

# **ATHENS MINISTRIES, INC. CHURCH CONSTITUTION**

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

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

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

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

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

## **Elders**

### The Purpose of Elders

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

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

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

We believe the entire Bible is the inspired Word of God and that men were moved by the Spirit to write the words of Scripture. Therefore, the Bible is without error.

We believe in one God who exists in three distinct persons (Father, Son, and Holy Spirit). We believe that Jesus Christ is the second member of the Trinity (the Son of God) who became flesh to reveal God to man and to become the Savior of the lost world.

We believe that man was created in the image of God to have fellowship with Him, but became alienated from that relationship through sinful disobedience. As a result, man is totally incapable of coming back into a right relationship with God by his own effort.

We believe that the shed blood of Jesus Christ on the cross provides the sole basis for the forgiveness of sins. Therefore, salvation only occurs when a person places his faith in the death and resurrection of Christ as the sufficient payment for his sin.

We believe that every Christian should live for Christ and not for himself. By obedience to the Word and daily yielding to the Spirit, every believer will mature and become conformed to the image of Christ.

We believe that the church is the body of Christ of which Jesus Christ is the Head. The members are those who have trusted by faith the finished work of Christ. The purpose of the church is to glorify God by loving Him and by making Him known to a lost world.

Elders do not determine programming. This responsibility falls to the Executive Staff.

#### The Qualifications of an Elder

A candidate for elder, other than a candidate for Lead Pastor, must have been actively involved in ministry at AMI, as such involvement is determined in the sole discretion of the body selecting the elder, for at least two years or since its inception, whichever period is shorter. Beginning one year following the first appointment of members, a candidate for elder, other than a candidate for Lead Pastor, must have been a member of AMI for at least one year prior to his election to office. Until such time as the board of elders first consists of at least six (6) members, not including any members ex officio, the qualifications foregoing within this paragraph are not required for candidates for the board of elders.

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

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

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

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

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

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

Titus 1:5-9

### The Authority of Elders

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

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

Limitations on authority include the following three decisions, which the board of elders may not make if all of the following apply: (1) the total number of active elders, excluding any elders ex officio, is six (6) or more; (2) the organization has at least one appointed member, as defined below; and (3) either the Elders, the Stewardship Team, or the MTRs have failed to approve the decision by a three-fourths majority vote of all the members of each group.

1. Elders may not approve debt for the organization in excess of the annual operating budget.
2. Elders may not change or establish the denominational affiliation of AMI.
3. Elders may not amend the Articles of Incorporation or this Constitution.

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

The number of elders must be fixed in accordance with the Articles of Incorporation. The exact number of elders, subject to a maximum of (12) twelve including any ex-officio elders, is fixed from time to time by resolution of the board of elders. The board of elders may increase or decrease the number of elders from time to time. Until a resolution of the board of elders fixing the number of elders, the number, including any ex officio elders, is four (4).

At any time after the initial meeting of elders following incorporation when (1) the total number of acting elders, excluding any elders ex officio, is fewer than six (6), or (2) the organization has no appointed members, elders are elected by the board of elders at annual meetings of the board. Those board members may adopt by majority vote at a meeting duly called and held any procedure for making such election, but any election of elders by the board of elders must be by at least a three-fourths majority vote of those elders present at a meeting duly called and held, following a candidate evaluation process that includes an application, interview, and background check.

At any time when both (1) the total number of active elders, excluding any elders ex officio, is six (6) or more, and (2) the organization has at least one appointed member, elders are nominated and elected as follows.

The Elder Selection Team is comprised of six active elders and four Ministry Team Representatives ("MTRs"), as defined below. Prior to each annual meeting, the board of elders will select the elders to be included on the Elder Selection Team, and the Executive Staff, as

defined below, will select the MTRs to be included on the Elder Selection Team. The Lead Pastor is ineligible for inclusion on the Elder Selection Team.

At a time set by the elders, but not less than annually, any member of the organization may nominate, in a writing delivered to any member of the Elder Selection Team, any man who is a member of the organization as a candidate for elder.

The Elder Selection Team must evaluate each nomination, eliminating by majority vote any nominee who does not meet, in the team's sole discretion, the qualifications of an elder defined herein. Such elimination may occur at any time up to and including at the final vote to select elders. Prior to any vote to select elders from among the candidates, the elder selection committee must engage in an application, interview, and background check process for each candidate not eliminated as described immediately preceding. If the number of candidates not eliminated is less than the number of elder positions open, then the number of elders automatically is reduced accordingly. If no candidates remain after elimination, the number of elders is not reduced, and the election is canceled. At least annually, the entire board of elders must review the application and interview process.

Each member of the Elder Selection Team may vote for up to a number of candidates corresponding to the number of elder positions open. The candidate with the most votes is elected to one elder position, the candidate with the next highest vote total is elected to another elder position, and so on until all positions are filled; provided that no candidate will be elected who has not received votes from at least a seven-tenths majority of the entire Elder Selection Team even if as a result one or more elder positions remain unfilled. If at any point in the foregoing process each of two or more candidates has the highest vote total of any candidate not yet assigned to an elder position, those candidates are elected to the corresponding number of unfilled elder positions. If the number of tied candidates is greater than the number of unfilled elder positions, a deadlock will be deemed to exist between those candidates.

Example: Assume there are 6 candidates for 4 elder positions. 1 candidate receives 10 votes, 1 receives 7 votes, each of 3 candidates receives 6 votes, and 1 candidate receives 5 votes. In that case the 3 candidates receiving 6 votes are in deadlock because after assigning the two highest vote getters to elder positions, only 2 slots remain while 3 candidates are tied for those 2 slots.

In the event of such a deadlock, the Elder Selection Team will select from among the deadlocked candidates the candidate or candidates who will fill the remaining elder position or positions. The Elder Selection Team may adopt by majority vote at a meeting duly called and held any procedure for making such selection, including the ability to select among the deadlocked candidates by a simple majority or plurality vote.

If after the foregoing process elder positions remain unfilled, the Elder Selection Team will select by a procedure adopted by a majority of votes cast by them at a meeting duly called and held those elders whose elder positions were up for election who are to be deemed to have been succeeded and those who are to be deemed not to have been succeeded but to remain as elders. If the Elder Selection Team fails to elect at least one person to the board of elders, the election will be void and without effect, and the elders prior to such meeting will continue to serve until the next election of elders. If the Elder Selection Team elects at least one person to the board of elders, then the decision of the Elder Selection Team is final, and the board of elders may not nullify the election of any elder validly elected by the Elder Selection Team.

The terms of the initial elders of AMI, other than an elder ex-officio, expire when elders are elected for the first time. Thereafter, the term of an elder, other than an elder ex-officio, expires at the third annual election following his election, unless the elders are separated into classes in order to initiate staggered terms. The board of elders may stagger terms by separating elders into three groups, and in the event of an increase in the number of elders may assign new elder positions among those groups. A decrease in the number of elders does not shorten an incumbent elder's term. An elder elected to fill a vacancy is elected for the unexpired term of his predecessor in office. Despite the expiration of an elder's term, he continues to serve until his

successor is elected and qualifies, until there is a decrease in the number of elders, or until he resigns or is removed. Any elder who has served as an elder for at least one contiguous year immediately prior to the effective date of the election and qualification of his successor, of his resignation, or of his removal is ineligible to begin another term within one year of that date.

#### The Meetings of Elders

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

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

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

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

#### The Resignation or Removal of an Elder

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

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

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

#### Committees of Elders

The board of elders may by resolution adopted by a majority of the full board of elders, create one or more committees and appoint members of the board of elders to serve on them. Each committee may have one or more members, who serve at the pleasure of the board of elders. The sections described above, which govern meetings, action without meetings, notice and

waiver of notice, and quorum and voting requirements of the board of elders, apply to committees and their members as well. To the extent specified in such resolution or in the Articles of Incorporation or this Constitution, each committee may exercise the authority of the board of elders. The board, by resolution adopted by a majority of the full board of elders, may designate one or more elders as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee. The designation of any such committee and the delegation thereto of authority does not operate to relieve the board of elders, or any member thereof, of any responsibility imposed by law to be exercised by the full board.

## **Officers and Executive Teams**

### Required Officers

AMI must have a president, a secretary, and a treasurer, and may have additional officers appointed by the board of elders. A duly appointed officer may appoint one or more officers or assistant officers. The secretary has responsibility for preparing minutes of the elders' meetings and of any organizational business meetings as defined below and for authenticating records of AMI, unless the board of elders delegates such responsibility to another officer. The same individual may simultaneously hold more than one office in AMI. Subject to the Articles of Incorporation or this Constitution, all officers are elected or appointed annually by the board of elders, except for any officer serving by virtue of holding another office as required by this Constitution. For instance, since the Lead Pastor, upon being chosen as such, automatically becomes the president, his election or appointment to the position of president is controlled by other provisions of this Constitution. Upon a vacancy in such a Lead Pastor's position, the elders would elect or appoint a president annually until such time that a Lead Pastor was chosen.

### Duties of Officers

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

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

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

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

### Resignation and Removal of Officers

An officer may resign at any time by delivering notice to the chairman of the board of elders, president, or secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The board of elders may remove any officer, other than an officer

serving by virtue of holding another office, at any time whenever in their judgment the best interest of AMI will be served thereby. Any vacancy in any office occurring for whatever reason may be filled by the board of elders.

#### Contract Rights of Officers

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

#### Executive Staff

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

The president selects the Executive Staff. The president may remove a member of the Executive Staff with or without cause. A member of the Executive Staff is accountable to the president, and may resign at any time by delivering written notice of such resignation to the president.

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

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

#### Stewardship Team

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

The number of members of the Stewardship Team may be fixed from time to time by the board of elders, but such number is subject to a minimum of five and a maximum of nine members, not including any members ex officio. Annually, the Executive Staff may recommend to the board of elders candidates for membership on the Stewardship Team. Annually, whether or not the Executive Staff has submitted recommendations, the board of elders must elect a sufficient number of members of the Stewardship Team to fill vacant or expiring positions. The treasurer, the organizational business administrator, if any, and the Lead Pastor are ex-officio members of the Stewardship Team. Notwithstanding the foregoing, until such time as the board of elders has elected a sufficient number of Stewardship Team members as to meet the minimum of five members, not including any members ex officio, then the Stewardship Team will consist of each member of the board of elders, each ex-officio member of the Stewardship Team as described above, and each Stewardship Team member elected by the board of elders and not having resigned or been removed.

The board of elders may remove a member of the Stewardship Team with or without cause. A member of the Stewardship Team is accountable to the board of elders, and may resign at any time by delivering written notice of such resignation to any member of the board. Members of the Stewardship Team serve one three-year term. Former members are ineligible to serve again until being inactive for one year following their term.

The Stewardship Team is accountable to the board of elders of the organization, and must regularly report its activities and decisions to the board of elders. The board of elders has the authority to override any action taken or decision made by the Stewardship Team, but as an

Internal Rule it should discuss the matter with the Stewardship Team before or after it overrides such action or decision.

Stewardship Team members are required to be members of AMI, if the organization has members as defined below, to be actively involved in ministry at AMI, and to have the professional skills necessary to perform their assigned tasks, all as determined within the sole discretion of the board of elders. Until such time as the board of elders first consists of at least six (6) members, not including any members ex officio, the qualifications foregoing within this paragraph are not required for members of the Stewardship Team.

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

### Personnel Team

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

The number of members of the Personnel Team may be fixed from time to time by the board of elders. Annually, the president may recommend to the board of elders candidates for membership on the Personnel Team. Annually, whether or not the president has submitted recommendations, the board of elders must elect a sufficient number of members of the Personnel Team to fill vacant or expiring positions. Notwithstanding the foregoing, until such time as the board of elders has elected a member of the Personnel Team, then the Personnel Team will consist of each member of the board of elders.

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

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

Personnel Team members are required to be members of AMI, if the organization has members as defined below, to be actively involved in ministry at AMI, and to be current or former elders or Stewardship Team members, all as determined within the sole discretion of the board of elders. Until such time as the board of elders first consists of at least six (6) members, not including any members ex officio, the qualifications foregoing within this paragraph are not required for members of the Personnel Team.

Salaries are not to be published or discussed in organizational business meetings.

### Ministry Team Representatives

A ministry team representative (MTR) is an individual chosen by and from the staff leadership of a particular ministry team. An MTR represents his or her ministry team as a channel of communication to and from the various ministries of AMI. MTR meetings are a time for an open exchange of ideas and information.

An MTR serves a one-year term and may be appointed for an additional term.

The Executive Staff determines the number and composition of ministry teams, as well as the number of representatives from each.

An MTR meeting is not an official business meeting of AMI, nor may an MTR exercise any authority beyond making recommendations to the Executive Staff except as otherwise provided herein. However, the MTRs may call for a special business meeting as specified under Organizational Business Meetings below.

## **Members**

### Generally

AMI has no members as that term is defined in the Georgia Nonprofit Corporation Code. In other words, the individuals denoted herein as members have no authority to elect or remove members of the board of elders. Nonetheless, the Executive Staff may appoint a class of persons called "members" whose authority and duties include those expressly prescribed in the Articles of Incorporation, in this Constitution, or by resolution of the board of elders.

Members must be natural persons who are 18 years of age or older, but need not be residents of this state, elders, nor officers of AMI. Other qualifications of members are as determined in the discretion of the Executive Staff.

The Executive Staff may appoint the initial members of AMI at any time, but in no case is the Executive Staff required to appoint initial members of AMI. Following the appointment of such initial members, members are appointed periodically, but no less often than annually, by the Executive Staff. The Executive Staff may adopt any procedure for making such appointments.

A member may resign at any time by delivering written notice to the Executive Staff or one of its members, the board of elders or its chairman, the president, or the secretary. A member who resigns remains subject to the disciplinary procedures of AMI for causes of discipline that occur or exist prior to such resignation.

The Executive Staff may remove a member from membership with or without cause, unless the Articles of Incorporation or an amendment to this Constitution provides that members may be removed only for cause. The Executive Staff may adopt any procedure for determining and effecting removal of a member.

### Organizational Business Meetings

The members may hold regular or special organizational business meetings in or out of this state. These meetings will provide a forum for handling the business of AMI requiring the approval of the members or otherwise delegated to the membership by the board of elders. During any period the organization has members, the president or board of elders will call a regular organizational business meeting no less frequently than annually.

The president or board of elders may call a meeting of the members. In addition, any elder or officer of AMI may and must call a meeting of the members upon receipt of a written demand for such a meeting that has been signed and dated by at least two-thirds of the MTRs (determined as of the date the first member signs and dates such demand), and that describes the purpose or purposes for which such meeting is to be held.

Regular meetings of the members may be held without notice of the date, time, place, or purpose of the meeting, except as otherwise required hereunder. Special meetings of the members must be preceded by verbal notice announced at a Sunday worship service, or written notice published in a Sunday worship service bulletin or otherwise provided at a Sunday worship service. Such notice must be made at least one week prior to any meeting, except in emergency situations, with the emergent nature determined in the sole discretion of the board of elders. Instead of the foregoing, notice is sufficient if it is written notice mailed to each member at least ten days but no more than sixty days prior to such meeting. Such notice must provide the date, time, and place of the meeting, but need not describe the purpose of the special meeting except as otherwise required expressly in this Constitution.

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

One tenth of the then current members who have been in attendance at or serving at any AMI campus during two of the four Sunday worship services preceding the earlier of the meeting or notice of the meeting (if any) constitute a quorum for the transaction of business, and only such members may vote. Any member at the meeting is deemed to have satisfied such attendance requirement unless any other member objects at such meeting that the quorum requirement has not been satisfied, or that the first member may not vote, due to the first member's failure to meet the attendance requirement. In case of such an objection, the good faith decision regarding such member's attendance by the secretary of AMI, or if such secretary is not in attendance, by the acting clerk selected by a majority of those persons present at the meeting who profess in good faith to be members, governs. If a quorum is present when a vote is taken, the affirmative vote of a two-thirds majority of members present is the act of the members, unless the Articles of Incorporation or this Constitution requires the vote of a greater number of members.

The chairman of the board of elders will serve as moderator for all organizational business meetings, unless the elders appoint another elder as moderator. Matters properly before and passed at business meetings shall be binding on the organization.

#### Action without Meeting

Any action that may be taken at any organizational business meeting of members may be taken without a meeting if AMI delivers a written ballot to every member entitled to vote on the matter. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by AMI in order to be counted. A written ballot may not be revoked.

## **The Lead Pastor**

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

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

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

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

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

#### Pastor Accountability Team

The Pastor Accountability Team is a group of men to whom the Lead Pastor is accountable regarding issues relating to his qualifications to serve. The Pastor Accountability Team may not exercise any authority beyond making recommendations to the board of elders, but must make a report to that board no less frequently than annually.

The Lead Pastor must recommend candidates for the Pastor Accountability Team to the board of elders, who will then elect or reject such candidates as members of the Pastor Accountability Team. The members of the Pastor Accountability Team may be but need not be members of AMI. The members of the Pastor Accountability Team do not serve a pre-determined term, but serve at the pleasure of the board of elders. However, each member must be reaffirmed by the elders every two years.

## **Amending the Constitution**

At any time the board of elders is not limited in its authority to amend the Constitution, as such limitation is defined above, it may amend or repeal this Constitution, or adopt a new Constitution, by no less than a three-fourths majority vote of those elders present at a meeting duly called and held.

At any time the board of elders is limited in its authority to amend the Constitution, as such limitation is defined above, it may recommend the amendment to or repeal of this Constitution, or the adoption of a new Constitution, by no less than a three-fourths majority vote of those elders present at a meeting duly called and held. Thereafter, in order to implement such a recommendation, the Elders, the Stewardship Team, and the MTRs must approve such a recommendation by a three-fourths majority vote of all the members of each group.

## **Budget**

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

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

AMI reserves the right to ordain, license, or commission individuals as ministers of the gospel to perform the ordinances and ceremonies of AMI including, but not limited to, marriage, baptism,

communion, and funerals. The board of elders may by resolution establish a procedure for such ordination, licensing, or commissioning.

## **Dissolution and Liquidation of AMI**

### Dissolution

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

### Contingent Provision

If any such assets are not so disposed of, the appropriate court of the county in which the principal Georgia office (or if none the Georgia registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III of the Articles of Incorporation of Strategic Partner Church and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations within the meaning of Section 501 (c) (3), as said court shall determine.

## **Certain References**

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

## **Parliamentary Procedure**

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