

The Way Woodstock

109 Towne Lake Parkway
Woodstock, GA 30188

CORPORATION BYLAWS

Article I. Identity

These are the bylaws of The Way Woodstock Inc. ["the Corporation"], a nonprofit religious corporation organized pursuant to the laws of the state of Georgia, with its registered office and principal business address located at 109 Towne Lake Parkway, Woodstock, GA 30188.

Article II. Purposes and Powers

Section 2.01. The Way Woodstock is a nonprofit corporation organized exclusively for religious purposes to promote the Christian religion through the preaching of the Word of God, administration of the Sacraments, ordinances, and other means of grace; to reach out and receive with joy all who will respond; to encourage people in their relationship with God and invite them to commit to God's love in Jesus Christ; to provide opportunities for people to seek spiritual formation; and to support people to live lovingly and justly in the power of the Holy Spirit as faithful disciples.

Section 2.02. The Church Council ("Council") exercises the power to guide the business affairs of the church to carry out the purpose of the church. The Corporation also exercises such power as granted to the Corporation by the *Georgia Nonprofit Corporation Code* (as amended from time to time).

Article III. Governance

Section 3.01. The Corporation shall look to 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) for guidance in the operation of its affairs.

Article IV. Membership

Section 4.01. The initial members of the Corporation shall be the official members of The Way Woodstock immediately prior to incorporation. Persons subsequently becoming official members of The Way Woodstock shall be members of the Corporation, and persons ceasing to be official members of The Way Woodstock shall cease to be members of the Corporation.

Section 4.02. The Corporation shall meet annually in the fourth quarter. 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) Approval of nominations for elected officers and committee members for the following year
- c) Presentation of annual report from each committee

Section 4.03. Only those members of the Corporation who are official members of The Way Woodstock as defined in Section 4.01 are entitled to vote at any meetings of the Corporation that require membership approval.

Section 4.04. Any special meetings of the Corporation shall be convened and held with notice. Those present and voting constitute a quorum.

Article V. Board of Directors

Section 5.01. The Church Council [“the Council”] of The Way Woodstock shall serve as the Board of Directors of the Corporation and shall be elected and serve in accordance with the provisions set forth in these bylaws.

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

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

Section 5.04. The Way Woodstock Church Council shall have general oversight of the administration of the Corporation and its programs in pursuing the primary purpose of the Corporation, pursuant to Section 2.01 of these bylaws.

Section 5.05. The membership of The Way Woodstock Church Council shall include but not be limited to:

- a) Members with voting authority on matters of the church:
 - i. The chairperson of the Church Council
 - ii. The lay leader(s) of the church
 - iii. The chairperson and vice chairperson of the SPRC
 - iv. The chairperson and vice chairperson of the finance committee
 - v. The chairperson and vice chairperson of the trustees
 - vi. The church treasurer
- b) Members with voting non-authority on matters of the church:
 - i. The pastor(s)

Section 5.06. Members of the Church Council shall serve for a term of three years. Members may be renominated/reappointed to an additional term after at least a one-year absence from the Council. The Church Council may waive the one-year absence requirement if necessary to keep all positions filled.

Article VI. Officers

Section 6.01. Members of the Church Council shall serve as officers of the Corporation, to hold office for a term of three years or until their successors shall be elected, as follows: president (Council chairperson), vice president (a lay leader), treasurer (finance chairperson or vice chairperson), and

secretary (SPRC chairperson or vice chairperson).

Section 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 s/he may have been elected has not expired. No cause need be assigned for any removal under this section.

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

Section 6.04. The president (Council chairperson) shall preside at all meetings of the Council. In the president's absence, the vice president or other Council member shall preside. The president shall execute all contracts authorized by the Council and shall perform such other duties as are incident to the office or properly required by the Council.

Section 6.05. The vice president (lay leader) 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 Council.

Section 6.06. The treasurer (finance committee chairperson or vice 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.

Section 6.07: The secretary (SPR chairperson or vice chairperson) shall keep a record of all proceedings at every meeting of the 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 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 Council.

Article VII. Meetings

Section 7.01. The Corporation's Church Council shall meet monthly, but at a minimum of quarterly, at the call of the president of The Way, at such times and places as shall be designated in a notice provided to each Council member and the pastor(s) 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. However, as provided for in the *Georgia Nonprofit Corporation Code*, under certain circumstances notice may be waived.

Section 7.02. 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.

Section 7.03. A quorum at any Council meeting shall consist of a majority of the Council, 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 Council, except where a greater than majority vote is required by the *Georgia Nonprofit Corporation Code*.

Article VIII. Committees

Section 8.01. There shall be a Committee on Finance whose members are nominated by the Nominations Committee and approved by the Council and 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. 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) Performing other duties related to finances as they arise

Section 8.02. There shall be a Committee on Pastor-Parish Relations (SPRC) whose members are nominated by the Nominations Committee and approved by the Council and 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. The duties of the SPRC include:

- a) Encourage, strengthen, nurture, support and respect the pastor(s) and staff and their families
- b) Confer with and counsel with the pastor(s) and staff 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 all employees of the church.

Section 8.03. There shall be a Board of Trustees whose members are nominated by the Nominations Committee and approved by the Council and the congregation at the annual meeting of the Corporation. The committee 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 Way Woodstock. This includes endowments or financial resources dedicated for the purpose of maintaining the real property. 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 The Way Woodstock
- c) Obtaining appropriate insurance for real property
- d) Negotiating contracts for maintenance and improvement of real property

Section 8.04. Nominations Committee whose members are—at a minimum—the pastor(s) and the lay leaders. The senior pastor shall be the chairperson. The duties of the Nominating Committee include:

- a) Recommending at the annual church conference the names of people to serve on the Church Council and committees.

Section 8.05. 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.

Section 8.05. Recognized committees of The Way Woodstock 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 third quarter for the purpose of nominating committee and Council members. In cases where a committee has only two members, if a vote within the committee is tied, the Church Council shall serve as the tiebreaker.

Article IX. Indemnification

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

Article X. Amendments

These bylaws may be amended by a two-thirds vote of the full Council, as then constituted, at any meeting of the Council, provided that the notice of such meeting clearly sets forth in the business agenda the proposed changes to be considered.

Article XI. Dissolution

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 via email vote on May 20, 2022.

Sutton Mehaffey, chair
Ron Richmond, chair, Trustees
Jack Bussey, vice chair, Trustees
Brent Soderstrom, chair, Finance
Tricia Grindel, vice chair, Finance
Michael Carroll, chair, SPR
Doug Mildner, lay leader
Ann Winchester, lay leader
Susan Berry