

Bylaws of North Avenue Presbyterian Church of Atlanta, Ga., Inc.
607 Peachtree St. NE
Atlanta, GA 30308

I. Incorporation

A. Type –

1. North Avenue Presbyterian Church of Atlanta, Ga., Inc. is and shall continue to be a not-for-profit corporation.
2. The Church is organized and operating in accordance with the laws of the state of Georgia.

B. Board of Directors - The current active ruling elders serving on the Session shall serve at the same time as the Board of Directors of the Corporation.

II. Statement of Mission - North Avenue Presbyterian Church (Hereafter, referred to as Church) has been called by God and organized to proclaim the good news of Jesus Christ throughout the world, and to minister to the needs of members of the Church, residents of the community, and people everywhere by demonstrating God's love and grace, in both word and deed.

III. Governance of the Church

A. Church - Jesus Christ is the head of this Church and the Holy Scriptures of the Old and New Testament are its infallible rule of faith and practice.

B. Bylaws - These Bylaws describe the operation of the Church.

C. Guidance - Robert's Rules of Order (Newly Revised) shall be used for parliamentary guidance.

IV. Meetings of the Church Members

A. Annual Meeting of Church Members –

1. Time Frame - There shall be an annual meeting of the Church Members ("Annual Meeting").
2. Business - At least the following business shall be presented at the Annual Meeting: annual report on activities of the Church and a financial report for the preceding fiscal year.
3. Annual Meetings may be held by electronic means if approved as such by the Session and in accordance with the current policy of the church.

B. Special Meetings of the Church Members –

1. Calling of Meeting - Special meetings of the Church Members may be called by the Session at any time upon proper notice.

2. Purpose of Meeting - The announcement of the meeting shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call.
 3. Elections at Meeting - A special meeting shall be called each calendar year for the election of officers and nominating team elected from the Church Members.
 4. Special Meetings may be held by electronic means if approved as such by the Session and in accordance with the current policy of the church.
- C. Notice of Meetings of the Church Members.
1. Timing of Notice - Notice of each Annual Meeting or Special Meeting of the Church Members shall be given either at least twice orally or in writing by the Church to the Church Members commencing at least fourteen (14) calendar days prior to the date of the Annual or Special Meeting.
 2. Notice Statement - Such notice shall state the date, time, and location of the Annual or Special Meeting, and shall specify all business to be discussed or acted upon at the meeting.
 3. Types of Notice –
 - a) Worship Services Notice - Notice of Annual Meetings and Special Meetings must be given at all Church Sunday worship services held on at least two (2) consecutive Sundays immediately prior to the date of the meeting.
 - b) Other Types of Notice - Other acceptable means of announcement to supplement the announcement made during the Sunday worship services are by email sent from the Church to the Member's email address on file with the Church; by announcements stated in the Church newsletter distributed to the Church Members; by announcements stated in the Church worship bulletins distributed during Church worship services; or by any other method of communication of such notice given by the Church to Church Members to supplement the announcements made during Sunday worship services.
 4. Change in Notice - Any change in the date, time, location, or the business to be discussed or acted upon at any scheduled Annual or Special Meeting shall require a new notice given in accordance with the foregoing notice provisions.
- D. Moderator of the Meeting

1. Moderator - The Senior Pastor or his or her designee shall moderate the meetings.
 2. Substitute Moderator - When the Senior Pastor cannot serve and he or she cannot designate a substitute, the Clerk of Session shall preside. When this is not expedient, and when the Session concurs, a member of the Session may be designated to preside.
- E. Secretary of the Meeting –
1. Secretary - The Clerk of Session shall serve as Secretary of the Meeting.
 2. Substitute Secretary - If the Clerk is not present or is unable to serve as Secretary, the Moderator may appoint a Secretary of the Meeting.
 3. Clarification - The Secretary of the Meeting is a separate office from that of Secretary of the Corporation – See Item VI below.
- F. Minutes of the Meeting –
1. Recording of Minutes - The minutes of the meeting recorded by the Secretary shall be attested by the Moderator and the Secretary.
 2. Approval of Minutes - The minutes shall be approved by the Session.
 3. Filing of Minutes - The recorded minutes shall be kept in the minute book of the Session.
- G. Quorum for the Meeting –
1. Definition of Quorum –
 - a) Membership over 500 - The quorum of a meeting of the Church Members shall be the Moderator (or his or her designee), the Secretary (or his or her designee), and five percent of Church Members as stated in the minutes of the most current session meeting.
 - b) Membership of 51 to 500 – The quorum of a meeting of the Church Members shall be the Moderator (or his or her designee), the Secretary (or his or her designee) plus 25 Church Members of the Church.
 - c) Membership less than 50 – If there are less than 50 active members then a quorum shall be the Moderator (or his or her designee), the Secretary (or his or her designee) and one-half of the Church Members of the Church.
 - d) Rounding – In all cases a fractional part should be rounded up to the next whole number in determination of a quorum.
 2. Determination of Quorum - The Moderator shall determine that a quorum is present.
- H. Voting -

1. Entitlement to Vote - All Church Members present at either Annual or Special meetings are entitled to vote. Each Church Member shall have one vote.
2. Member Roll – If required the Church will provide the current active roll of Church Members to determine voting eligibility.
3. Method of Vote - Voting method, paper ballot or voice, is determined by the moderator.
4. Paper Ballots - If paper ballots are used, the Secretary of the meeting is responsible for providing the ballot, collecting the ballots, and counting the ballots. A written report of the results shall be provided to the Moderator.
5. Proxy - There shall be no voting by proxy.

V. Nominating and Electing Officers and Nominating Team

A. Nominating –

1. Creation of Team - The Church shall form a nominating team to nominate ruling elders (Board of Directors), deacons, and members elected by the Church Members of the next nominating team
2. Elected Members - There shall be 3 active members on the nominating committee elected by the Church who are not active officers of the Church.
3. Session Representative - There shall be at least one ruling elder who is currently serving on the Session and who is appointed by the Moderator of the Session and confirmed by the Session.
4. Chair - A current active ruling elder shall serve as Chair.
5. Deacon Representative - There shall be at least one deacon who is currently serving on the Diaconate and who is appointed by the Moderator of the Diaconate and confirmed by that body.
6. Ex-Officio Member - The Senior Pastor shall be a member ex officio and without vote.
7. Results of Nominating Team - The results of the Nominating Team shall be presented at a Church Member Meeting.
8. Nominations from the Floor - Adequate opportunity shall be given to the Church Members for nomination from the floor of the Church Member Meeting by any active member of the Church provided the person being nominated has been asked before the meeting and has agreed to serve.

B. Voting -

1. Election - A majority of all Church Members present and voting at the Meeting of Church Members shall be required to elect.

2. Majority Definition – A majority is defined as fifty percent plus one of the Church Members voting.
3. Details - See Section IV, Meetings of Church Members for details.

VI. Ruling Elders

A. Quantity –

1. Limits - The Church Members shall elect a minimum of 12 ruling elders and a maximum of 30 ruling elders divided into three approximately equal classes, one class of whom shall be elected each year for a three-year term.
2. Change in Quantity - Change in quantity within the limits must be approved by the Session.

B. Terms - Terms of less than three years will be permitted as appropriate to provide approximate balance among the classes.

C. Term Limits –

1. Consecutive Terms - No ruling elder shall serve for consecutive terms, either full or partial, aggregating more than six years.
2. Eligibility - A ruling elder having served a total of six consecutive years shall be ineligible for reelection to the Session for a period of at least one year.

D. Vacancies - Vacancies on the Session may be filled at a special meeting of the Church Members as the Session may determine.

VII. Session

A. Definition - The Session shall be composed of those persons elected by the Church Members to active service as ruling elders, together with all installed pastors and associate pastors.

B. Role –

1. Board of Directors -The current active ruling elders serving on the Session shall serve at the same time as the Board of Directors of the Corporation.
2. Mission and Government - The Session shall be responsible for the mission and government of the Church.

C. Responsibilities –

1. Governance -

- a) Spiritual – All spiritual affairs.
- b) Business – All business affairs.
- c) Members - The reception and dismissal of members of the church.
- d) Employees - The hiring and dismissal of church employees except installed pastors.

2. Act on Behalf - Empower one or more employees of the church to act on its behalf.
 3. Teams –
 - a) Creation - Create and/or empower teams/committees to work on its behalf to report and/or to act.
 - b) Approval - The assignment of the teams will be approved by the Session.
 4. Nominating Team - A current active ruling elder shall serve as Chair of Nominating Team and represents the Session and guides the committee as it selects and nominates officers for the coming year.
- D. Voting - Each member of the Session is entitled to one vote.
- E. Moderator - The Senior Pastor or his or her designee shall be the moderator of the Session. If it is impractical for the Senior Pastor, he or she shall invite another Pastor or member of the Session to preside, with the concurrence of the Session.
- F. Election of Clerk –
1. Election by Session - The Session shall elect a currently active ruling elder to serve as Clerk annually.
 2. Election as President of Corporation - Upon election, the Clerk shall automatically be deemed to have been elected as President/CEO of the Corporation.
- G. Election of Treasurer –
1. Election by Session - The Session shall annually elect a Treasurer who is an ordained officer and member of the church.
 2. Election as Secretary and Treasurer of Corporation - The Treasurer shall automatically upon election as Treasurer be deemed to have been elected as both Secretary and Treasurer of the corporation.
- H. Minutes –
1. Taking Minutes - Minutes of the Session shall be taken by the Clerk or in his or her absence by a ruling elder designated by the Moderator.
 2. Approving Minutes - Minutes shall be approved by the Session at a future meeting.
 3. Filing Minutes - All minutes shall be permanently maintained for future access.
- I. Quorum –

1. Regular Meetings - A quorum of the Session shall consist of the Moderator or his or her designee and one third of the active ruling elders.
2. Reception of Members Meeting - For the reception of members when the quorum shall be the Moderator or his or her designee and two active ruling elders.

J. Meetings –

1. The Session shall meet at least quarterly.
2. All meetings whether scheduled or called may be held by electronic means if determined necessary by the Moderator or Clerk of Session. Electronic meetings will follow the current policies of the church.

K. Creation of Teams –

1. The Session may create teams to carry out the ministry and operations of the church.
2. These teams may meet in person or by electronic means as described in the policies of the church.

VIII. Deacons

A. Quantity –

1. Limits - The Church Members shall elect a minimum of 15 and a maximum of 36 deacons divided into three approximately equal classes, one class of whom shall be elected each year for a three-year term.
2. Change - Change in quantity within the limits must be approved by the Session.

B. Terms - Terms of less than three years will be permitted as appropriate to provide approximate balance among the classes.

C. Term Limits –

1. Consecutive Terms - No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years.
2. Eligibility - A deacon having served a total of six consecutive years shall be ineligible for reelection to the Board of Deacons for a period of at least one year.

D. Moderator –

1. Appointment - The Moderator of the Session shall appoint a Moderator of the Diaconate (also known as the Board of Deacons) from among the active Deacons.
2. Approval - The appointment of the Moderator of Deacons must be approved by the Session

- E. Creation of Teams - The Diaconate shall form such committees/teams as necessary to carry out its work.
 - F. Meeting –
 - 1. The Diaconate shall meet at least quarterly.
 - 2. All meetings whether scheduled or called may be held by electronic means if determined necessary by the Moderator or Clerk of Session. Electronic meetings will follow the current policies of the church.
 - G. Authority - The deacons are under the authority of the Session.
 - H. Minutes –
 - 1. Taking Minutes - Minutes of the Diaconate shall be taken.
 - 2. Approving Minutes - Minutes shall be approved by the Diaconate at a future meeting.
 - 3. Filing Minutes - All minutes shall be permanently maintained for future access.
 - I. Advisor - The Senior Pastor shall be an advisory member of the Board of Deacons.
 - J. Quorum - A quorum for the Board of Deacons shall be one third of the members, including the Moderator or his or her designee.
 - K. Vacancies - Vacancies on the Board of Deacons may be filled at a Special Meeting of the Church Members as the Session may determine.
- IX. Officers of the Corporation
- A. Definition of Officer - The Church corporate officers consisting of a President, a Treasurer, a Secretary, the active ruling elders of the Session serving as the Board of Directors of the corporation, and the active Deacons are non-compensated volunteers who are members of the Church and who have been appointed or elected by the Session or Church Members and serve at the Church's request. Each corporate officer has agreed to give their personal time, gifts, and talents to contribute to the sustainable future of the Church.
 - B. Role - Each corporate officer has the right and responsibility to become informed, listen, ask questions and obtain answers, evaluate matters, make decisions, and act in the Church's best interest based on such person's knowledge, experience, reason, and sound judgment under the leadership of Christ and guidance of the Holy Spirit.
 - C. Reimbursement - Each corporate officer and member of the Board of Directors may receive reimbursement for reasonable and necessary expenses authorized or incurred in the discharge of his or her duties.

- D. Compensation - No corporate officer or member of the Board of Directors is to receive any compensation from the Church for serving as a corporate officer or member of the Board of Directors.
- E. Insurance Coverage and Indemnification of Church Leaders, Employees and Volunteers
 - 1. Insurance -
 - a) Coverage - The Church will purchase and maintain liability insurance on behalf of any and all persons who are or were a director, officer, leader, employee, committee member or volunteer of the Church (while serving in their capacity as such).
 - b) Purpose - Such insurance will be purchased for the purpose of protecting such persons from covered loss resulting in liability asserted against the above individuals in connection with their activities on behalf of the Church.
 - 2. Indemnity –
 - a) Coverage – To the extent and limits of insurance, the Church will indemnify all persons who are or were a director, officer, leader, employee, committee member or volunteer of the Church (while serving in their capacity as such).
 - b) Code - Indemnity for all persons who are or were a director, officer, leader, employee, committee member or volunteer of the Church (while serving in their capacity as such) shall be as stated in the current version of the Georgia Nonprofit Corporation Code - TITLE 14. CORPORATIONS, PARTNERSHIPS, AND ASSOCIATIONS CHAPTER 3. NONPROFIT CORPORATIONS ARTICLE 8. DIRECTORS AND OFFICERS PART 5. INDEMNIFICATION.
 - c) Code Review – the Georgia Nonprofit Corporation Code shall be reviewed annually to assure knowledge of the current code.
- F. Authority, Duties, and Responsibilities of the President.
 - 1. Election - The Clerk of Session, upon election, shall automatically be deemed to have been elected as President.
 - 2. Responsibilities - The President, who may be referred to as the “Chief Executive Officer” or “CEO”, is to represent and promote the Church in a positive manner, and strive to maintain a Christ honoring relationship with the Session, corporate officers, pastors, ruling elders, deacons, members, employees, agents, and contractors, and with other churches and organizations, both religious and secular, to which the Church relates.
 - 3. Authority –

- a) Subject to Session - The President is subject to the authority of the Session in all matters.
 - b) Church Operations - The President has the authority, duty, and responsibility to assure the Church operates in an efficient, ethical, Christ honoring manner.
 - c) Document Signing - The President shall have the authority to sign documents obligating the Church in business matters that are within the approved budget of the Church (or, in the case of actions requiring approval of the Board of Directors, Session, Diaconate or Church Members, have been so approved and are consistent with such approval).
- G. Authority, Duties, and Responsibilities of the Treasurer.
- 1. Election - The Treasurer of the Church shall automatically upon election as Treasurer be deemed to have been elected as both Secretary and Treasurer of the corporation.
 - 2. Responsibilities - The Treasurer, who may be referred to as the “Chief Financial Officer” or “CFO”, is to represent and promote the Church in a positive manner, and strive to maintain a Christ honoring relationship with the Session, corporate officers, pastors, ruling elders, deacons, members, employees, agents, and contractors, and with other churches and organizations, both religious and secular, to which the Church relates.
 - 3. Authority –
 - a) Subject to Session - The Treasurer is subject to the authority of the Session in all matters.
 - b) Financial Operations - The Treasurer shall be responsible for working with the Church financial and business staff to oversee: (a) all financial operations and ensuring that the Church follows approved methods of accounting; (b) maintaining the financial books, records, and receipts for all assets, funds, monies, stock, securities, and personal property, real property, mixed property, intellectual property, of any and every nature, owned by the Church (the foregoing are collectively referred to as the Church’s “Assets, Funds, and Property”).

- c) Document Signing - The Treasurer shall have the authority to sign documents obligating the Church in business matters that are within the approved budget of the Church (or, in the case of actions requiring approval of the Board of Directors, Session, Diaconate or Church Members, have been so approved and are consistent with such approval). The Treasurer may delegate some of his or her duties to others including the signing of checks and preparation of reports as may be necessary or practical.

H. Authority, Duties, and Responsibilities of the Secretary.

- 1. Election - The Treasurer shall automatically upon election as Treasurer be deemed to have been elected as both Secretary and Treasurer of the corporation.
- 2. Responsibilities - The Secretary of the corporation is to represent and promote the Church in a positive manner, and strive to maintain a Christ honoring relationship with the Session, corporate officers, pastors, ruling elders, deacons, members, employees, agents, and contractors, and with other churches and organizations, both religious and secular, to which the Church relates.
- 3. Authority –
 - a) Subject to Session - The Secretary is subject to the authority of the Session in all matters.
 - b) Clarification - The Secretary of the corporation is a separate office from that of Secretary of the Meeting.
 - c) Tasks - The Secretary is to perform tasks as assigned by the President.

X. Changes to Bylaws

- A. Approval - These Bylaws have been approved by the Board of Directors during a meeting on December 11, 2017 to be effective January 1, 2018. These original Bylaws will be reported as approved to the Church Members at the next Church Member Meeting.
- B. Amended - These Bylaws may hereafter be amended by the vote of a two thirds majority of a quorum at a meeting of the Session. All amendments shall be reported to the Church Members at the next Church Member Meeting.
- C. The first amended Bylaws were approved by the Board of Directors during a meeting on December 10, 2018, to be effective December 10, 2018.
- D. The second amended Bylaws were approved by the Board of Directors during a meeting on June 29, 2020, to be effective June 29, 2020.