

MP Church, Inc.
CORPORATION BYLAWS

I. GOVERNING LAW AND DEFINITIONS

(Georgia Nonprofit Corporation Code §§ 14-3-101 et. Seq.)

1.01 Governing Law. MP Church Inc., (“Corporation”) is governed by the nonelective provisions of the Georgia Nonprofit Corporation Code as amended (“Code”) and shall be construed insofar as possible to be consistent therewith. Further, these Bylaws are intended to be consistent with the Corporation’s “Statement of Faith”, as amended from time to time.

1.02 Definitions. The definitions are incorporated by reference that appear in the Code § 14-3-140 as amended, and those under VII, Miscellaneous.

1.03 Registered Office and Agent. The registered office and agent are governed by the Code §§ 14-3-501 through 504 as amended.

1.04 Emergency. Emergency powers are provided by § 14-3-303 as amended.

1.05 Replacement of old Bylaws. These Bylaws shall become effective on November 30, 2023, the effective date of the disaffiliation after the approval of the Corporation’s disaffiliation from the United Methodist Church by vote of the Annual Conference.

II. MEMBERS

(Georgia Nonprofit Corporation Code §§ 14-3-601 through 727)

2.01 No Members. The Corporation does not have members.

III. GOVERNANCE

3.01 Corporate Governance. The Corporation shall be managed consistent with these Bylaws, the Statement of Faith and Practice, the Articles of Incorporation, the *Georgia Nonprofit Corporation Code*, and Section 501(c)(3) of the *United States Internal Revenue Code* (as amended from time to time) and shall have directors, committees, officers, and trustees as required. The final authority for decisions affecting the Corporation shall lie with the Corporation’s Church Council, including decisions previously reserved for the Church’s Charge Conference. The Corporation shall also have an Executive Committee within said Church Council. The Church Council and Executive Committee shall have overall responsibility for the day-to-day operation of the Corporation. The Board of Trustees, Finance Committee, Pastor Parish Relations Committee, and Nominating Committee shall have such duties and responsibilities as provided in these Bylaws. The Church Council may establish and maintain such other committees or groups as necessary for the orderly affairs of the Corporation.

3.02 Qualifications and Elections. The members of the Church Council and all Committees shall meet the qualifications for service as determined by the Church Council. The Trustees, and members of the Finance, and Pastor Parish Relations Committees shall be elected and approved at the Corporation’s Church Council’s Quarterly Fall meeting, with the ability of the Church Council to make changes during the year as necessary or as required by these Bylaws. The members of other committees or groups within the

Corporation shall be elected and approved by the Church Council as necessary.

3.03 Terms. Each Trustee, Officer, Executive Committee Member, or committee member shall hold office for the term to which he/she is elected or appointed by the Church Council and until his/her successor shall have been elected or appointed and qualified or until his/her earlier resignation, removal from office, or death. All Church Council members shall serve for so long as they are in a position within the Church that qualifies them as a Member of the Church Council.

3.04 Resignations. A Trustee, Officer, Church Council Member, or committee member may resign at any time by delivering written notice to the Chair of the Church Council or a Member of the Executive Committee. A resignation is effective when the notice is delivered.

3.05 Removals. A Trustee, Officer, Church Council Member, or committee member may be removed from office by a majority of the votes entitled to be cast by the Church Council.

3.06 Vacancies. (a) If a vacancy occurs on the Board of Trustees, Church Council, Executive Committee, or any other committee, the vacancy may be filled on a temporary basis by an additional person voted into office by the majority of the specific committee members subject to approval at the next regular or called Church Council meeting. (b) A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the replacement may not take office until the vacancy occurs.

3.07 Meetings. (a) The Board of Trustees, Church Council, Executive Committee, Finance Committee and Pastor Parish Relations Committee shall hold regular or special meetings as required to fulfill their duties or as directed by the Church Council. (b) The Trustees, Church Council, Executive Committee, and all other committees may conduct meetings through the use of any electronic or similar communications means by which all persons participating in the meeting can hear each other. Participation in a meeting by this means shall constitute presence in person at the meeting.

3.08 Action without Meeting. (a) Action required or permitted by the Church Council, Board of Trustees, Executive Committee, or other committee may be taken without a meeting if the action is taken by all members of the Church Council, Board of Trustees, Executive Committee, or other committee. The action must be evidenced by one or more written consents describing the action taken, signed by each member, or confirmed by email. And delivered to the Corporation or Committee Chair for inclusion in the minutes or filing with the corporate records. (b) A consent signed under this section has the effect of a meeting vote and may be described as such in any document. (c) Such written consents may be delivered by email or telecopier, and such electronic communication shall be deemed to be the original.

3.09. Notice of Meetings. Meetings of the Church Council, Executive Committee, Board of Trustees, and other committees shall be held with reasonable notice.

3.10 Waiver of Notice. (a) Notice required for any meeting may be waived in writing. Any such waiver must be signed by the person waiving notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. (b) A person's attendance at or participation in a meeting waives any required notice of the meeting unless the person at the beginning of the meeting (or promptly upon his/her 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.

3.11 Quorum and Voting. (a) A majority of members present at a meeting shall constitute a quorum. (b) If a quorum is present when a vote is taken, the affirmative vote of the majority of members present is the act of the Church Council or any committee, unless a greater number is required by the Code, the Articles of Incorporation, or these Bylaws. (c) A member of a Church Council or a committee who is present at a meeting

when corporate action is taken is deemed to have assented to the action taken unless; (1) he/she objects at the beginning of the meeting (or promptly upon his/her arrival) to holding it or transacting business at the meeting; (2) his/her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

3.12 Standards of Conduct. The standards of conduct for Trustees, Executive Committee, Church Council Members, and all committee members shall be as prescribed by the Code, other applicable law, the Statement of Faith and Practices, these Bylaws, and as otherwise prescribed by the Church Council.

IV. CHURCH COUNCIL

4.01 Membership. The Members of the Church Council shall be nominated for service by the Nominations Committee and approved by the Church Council, and shall consist of the following:

- a) Recording Secretary
- b) Lay Leader(s)
- c) Staff Representatives for each Committee/Council
- d) Church Chief Operating Officer
- e) Senior Pastor
- f) Associate Pastors
- g) Members of the Executive Committee
- h) Chairs of the following Committees/Councils:
 - i. Church Council
 - ii. Church Council Vice-Chair
 - iii. SPRC
 - iv. Board of Trustees
 - v. Finance Committee
 - vi. Atlanta Indian Prayer Fellowship Ministry
 - vii. Caring Ministry
 - viii. Children's Ministry
 - ix. Communications & Marketing
 - x. Community Engagement
 - xi. Discipleship Council
 - xii. Mount Pisgah in Spanish
 - xiii. Hospitality
 - xiv. Men's Ministry
 - xv. Missions Ministry
 - xvi. Parent Ministry Council/Pisgah Fosters
 - xvii. Youth Representative
 - xviii. Women's Ministry
 - xix. Worship Ministry

This list of committees and ministries may change from time to time with new ones added and others deleted by vote of the Church Council. Also, the Church Council may elect other members of the Church to the Church Council in its discretion. All members of the Church Council must be members of the Church.

V. EXECUTIVE COMMITTEE

5.01 The Executive Committee of Mount Pisgah Church shall serve as an Advisory Board to the Church Council and shall be elected and serve in accordance with the provisions set forth in these bylaws.

5.02 The number, qualifications, and constitution of the Church Council and the Executive Committee, their term in office and their method of election, removal, and replacement shall be in accordance with the provisions set forth in these bylaws.

5.03 Subject to the direction of the Church Council, the property, equipment, insurance coverage, bequests, and trusts of the Corporation shall be managed by the Board of Trustees, consistent with the responsibilities as provided for in these bylaws.

5.04 The membership of the Executive Committee shall include but not be limited to:

- i. The chairperson and vice-chairperson of the Church Council
- ii. The lay leader(s) of the church
- iii. The chairperson of the Staff Parish Relations Committee
- iv. The chairperson of the Finance Committee
- v. The chairperson of the Board of Trustees
- vi. The Chief Operating Officer of the Church
- vii. The Senior Pastor of the Church
- viii. Such other member of the Church as elected by the Church Council.

5.04 Members of the Executive Committee shall serve for so long as they hold the leadership positions outlined in Section 5.04(a) or 5.04(b)

VI. OFFICERS

6.01 Members of the Church Council shall serve as the following officers of the Corporation, to hold office for a term of three years or until their successors shall be elected: President (Council Chairperson), Vice President, Treasurer (Finance Committee Chairperson), and Secretary. The Vice President and Secretary shall be elected by the Church Council.

6.02 Any officer may be removed from office at any time by a majority vote of the Church Council, as then constituted, notwithstanding the fact that the term for which she/he may have been elected has not expired. No cause need be assigned for any removal under this section.

6.03 Any vacancy in any office may be filled by the Church Council at any regular or special meeting.

6.04 The President (Church Council Chairperson) shall preside at all meetings of the Church Council. In the President's absence, the Vice President, or other Church Council member as selected by the Church Council, shall preside. The President, or such other officer of the Corporation authorized by resolution of the Church Council, shall execute all contracts authorized by the Church Council and shall perform such other duties as are incident to the office or properly required by the Church Council.

6.05 The Vice President shall perform the duties of the President in the absence or disability of the President. In addition, the Vice President shall have such powers and discharge such duties as may be properly assigned him/her by the Church Council.

6.06 The Treasurer (Finance Committee Chairperson) shall oversee the financial condition of the Corporation whenever necessary and oversee any and all records required of a nonprofit charitable organization by the Internal Revenue Service to allow donors to deduct donations from their taxable income.

6.07 The Secretary shall be elected by the Church Council and shall keep a record of all proceedings at every meeting of the Church Council, give notices, have custody of the corporate seal, attest when necessary

the signature of the president, affix the seal to all instruments required to be executed under seal and as authorized by the Church Council, attend to any and all filings required by state law, and maintain all the Corporation's records. The Secretary shall have such other powers and perform such other duties as are incident to the office or properly required by the Church Council. If the Secretary is not available to attend a meeting of the Church Council, then the Secretary shall designate another Member of the Church Council to keep a record of the proceedings at that meeting or, if the Secretary fails to designate a another Member then the Church Council shall, at the beginning of the meeting, elect another Member of the Church Council to keep a record of the proceedings at that meeting.

VII. MEETINGS

7.01 The Corporation's Church Conference, comprised of members of the congregation, shall meet annually as set by the Church Council and shall constitute the Corporation's Annual Meeting. The activities to be performed at this meeting shall include but not be limited to:

- a) Presentation of the annual budget to the congregation
- b) Review of the elected officers and committee members for the following year
- c) Presentation of annual report from each committee

The Church Conference is intended to be informative only without any votes. However, the Church Council, at its discretion, may call for a Special Church Conference to all the member of the Church to vote on any issue of significance to the Church. The members of the Church shall be notified of any such Special Church Conference in a timely and reasonable manner, including notice of the issue(s) to be addressed.

7.02 The Corporation's Church Council shall meet a minimum of quarterly, at the call of the President, at such times and places as shall be designated in a notice provided to each Church Council member at a reasonable time prior to the appointed time of the meeting. Each meeting notice shall include the date, hour and place of the meeting as well as its business agenda. The notice may be by mail (postal or electronic), telephone, or in person.

7.03 A quorum at any Church Council meeting shall consist of a majority of the Church Council members, as constituted at the time of such meeting. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Church Council, except where a greater than majority vote is required by the *Georgia Nonprofit Corporation Code or these Bylaws*.

VIII. COMMITTEES

8.01 There shall be a Committee on Finance whose members are nominated by the Nominations Committee, approved by the Church Council, and made known to the congregation at the annual meeting of the Corporation. The committee shall be composed of—at a minimum—a chairperson, a vice chairperson, and the treasurer. The Committee on Finance shall be responsible for the stewardship of the financial resources of the Corporation. Committee members shall serve for a term of three years. When possible, members of specific committees should serve staggered terms so that at least one veteran committee member is paired with a new member. Members may be renominated/reappointed to an additional term after at least a one-year absence from that committee. The Church Council may waive the one-year absence requirement, if necessary, to keep all positions filled. The duties include but are not limited to:

- a) Appointing a team to count the offerings and donations
- b) Developing written financial policies to document financial controls
- c) Keeping records of all contributions
- d) Administering funds according to the directions of the Church Council, including all disbursements
- e) Reporting the financial status of the church and Corporation to the Church Council at each meeting

- f) Developing and managing the budget
- g) Requiring and coordinating an annual audit by the Church's outside accountants.
- h) Performing other duties related to finances as they arise

8.02 There shall be a Committee on Staff Parish Relations (SPRC) whose members are nominated by the Nominations Committee, approved by the Church Council, and made known to the congregation at the annual meeting of the Corporation. The committee shall be composed of—at a minimum—a chairperson and a vice chairperson who are members of the Corporation. Committee members shall serve for a term of three years. When possible, members of specific committees should serve staggered terms so that at least one veteran committee member is paired with a new member. Members may be renominated/reappointed to an additional term after at least a one-year absence from that committee. The Church Council may waive the one-year absence requirement, if necessary, to keep all positions filled. The duties of the SPRC include:

- a) Encourage, strengthen, nurture, support and respect the pastor(s) and their families.
- b) Confer with and counsel with the pastor(s) on matters pertaining to the effectiveness of ministry; relationships with the congregation; and the pastor's health and self-care.
- c) Recommend to the Church Council salaries for the pastors.
- d) Oversight of salaries for all employees and oversight of benefits / health plans / retirement plans.
- e) Oversight of HR policies.
- f) Hiring and use of HR consultants as needed.
- g) Recommend to the Church Council both hiring and termination decisions for all Church Pastors.

8.03 There shall be a Board of Trustees whose members are nominated by the Nominations Committee, approved by the Church Council, and made known to the congregation at the annual meeting of the Corporation. The Board of Trustees shall be composed of—at a minimum—a chairperson and a vice chairperson. The Board of Trustees shall be responsible for the management of the real property of the Corporation. This includes endowments or financial resources dedicated for the purpose of maintaining the real property. Committee members shall serve for a term of three years. When possible, members of specific committees should serve staggered terms so that at least one veteran committee member is paired with a new member. Members may be renominated/reappointed to an additional term after at least a one-year absence from that committee. The Church Council may waive the one-year absence requirement, if necessary, to keep all positions filled. Management of real church property includes but is not limited to:

- a) Managing any rental contracts
- b) Approving use of real property by organizations other than Mount Pisgah Church, Inc.
- c) Obtaining appropriate insurance for real property
- d) Negotiating contracts for maintenance and improvement of real property

8.04 The Nominations Committee shall consist of the Senior Pastor and those other members of the Church as nominated by the Nominations Committee, recommended by the Executive Committee, and approved by the Church Counsel. The Senior Pastor shall be the chairperson. An organizational meeting of the Nominations Committee shall be held during the third quarter of each calendar year for the purposes of nominating officers and committee members to serve for the following year and recommending them for approval by the Church Council. Committee members shall serve for a term of three years. When possible, members of specific committees should serve staggered terms so that at least one veteran committee member is paired with a new member. Members may be renominated/reappointed to an additional term after at least a one-year absence from that committee. The Church Council may waive the one-year absence requirement, if necessary, to keep all positions filled.

8.05 Recognized committees of the Corporation shall meet monthly or—at a minimum—quarterly,

depending on the issues that need to be addressed. An exception is the Nominations Committee, which is required to meet annually in the third quarter for the purpose of nominating committee and Church Council members. In cases where a committee has only two members, if a vote within the committee is tied, the Chairperson of the Church Council shall serve as the tiebreaker.

IX. INDEMNIFICATION

The Corporation is authorized to indemnify its officers and directors to the full extent permitted by state law.

(Georgia Nonprofit Corporation Code 14-3-850 through 864 and 14-3-110)

9.01 Definitions. As used in this Article V, the term: (1) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction. (2) "Trustee" means an individual who is or was a trustee of a corporation, or an individual who while a trustee of a corporation is or was serving at the corporation's request as a trustee, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture trustee, employee benefit plan, or other enterprise. A trustee is considered to be serving an employee benefit plan at the corporation's request if his/her duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. Trustee includes, unless the context requires otherwise, the estate or personal representative of a trustee. (3) "Expenses" include attorneys' fees. (4) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding. (5) "Party" includes an individual who was, is, or is threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

9.02 Court-Ordered Indemnification and Advance. In addition to the following section, a trustee of the corporation who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification or advances for expenses or both if the court determines that (1) the trustee is entitled to indemnification and advance of expenses under these Bylaws, in which case the court shall also order the corporation to pay the trustee's reasonable expenses incurred to obtain court ordered indemnification; of (2) the trustee is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he/she met the standard of conduct set forth in the Code 14-3-851 (a) or was adjudged liable as described in the Code 14-3-851 (d), to the extent indemnification would be available under section 5.03 below.

9.03 Approved Indemnification. (a) The corporation shall indemnify a trustee who is made a part to a proceeding because he/she is or was a trustee, including a proceeding brought by or in the right of the corporation, without regard to the limitations of the preceding section. (b) The corporation shall not indemnify a trustee under this section for any liability incurred in a proceeding in which the trustee is adjudged liable to the corporation or is subjected to injunctive relief in favor of the corporation (1) for any appropriation, in violation of his/her duties, of any business opportunity of the corporation; (2) for acts or omissions that involve intentional misconduct or a knowing violation of law; (3) for liability for unlawful distributions pursuant to the Code; or (4) for any transaction from which he/she received an improper personal benefit. (c) Where approved or authorized in the manner described in subsection (a) of this section, a corporation shall advance expenses incurred in advance of final disposition of the proceeding but only if (1) the trustee furnishes the corporation a written affirmation of his/her good faith belief that his/her conduct does not constitute behavior of the kind described in subsection (b) of this section; and (2) the trustee furnishes the corporation a written undertaking, executed personally or on his/her behalf, to repay any advances if it is ultimately determined that he/she is not entitled to indemnification under this section.

9.04 Indemnification of Others. The corporation shall indemnify and advance expenses to an officer, Executive Committee member, Church Council member, committee member of chair, Corporation employee or agent, and may indemnify and advance expenses to any such person by Church Council resolution, consistent with public policy and subject to Church Council approval, to the extent that the corporation indemnifies and advances expenses to trustees pursuant to section 5.03 above.

9.05 Insurance. The corporation may, but is not required to, purchase and maintain insurance on behalf of one of more trustees, officers, employees, or agents against liability, whether or not the corporation would have power to indemnify him against the same liability.

9.06 Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Code and the Internal Revenue Code.

X. **AMENDMENTS**

10.1 These bylaws may be amended by a two-thirds vote of those present at any meeting of the Church Council, provided a Quorum is present and provided that the notice of such meeting clearly sets forth in the business agenda the proposed changes to be considered.

XI. **DISSOLUTION**

11.01 Should the Corporation cease to exist, the title to all its property shall be determined by the Church Council of the Corporation. Such title shall be vested in an organization qualified under Section 501(c)(3) of the *Internal Revenue Code*, as amended from time to time.

Approved and Adopted by the Church Council on _____, 2023.

_____, Chair