

**BYLAWS OF THE
JONESVILLE BAPTIST CHURCH OF THE P.A.W., INC.**

OUR VISION IS: We will transform lives and make disciples, through loving people, evangelism, training, fellowship, diversity in ministry and meaningful worship!

Vision for our Community - Expanding our church's influence in the community, the city, the county and all surrounding areas for the Kingdom of God!

Vision For our Families - Teaching and training Bible principles to strengthen our families.

Vision For our Church - Becoming the church: the "house of millions."

OUR MISSION IS: We will teach and preach the good news of the gospel of Jesus Christ, baptize in water and the Holy Spirit, and make disciples of all nations."

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Table of Contents

Article I: Name -----5

Article II: Purpose-----5

Article III: Membership-----5

Section 3.1: Requirements-----5

Section 3.2: Active Members-----5

Section 3.3: Inactive member-----5

Section 3.4: Terminated Member-----5

Article IV: Ordinances-----6

Section 4.1: Marriage-----6

Section 4.2: Deacons-----6

Section 4.3: Ministers -----6

Section 4.4: Budget-----6

Section 4.5: Volunteers-----6

Section 4.6: Salaries-----6

Section 4.7: Annual Church Meeting-----6

Article V: Officers-----7

Section 5.1: Senior Pastor-----7

Section 5.2: Secretary of the Organization-----7

Section 5.3: Secretary of the Board of Directors -----7

Section 5.4: Administrator-----7

Section 5.5: Finances	7
Article VI: Board of Director	8
Section 6.1: Board Responsibilities and Power	8
Section 6.2: Rules of the Board	8
Section 6.3: Board makeup	8
Section 6.4: Turns of the Board	8
Section 6.5: Compensation of the Board	8
Section 6.6: Committees of the Board	8
Section 6.7: Meeting and Notice	8
Section 6.8: Special Meeting	9
Section 6.9: Location of Meetings	9
Section 6.10: Waiver of Notice	9
Section 6.11: Quorum and Action by the Board	9
Section 6.12: Action by the Board without a Meeting	9
Article VII: Property of the Church	9
Article VIII: Seal	9
Article IX: Amendments	10
Section 9.1: Article of Incorporation	10
Section 9.2: Bylaws Recommendations	10
Section 9.3: Bylaws Changes	10
Article X: Indemnifications	10
Section 10.1: Right to Indemnification	10
Section 10.2: Procedure	10

Section 10.3: Indemnification time limit	11
Section 10.4: Payment of Insurance Proceeds	11
Section 10.5: Statement of Payment	11
Section 10.6: Merger or Consolidation	11
Section 10.7: Continuing Rights	11
Section 10.8: Exclusivity	12
Section 10.9: Effect of Repeal or Modification	12
Section 10.10: Dissolution	12

ARTICLE I - NAME

1.1 The name of this Corporation shall be JONESVILLE BAPTIST CHURCH OF THE P.A.W., INC, hereinafter referred to as JBC. The principal office of the congregation shall be located at 5201 Montgomery Street, Savannah, Georgia 31405.

ARTICLE II – PURPOSE

2.1 JBC is organized, and will be operated, exclusively for charitable, literary, educational and cultural purposes as described in Section 501(c)(3) of the Internal Revenue Code, of 1986. As amended, or the corresponding provision of any future federal tax code, the “Internal Revenue Code.” including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 Subject to the provisions of Section 2.1 hereof, the purposes of JBC shall be:

- 2.2.1 To establish and maintain a place of public worship.
- 2.2.2 To own, hold, trust, use, or otherwise possess, sell, convey, mortgage, lease, or otherwise dispose of such property, real or chattel, as may be needed for the execution of its work.
- 2.2.3 To establish such departments as may be necessary for the ministering of the gospel and the support of missionary activity at home and abroad.
- 2.2.4 To conduct such services as are in harmony with the Bible for edification, evangelization, commemoration and confirmation of those for whom Jesus died.
- 2.2.5 To do any and all such other things as may be consistent with Sections 2.1 above and this section.

ARTICLE III - MEMBERSHIP

- 3.1 **Requirements:** Membership is established by completion of a membership application and a financial contribution. Members should believe in God and have accepted the Lord as their personal savior.
- 3.2 **Active Members:** The active members are the regular attendees and supporters of the church, having met the requirements in section 3.1. These are the only members allowed to vote.
- 3.3 **Inactive Members:** Members will become inactive when there has been no financial contribution received within one calendar year. Inactive members shall not be allowed to vote until membership has been reinstated to active via financial contribution and a letter of reinstatement.
- 3.4 **Terminated Member:** Member will be terminated when there has been no reasonable financial contributions within two calendar years or by letter of resignation. Terminated members cannot vote, but can be reinstated to an active member by completing a membership application and making a financial contribution. The reinstated member will become a voting member after 12 months.

ARTICLE IV – ORDINANCES

- 4.1 Marriage: JBC stands by and only acknowledges the biblical view of marriage as defined in scripture as being between one natural born man and one natural born woman. Marriage therefore is the only legitimate and accepted avenue for sexual relationship (Genesis 2:22-24; Matthew 19:4-6; Mark 10:6-9). Furthermore, anyone who is actively pursuing or holds a leadership role within the church is expected to follow the above mentioned statement of marriage and biblical view of sexual morality to govern their conduct (1 Thessalonians 4:1-8).
- 4.2 Deacons: The Deacons shall assist the Senior Pastor, in such manner as he/she shall request to:
- 4.2.1 Support the spiritual welfare of the church
 - 4.2.2 Perform various duties within the church as designated by the pastor
 - 4.2.3 Visitation of parishioners
 - 4.2.4 All other evangelistic efforts of the church deemed necessary
- 4.3 Ministers: The Ministers shall be involved primarily in the spiritual needs of the congregation. In cooperation with the Senior Pastor, the Ministers shall assist in the ministering duties as deemed necessary by the Senior Pastor.
- 4.3.1 May be authorized by the Senior Pastor to perform functions such as Bible teaching; leading services such as weddings, baptisms, funerals, or any spiritual support recommended in assisting in ministerial functions deemed necessary.
- 4.4 Budget: The budget for each ministry, approved by the Administrator, must be submitted by the first week in July of each calendar year. The Board will approve the overall budget by the first week of November.
- 4.5 Volunteers: Background checks should be performed on all volunteers who work or have contact with children.
- 4.6 Salaries: The Senior Pastor, Executive Pastor and Administrator's salaries will be determined/evaluated by an outside independent agent at least once every three years to ensure that salaries are comparable to similar faith based institutions with like IRS status and to remove any bias that may exist. Starting salaries should take education and experience into consideration.
- 4.6.1 Salaries & increases for the Senior Pastor must be approved by the Board of Directors in comparison to the Regional or National area.
 - 4.6.2 All other employees' will be paid hourly. Hourly rates should be determined by market comparisons of like positions in similar organizations in the Savannah area. Any rate increases will be approved by the Administrator.
 - 4.6.3 The payroll for all positions both salaried and hourly should not exceed more that 40% of total income of the institution.
- 4.7 The Annual Church Meeting shall be held the second Saturday of December each calendar year. All active members of the church should be invited to attend.

ARTICLE V – OFFICERS

- 5.1 Senior Pastor: The Senior Pastor shall be the Chief Executive Officer of the church and shall have general and active management of the operation of the church. He/she shall be the spiritual overseer of the church and its religious activities and is solely responsible for conducting and directing all services of the church. The Senior Pastor shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Board of Directors. The Senior Pastor shall preside at all meetings of the Board of Directors.
- 5.2 Secretary of the Organization. The Secretary shall maintain all meeting records and the official seal. The official seal will be maintained in the Church safe. The Secretary shall have such other duties and responsibilities as may be assigned to him/her by the Senior Pastor and/or the Board of Directors.
- 5.3 Secretary of the Board of Directors. The Secretary shall be responsible for recording the minutes of all board meetings. All minutes of the Board meeting will be filed in the Church safe.
- 5.4 Administrator. The Administrator shall be charged with the day-to-day management of the financial affairs of the church and shall have responsibility for recommending action concerning the church's financial affairs to the Senior Pastor and the Board of Directors. The Administrator shall at all times maintain full and accurate records regarding the property owned by the church, financial statements, and other operational involvements. He/she shall present such records during the annual church meeting. The Administrator shall have the authority and responsibility for the safe-keeping of the funds, securities and other assets of the church and shall serve as an advisor on financial matters relating to the management and operation of the church's assets. The Administrator shall be responsible for all church property and have full charge of its maintenance, repair, alteration and addition. The Administrator shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Senior Pastor and/or the Board of Directors. The Administrator shall be a non-voting member of the Board of Directors, but is required to attend all board meetings.
- 5.5 Finances: The Administrator and one appointed Board Member shall have the authority to set up accounts at banking institutions in the name of the church and to supply signatures for the opening of said accounts. The Board of Directors must approve any repairs, alterations and additions of the church when in excess of \$15,001. The Administrator is granted a maximum of \$25,000 in situations where emergency repairs are necessary.
- 5.6 Vacancy: Any vacancy occurring among the officers before the end of the year, shall be filled by a knowledgeable candidate chosen by the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

- 6.1 Board Responsibilities and Powers: The Board is responsible for the overall policies and direction of the church. The powers of the Board of Directors shall be:
- 6.1.1 To hold meetings at such times and places as deemed necessary,
 - 6.1.2 To admit board members and suspend or expel them,
 - 6.1.3 To appoint committees on particular subjects,
 - 6.1.4 To set immediate goals for the current fiscal year and long-range plans and goals for future development,
 - 6.1.5 To create and revise the church's fiscal budget,
 - 6.1.6 To best protect the interest and welfare of the church and members,
 - 6.1.7 To employ professional personnel considered essential to the operation of the church,
 - 6.1.8 To review any and all records held by the church Secretary and Administrator, and
 - 6.1.9 To otherwise manage the affairs of the church
- 6.2 The Board may adopt any rules and/or take any actions with regards to the church so long as any such rules and/or actions are not inconsistent with these Bylaws.
- 6.3 The Board shall have not less than seven and no more than eleven members. Membership will include the Senior Pastor at least one Elder/Minister, and one Deacon – all of which should be voting members of the Board.
- 6.4 All board members shall serve a five-year term, but are eligible for re-election for up to two consecutive terms. A board member may resign his/her position at any time.
- 6.5 Board members receive no compensation other than reasonable expenses. The church shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by a board member in furtherance of the church's purposes.
- 6.6 Committees of the Board: The board may create committees from time to time as needed for special circumstances. The only standing committee of the board is the Nominating Committee. The Nominating Committee will be elected by the Board from its membership at the annual church meeting. The Nominating Committee shall nominate candidates for membership on the Board of Directors to fill any vacancies which may occur pursuant to this section. The Nominating Committee shall make guidelines for qualifications to become a Board member. The Nominating Committee shall notify the Secretary in writing at least 20 days prior to the annual church meeting of the names of any candidates, and the Secretary shall mail a copy of such notice to each member of the Board at least ten days prior to the annual church meeting.
- 6.7 Meetings and Notice: The board shall meet, at a minimum, once every quarter (four times a year) in a calendar year. In addition to the required meetings, all board members must attend the annual church meeting. During any Board or annual church meeting it will be acceptable to join the meeting by telephone conference call. An official board meeting requires that each board member have written notice at least two weeks in advance.

- 6.8 Special Meetings: Special meetings of the Board may be called at any time by the Senior Pastor, the Executive Committee, or one-third (1/3) members then in office, upon not less than five days nor more than 60 days' notice, either mailed to the last known address or personally given to each Board member. Notice of any special meeting of the Board shall state the purpose for which the meeting is called.
- 6.9 Location of Meetings: Quarterly, annual, or special meeting of the Board may be held within or without the state of Georgia at such place and time as may be determined by those persons calling the meeting and must be specified in the notice of the said meeting.
- 6.10 Waiver of Notice: Notice of any meeting of the Board may be waived by instrument in writing executed before or after the meeting. Attendance at such meeting in person or by proxy shall constitute a waiver of such notice thereof, unless such attendance is for the sole purpose of objecting to the holding of such meeting.
- 6.11 Quorum and Action by the Board: At all meetings of the Board a majority of the members (or one-half of the members) shall constitute a quorum for the transaction of business. Except as otherwise specially provided herein, all resolutions adopted and all business transactions by the Board shall require the affirmative vote of a simple majority of the members present at the meeting and entitled to vote. Any action of a majority of the members present and voting at any meeting at which is present, shall constitute the official act of the Board. A lesser number may adjourn and shall announce the time and place to which the meeting is adjourn if they do so adjourn the meeting.
- 6.12 Action by the Board without a Meeting: Any action to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Board members.

ARTICLE VII - PROPERTY OF THE CHURCH

- 7.1 Any sale or transfer of any stock, bond, security, real estate or any other property standing in the name of the church shall be valid only if executed by the church acting through any two officers authorized by the Board of Directors. Any document of conveyance or transfer executed in this manner, having affixed thereon the seal of the church, shall, in all respects, bind the church as fully and completely as if such transaction had been authorized by a specific vote of the directors. Any person to whom a copy of Article VIII shall have been certified by the Secretary of the church shall be titled to rely thereon until notified of its repeal.

ARTICLE VIII – SEAL

- 8.1 The Seal of the church shall be in such form as the Board of Directors may from time to time determine. In the event, it is inconvenient to use such seal at any time, the signatures of the Senior Pastor and Secretary of the church followed by the word "SEAL" enclosed in parentheses or scroll, shall be deemed the seal of the church. The seal shall be in the charge of the Secretary and shall be affixed on all corporate papers where necessary or appropriate.

ARTICLE IX – AMENDMENTS

- 9.1 **Articles of Incorporation:** The Articles of Incorporation may be amended, upon the recommendation of the Executive Committee, by a simple majority vote of the directors present at any annual meeting, any special meeting called in accordance with procedures set forth in Section 6.8 of Article VI where a quorum is present or by a consent in writing setting forth the action so taken and signed by all directors.
- 9.2 **Bylaws Recommendations:** These Bylaws may be amended, upon the recommendation of the Executive Committee, by a simple majority vote of the Board of Directors present at any schedule or annual meeting. Any special meeting called in accordance with the procedures set forth in Section 6.8 of Article VI where a quorum is present or by a consent in writing setting forth the action so taken and signed by all the directors.
- 9.3 Any changes made to these Bylaws will not take effect until the next scheduled board meeting.

ARTICLE X – INDEMNIFICATION

- 10.1 **Right to Indemnification:** The church shall, upon a request to do so pursuant to Section 10.2 or these Bylaws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a director, officer, employee or agent of the church or is or was serving at the request of the church as a director, officer, employee or agent of another church, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, proceeding, to the maximum extent provided in the Articles of Incorporation of the church and allowed by Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code, upon the determination by the church that such indemnification is proper in accordance with Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code, and may advance expenses incurred in defending such an action, suit, or proceeding as provided in the Articles of Incorporation of the church.
- 10.2 **Procedure:** In order to obtain indemnification under Section 10.1 of these Bylaws the persons seeking indemnification shall request such indemnification of the church by notifying the church of the following:
- 10.2.1 an identification of the claimant and the substance and the amount of the claim or claims alleged against him;
 - 10.2.2 the forum in which such claims have been asserted;
 - 10.2.3 the date or dates upon which such claims were asserted;
 - 10.2.4 the defense made or intended to be made to such claims;
 - 10.2.5 the current status of such claims;
 - 10.2.6 the date upon which, or the period within which, resolution of such claims can reasonably be expected; and

10.2.7 the anticipated amounts, or probable range of amounts, for which the church will be responsible upon any such indemnification.

10.3 Within sixty (60) days of its receipt of such notice, the church shall arrange for and make the determination as to whether indemnification is proper under the circumstances as provided by Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code. If the church fails to take such action the person seeking indemnification may call a special meeting of the members of the church at the principal office of the church. Notice of the special meeting shall be given, and the special meeting shall be conducted in accordance with Article V of these Bylaws. The person seeking indemnification shall provide a copy of the notice sent to the church requesting indemnification with his notice to the members of the special meeting.

10.4 Payment of Insurance Proceeds: If the church purchases and maintains insurance on behalf of any person seeking indemnity from the church pursuant to this Article X, and if proceeds of such insurance are paid to such person in connection with the matters upon which he has sought indemnification, the church shall not indemnify such person except that the amounts sought have not been paid by the proceeds of such insurance.

10.5 Statement of Payment: If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members or by an insurance carrier pursuant to insurance maintained by the church, not later than the next annual meeting of members, unless such meeting is held within three months from the date of such payment, and in any event, within fifteen months from the date of such payment, the church shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation Code, send to its members record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amount paid and the nature and status at the time of such payment of the litigation or threatened litigation.

10.6 Merger or Consolidation: For purposes of this Article X, and with respect to any merger or consolidation involving the church, references to “the church” shall include, in addition to the surviving or new church, any merging or consolidating church (including any merging or consolidating church of a merging or consolidating church) absorbed in a merger or consolidation, so that any person who is or was a director, officer, employee, or agent of such merging or consolidating church, or who is or was serving at the request of such merging or consolidating church as a director, officer, employee, or agent of another church, partnership, joint venture, trust or other enterprise, shall stand in the same position under Section 10.1 of these Bylaws with respect to the, resulting or surviving church as he/she would if he/she had served the resulting or surviving church in the same capacity.

10.7 Continuing Right: The indemnification and advancement of expenses provided by or granted pursuant to this Article XII shall, unless otherwise provided when authorized or ratified continue as to a person who has ceased to be a director, officer, employee or gent and hall inure to the benefit of the heirs, executors, and administrators of such person.

10.8 Exclusivity: The right of indemnification provided in this Article X shall not be exclusive of any rights to which any director, officer, employee or agent of the Church may now or hereafter become entitled apart from this Article X.

10.9 Effect of Repeal or Modification. Any repeal or modification of this Article X or any applicable provision of the law of Georgia shall not affect the church's rights or obligation of indemnification as they relate to any action or proceeding instituted before any such repeal or modification or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

10.10 Dissolution: Upon the dissolution of the church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The updated version of the Bylaws of Jonesville Baptist Church of the P.A.W., INC. was adopted by the two thirds majority of the current Board of Directors at a scheduled meeting held on November 17, 2018. These Bylaws make null and void any and all other bylaws in existence.

Board Members Signature:

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