). The Corporation recognizes the sovereignty of God and the Lordship of Jesus Christ over all of its affairs. The church shall be governed according to the Holy Bible, and according to the doctrines and religious beliefs of the church.

Statement of Mission

The purpose of the church is to glorify God by demonstrating the Great Commandment (Matthew 22:36-40) and by carrying out the Great Commission (Matthew 28:18-20). We do that by connecting people to God and connecting people with one another.

The church strives to celebrate God's presence through corporate worship, to demonstrate God's love through ministry, to communicate the Gospel through missions, and to train God's people through discipleship.

Statement of Faith

The Holy Bible is the inspired, inerrant Word of God and is the basis for any statement of faith. The church subscribes to the doctrinal statement of "The Baptist Faith and Message" as adopted by the Southern Baptist Convention in 2000. We band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the good news of salvation to lost mankind. The ordinances of the church are baptism and the Lord's Supper. All church employees and members are expected to support the statement of faith.

The statement of faith does not exhaustively describe the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God

that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of Calvary Baptist Church's faith, doctrine, practice, policy, and discipline, our elders and deacons are Calvary Baptist Church's final interpretive authority on the Bible's application.

The membership of Calvary Baptist Church and her ministries look only to Scripture as our authority on the issues of marriage, gender, and sexuality. The church leaders have implemented policies on these issues, which are reflected in the operating manuals of the church.

Salvation

Salvation involves the redemption of the whole man, and is offered freely to all who accept Jesus Christ as Lord and Savior, who by His own blood obtained eternal redemption for the believer. In its broadest sense, salvation includes regeneration, justification, sanctification, and glorification. There is no salvation apart from personal faith in Jesus Christ as Lord.

Baptism

Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in a crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to his or her faith in the final resurrection of the dead. Being a church ordinance, it is prerequisite to the privileges of church membership and to the Lord's Supper.

Baptism shall be administered by an elder or person whom the lead pastor shall authorize. Designated members shall assist in the preparation for and observance of baptism, which shall be administered as an act of worship in a gathering of believers.

Lord's Supper

The Lord's Supper is a symbolic act of obedience whereby members of the Church, through partaking of bread and fruit of the vine, commemorate the death of Jesus Christ and anticipate his second coming. The Lord's Supper shall be observed periodically throughout the church year.

Affiliation

Polity: The government of this church is vested in the body of believers who comprise 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 of like faith.

Relationships: This church shall associate itself with the Columbus Baptist Association, the Georgia Baptist Mission Board, the Southern Baptist Convention, and insofar as is scriptural and practical, will cooperate with and support these organizations.

Doctrine: This church accepts the Scriptures as its final authority in all matters of faith and practice.

Membership

Membership in this church consists of people who have accepted Christ as their Savior and have acknowledged Him as Lord, who have been baptized by immersion, who have voluntarily associated here for worship and the service of Christ, and who are listed on the membership roll.

Persons who are coming to this church and who have already accepted Christ can be accepted into this church by the promise of a letter of recommendation from another church of like faith and message or upon a statement of having received Jesus Christ as Savior and having been baptized by immersion.

A person shall be considered a member upon completion of membership orientation, affirmation of the statement of faith, and agreement with the membership covenant.

Membership Registry

Members shall be classified in the membership database with regard to their active/inactive status and their resident/nonresident status. Active members are those who, by presence or participation, have been involved in the activities and programs of the church within the previous 365 days. Inactive members are those who have not been present or have not participated within the previous 365 days. Resident members are those who live within the church's ministry area; nonresident members are those who do not. A separate "decrease" roll is maintained, containing a list of all former members.

Voting Rights of Members

Every active member 18 years of age or older shall have the right to vote only on his or her own behalf on the following matters, if present in person at the time the vote is taken (voting by proxy is not allowed):

- The regular business meetings of the church
- The confirmation of the lead pastor, deacons, standing committees, and boards
- The disposition of all or substantially all of the assets of the church
- The merger or dissolution of the church
- The acquisition of real property and related indebtedness
- Amendments to the articles of incorporation, constitution, or bylaws of the church
- The removal of the lead pastor upon the recommendation of the elders and deacons of the church.

Delayed Voting Requirement: New members of the church shall be granted voting rights only after a waiting period of six (6) months from the date of their official membership acceptance. During this period, new members are encouraged to actively participate in church services, ministries, and educational programs to foster spiritual growth and community integration. Upon completion of the waiting period, voting privileges shall be automatically conferred, provided the member remains in good standing as determined by the church leadership. This requirement ensures that new members have adequate time to understand the church's mission, values, and governance before participating in decision-making processes.

Termination of Membership Members shall be removed from the church roll for any of the following reasons:

- Death
- Transfer of membership to another church
- By personal request of the member
- Dismissal by the membership for discipline reasons. Because the member's life and conduct can hinder the ministry influence of the church in the community, dismissals for this reason shall be in accordance with Matthew 18:15-17.

Restoration Of Members Members dismissed may be restored by a vote of the council of leadership, according to the spirit of II Corinthians 2:7-8 and II Corinthians 13:11 when the former member's life and conduct are again in harmony with the church and its ministry.

Membership Meetings Meetings of the members shall be held at the principal office of the church or at any other place designated by the lead pastor.

The church shall meet regularly for preaching, instruction, evangelism, and for the worship of Almighty God. These meetings will be open for the entire membership of the church and for all people, and they shall be conducted under the direction of the lead pastor or person authorized by the lead pastor.

A regular business meeting of the members shall be held quarterly. These meetings are for the primary purposes of providing updates to the members relating to ministry activities, adopting an annual budget, the presenting or confirming of a lead pastor, deacons, officers, standing committees, boards and trustees.

A report describing the financial condition of the church and other general interest matters shall be made available to the membership at each regular business meeting. Minutes of regular business meetings will be made available upon request.

Special meetings may be called at any time by the lead pastor for any purpose by giving proper advance notification to the active membership.

Meeting Notification

Whenever members are required or permitted to take any action at a meeting, advance notice shall be conveyed to the membership no less than two weeks prior to the meeting. Notification can be given by any or all of the following methods:

- Distribution of written material to the congregation in attendance at the regular Sunday morning worship service
- Announcement of the meeting in the church newsletter and social media
- Verbal announcement to the congregation at a regular Sunday morning service
- Written material delivered to the members via US mail, and which must be mailed in time to be received by the membership no less than one week prior to the meeting.

Emergency Meetings

Although every effort must be made to give proper notice for meetings, in some cases extreme urgency may render the giving of proper notice impractical. In such cases, the agenda must be limited to the urgent item.

Meeting Agenda

If the meeting agenda for which advance notice is being given includes one of the items listed under “Voting Rights of Members”, above, then the nature of that agenda item must be included in the meeting notice.

Quorum

Those active members 18 years of age or greater, present and voting at a meeting duly noticed and called, shall constitute a quorum of the membership for the valid transaction of business.

Any action taken by the membership requires a majority vote with a quorum present, unless otherwise stated in the constitution and bylaws.

Parliamentary Procedures	The most current edition of <i>Robert's Rules of Order, Revised</i> , is the authority for parliamentary rules of procedure for all business meetings of the church in all matters not specifically provided for in the church constitution and bylaws.
Amendments	Changes in the Articles of Incorporation , Constitution and Bylaws may be made at any business meeting of the church.
Standing Committees	Recommendations of all standing committee members will be presented by the lead pastor at a regular business meeting. The lead pastor shall serve the church indefinitely, at the will of the church. In the event that a lead pastor vacancy occurs, the process of seeking a pastor will be conducted by the deacons of the church. All members of all committees, church officers and directors shall be members of Calvary Baptist Church.
Moderator	The determination of a moderator at any membership meeting shall be in the following sequence: • The lead pastor • A staff member appointed for that purpose by the lead pastor • A deacon appointed by the lead pastor for that purpose • The church clerk, who shall oversee the election of a moderator for the remainder of the meeting.
Corporate Officers	The corporate officers of the church are President, Vice President, Corporate Secretary, and Treasurer.

Clerk

The clerk of the church shall keep in a suitable book a record of all the actions of the church, except as otherwise herein provided. The clerk is responsible for keeping a register of the names of members, with dates of admission, dismissal, or death, together with a record of baptisms.

The clerk shall issue letters of dismissal voted on by the church, preserve on file all communications and written official reports, and give legal notice of all meetings where such notice is necessary, as indicated in these bylaws. The church may delegate some of the clerical responsibilities to a church secretary. All church records are church property and should be filed in the church office. The church clerk shall be the executive assistant to the lead pastor.

Treasurer

The church treasurer shall receive, preserve, and pay out, upon receipt of vouchers approved and signed by authorized personnel, all money or things of value paid or given to the finance committee and church, keeping at all times an itemized account of all receipts and disbursements.

The treasurer shall provide to the membership at each regular business meeting a summarized report of the receipts and disbursements. The treasurer's report shall be audited annually by a duly elected auditing committee or public accountant.

Upon rendering the annual account at the end of each fiscal year and upon its acceptance and approval by the church, the records shall be delivered by the treasurer to the church clerk, who shall keep and preserve the account as a part of the permanent records of the church.

Trustees

~~Three trustees appointed by the church will hold in trust the church property. They shall have no power to buy, sell, mortgage, lease, or transfer any property without a specific vote of the church authorizing each action. It shall be the function of the trustees to affix their signatures to legal documents involving the sale, mortgage, purchase or rental of property or other legal documents where the signatures of trustees are required, as well as to any documents involving contractual commitment or liability for the performance of specific contractual obligations.~~

~~The three trustees of the church shall be: President, Vice President and the Corporate Secretary. The lead pastor shall serve as President. The chairman of the deacons shall serve as Vice President. The church clerk shall serve as Corporate Secretary.~~

~~All Trustees shall be filed with the State of Georgia annually.~~

Church	Corporate Officers
Lead Pastor	President
Chairman of Deacon	Vice President
Clerk	Corporate Secretary

Church Governance & Leadership

Scripture defines two offices of the church: elders and deacons. In an effort to translate New Testament concepts to a modern-day context, the leadership of the church will be comprised of elders and deacons.

The Corporation shall be governed by the elected Board of Directors which is also referred to as the Board of Elders and Deacons. Each member of the Board may individually be referred to as a director. The Board shall appoint the Chairman who shall serve at the Board's discretion and fulfill the duties prescribed by the Board.

Deacons

Deacons are described by the New Testament as servants of the church (Acts 6). Appointing men as deacons was something the early church did to meet specific needs. We affirm the New Testament role and qualifications of a deacon (1 Timothy 3:8-13). The lead pastor shall serve as the leader of this body of counselors, which shall consist of a minimum of one more than the current number of elders.

The responsibilities of this group include, but are not limited to:

- Being a circle of prayer warriors for the lead pastor and church
- Being an inner core of advisors and counselors to the lead pastor
- Assisting in dissemination of information and communicating accurate information to the church family through their circles of influence.
- When it becomes necessary to seek a lead pastor, they will define and communicate the process to the church, elect a deacon to lead the process, select a search committee, and recommend to the church the man they feel God has brought to lead the church.
- Electing one of the deacons to serve as the deacon chairman
- Serving on the Budget and Finance Committee and Property Committee
- Providing oversight for Calvary Ministries and assigned lay leaders
- Assessing church strategy and direction

- Serving on Board nomination committee

Understanding the sensitive nature of this council, the men who serve enter into a covenant relationship to:

- Maintain the confidential information shared in this body
- Be committed personally to the lead pastor's leadership
- Assist in keeping peace in the church, not fanning any flames of discontent.
- Continue to serve on this body as long as he is supportive of the lead pastor's leadership and maintains all confidence.

An individual may be presented to the church in a quarterly business meeting and confirmed in a subsequent quarterly business meeting to serve as a deacon after having completed a season of mentorship and leadership development and after having been affirmed by the elders and deacons.

An individual may serve as a deacon for a five-year term, with an optional extension of two more years upon approval of the lead pastor. Following a maximum of seven consecutive years of service, an individual deacon will vacate the office for a minimum of one year.

The deacons serve at the invitation of the lead pastor. The lead pastor may recommend to the church the removal of any deacon from office. When a vacancy occurs, the lead pastor will recommend and the elders and deacons will affirm subsequent members before their names are brought before the church for approval in a regular church meeting.

Eldership

Scripture describes the role of an elder as an overseer of the church. We affirm the New Testament role and qualifications of an elder (1 Timothy 3:1-7). The elders, known as pastors, serve as spiritual leaders of the church.

The lead elder is the lead pastor of the church. The responsibilities of the lead pastor include, but are not limited to:

- Preaching and teaching the Scriptures
- Being devoted to prayer
- Caring for the congregation
- Creating and casting the vision of church and its ministries
- Guiding and guarding the culture of the church and its ministries
- Hiring, managing, and developing church staff
- Overseeing the ministries, budget, and business matters of the church and its ministries
- Facilitating the transition to the next lead pastor of the church
- Serving as President of all Calvary Ministries boards and as an ex-officio voting member of all church committees

The other elders are associate pastors, and the responsibilities of the associate pastors include, but are not limited to:

- Assisting the lead pastor in the leadership and implementation of the vision of the church and its ministries
- Preaching and teaching the Scriptures
- Being devoted to prayer
- Overseeing and managing the ministry of the church
- Overseeing assigned lay leadership
- Exercising pastoral care

- Implementing the budget as approved annually
- Implementing church strategy and direction
- Performing duties as assigned by the lead pastor

Action by Directors Without a Meeting

(a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors. Such consent shall be preceded by at least two (2) days' notice of the resolutions to be considered. Such consent shall have the same force and effect as an effective vote at a meeting duly called. For such purposes, any director who recuses himself or herself from consideration, due to a conflict of interest or otherwise, shall not be counted, such that a consent of the non-recused directors shall constitute written consent. (b) Such written consents and notices may be delivered by facsimile, U.S. Mail, DocuSign or other electronic signature, scanned email (PDF with physical signature), or other physical delivery method or similar electronic means. (c) More specifically and without limiting the foregoing, (i) electronic voting may take place on any electronic platform to which the Corporation provides access to all directors and on which a record of the resolution and each director's vote is created, and, alternatively, (ii) written consents may be delivered without signature by indicating an affirmative vote regarding a resolution via text, email, or other electronic means, in which case the secretary is authorized to sign the consent on behalf of such director or, once sufficient consents have been received, to certify that the resolution was duly passed. (d) Signed consents and/or proof of electronic consent, along with the resolution's text, shall be retained with the corporate records. (e) Action by written consent shall not require a motion or second to be made or recorded. (f) A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors required for an action to be taken. (g) Action taken under this section is effective when the last required signed consent is delivered to the Corporation, unless the consent specifies a different effective date.

Council of Leadership

To foster transparency and strengthen unity, the elders and deacons will work together to reach unanimous consent on the following areas prior to approval and implementation:

- Vision development
- Mission statement
- Core values
- Strategic planning
- Budget development
- Philosophical guidelines
- Constitution & bylaw compliance
- Church discipline oversight
- Lay leadership oversight
- Dismissal of an elder for legal, ethical, or moral reasons
- Final Interpretive authority on the Bible's Application.

Finance Committee

The deacons shall serve as the Budget and Finance Committee for the church. This committee shall establish and maintain, in a written document, the financial policies of the church. Any financial issues not addressed by the written policy shall be presented to this committee for consideration.

Merger & Dissolution

Any action to **merge or** dissolve Calvary Baptist Church must be approved by a **three-fourths (¾) vote of directors** with a quorum present at a duly called meeting. Should said action be taken, the church's assets shall be distributed to the Columbus Baptist Association, provided it qualifies at such time for exemption as an

organization described in Section 501(c)(3) of the Internal Revenue Code. In the event that the Columbus Baptist Association does not qualify or is no longer in existence, the assets of Calvary Baptist Church shall be distributed to another church or religious organization whose faith aligns with Calvary Baptist Church's Statement of Faith.

Liability & Indemnification Limitation of Liability of Directors and Officers. (a) As provided for in the Articles of Incorporation, a director shall not be liable to the corporation or any other person for any action taken or not taken as a director if the director did not breach his or her legal duties to the Corporation. (b) A director shall not be deemed to be a legal trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. (c) An officer shall not be liable to the Corporation or any other person for any action taken or not taken as an officer if the officer did not breach his or her legal duties to the Corporation.

Required Indemnification of Officers and Directors. To the fullest extent permitted by law, and in accordance with Georgia Code § 14-3-859, which is incorporated by reference herein, the Corporation shall indemnify its current and former directors and officers and shall advance funds to pay for and reimburse their expenses as contemplated under the aforementioned section of the Georgia Code.

Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses as contemplated under Georgia Code § 14-3-857 to any present or former employee or agent by Board of Directors resolution to the extent allowed by applicable law.

Heir and Estate Indemnification. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Insurance. The Corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers,

employees, or agents against liability, whether or not the Corporation would have power to indemnify him or her against the same liability.

Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Corporation's Conflict of Interest Policy, the Georgia Code, and the Internal Revenue Code.

Other Rights of Indemnification. The indemnification or payment of expenses provided herein is not exclusive of rights to which a person seeking indemnification or payment of expenses may be entitled under the Articles of Incorporation, a contractual agreement, or applicable law. However, the total amount of expenses advanced or indemnified from all sources shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Severability. Each paragraph, sentence, term and provision herein shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and the remainder shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

Amendment. Any repeal or modification of the provisions of these Liability & Indemnification provisions shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

