

**FIRST AMENDED AND RESTATED BYLAWS  
OF  
RISING CHURCH, INC.**

**WHEREAS RISING CHURCH, INC.** (the "**Church**"), is a Georgia nonprofit corporation organized in accordance with the Articles of Incorporation of Rising Church, Inc. filed August 28, 2012 with the Georgia Secretary of State ("the Articles of Incorporation"); and

**WHEREAS**, at the time of organization of the Church, the Board of Elders of Rising Church, Inc. entered into the Bylaws dated January, 2013 (the "Initial Bylaws"); and

**WHEREAS**, since January 2013, pursuant to Section 9.03 of the Initial Bylaws, the members of the Church elected to amend the Bylaws in effort to update some terminology and administrative provisions; and

**WHEREAS**, specifically as it relates to one portion of the amendment, the Members desire to substitute the term "Member(s)(ship)" in the Initial Bylaws with the term "Partner(s)(ship)" in order to better reflect the Church's overall goals and vision; however, the substitution of said term in the Bylaws shall not result in any material change to the meaning of the term "Member(s)(ship)" as used in the Church's Articles of Incorporation or other organizational documents.

**WHEREAS**, the members of the Church hereby amend and fully restate the Initial Bylaws by this AMENDED AND RESTATED BYLAWS OF RISING CHURCH, INC. (the "Bylaws") as set forth herein below.

## **ARTICLE I. NAME, OFFICES AND AFFILIATION**

**Section 1.01 Legal Church Name.** The Name of the Church Corporation shall be RISING Church, Inc.

**Section 1.02 Registered Office and Agent.** The address of the registered office of the corporation is 671 Main Street, Suite 200, Suwanee, Georgia, and the name of the registered agent at this address is Beth S. Hilscher, P.C.

**Section 1.03 Other Offices.** The corporation may have offices at such place or places within or without the State of Georgia as the Board of Elders may from time to time appoint or as the business of the corporation may require or make desirable.

**Section 1.04 Affiliations.** RISING Church is autonomous and maintains the right to govern its own affairs, independent of denominational control.

## **ARTICLE II. DIRECTORS – ELDERS**

**Section 2.01 Overview.** The Board of Elders functions primarily as the Church's governing body. The Board's oversight shall include, but not be limited to: teaching, leading, protecting, discipling, equipping and caring for the corporate church body and her individual members as well as oversight of all the ministry, operations, and finances of the Church. The Board of Elders does not determine programming. This responsibility falls to the Executive Staff. However, the Board is responsible for evaluating programming based on its appropriateness and effectiveness in furthering the overall mission of RISING Church, Inc. It shall serve to lead RISING Church in accordance with its Mission Statement, Statement of Core Values, and Statement of Beliefs, with obedience to the Scripture.

**Section 2.02 Board Composition.** The Board of Elders shall consist of nine to eleven members. The Senior Pastor shall serve as one of the Elders. Immediate family members may not serve together as Elders during the same term. A staff member (other than the Senior Pastor) or a staff member's spouse, may not serve as an Elder. The Chair shall have the discretion to ask members to excuse themselves from the room if sensitive conversations are to be had related to a family member.

**Section 2.03 Board Selection.** Prior to the Annual Meeting, the Board of Elders will implement a nominating process to fill all Elder Board vacancies. All Elder Board vacancies must be filled at the Annual Meeting upon affirmative vote of two-thirds of Partners present and eligible to vote as required by Section 4.02 of these Bylaws so that the Board consists of eleven Elders. In the event that after the Annual Meeting, the Board consists of less than nine members, vacancies on the Board of Elders shall be filled upon approval of the Partners pursuant to a duly noticed Extraordinary Action Meeting. Otherwise, if a Board consists of at least nine but less

than eleven members, it shall remain in the Board's sole discretion to hold a mid-year Extraordinary Action Meeting to fill a vacancy.

**Section 2.04 Qualifications.** An Elder, at a minimum, must be a man or woman who has reached the age of eighteen years and meets the spiritual leadership qualifications of 1 Timothy 3:1-7 and Titus 1:6-9.<sup>1</sup> He or she shall have served for a minimum of two years as an active Partner of RISING Church prior to serving as an Elder and shall fully subscribe to the RISING Church Partnership Covenant, the Mission Statement, the Statement of Core Values, and the Statement of Beliefs. Other than the Senior Pastor, Elders shall serve a term of three years. An Elder may be re-appointed for a consecutive three-year term upon approval of the Board of Elders and upon affirmative vote of the Partners eligible to vote at the Annual Meeting. In the case of an Elder leaving the board prior to the end of their term, another Elder may be appointed. That Elder may serve two additional full terms unless the total time served exceeds seven years, in which case they would be limited to one additional term. Thereafter, a Partner may only be eligible for reappointment as an Elder after a two-year absence from the Board of Elders.

**Section 2.05 Authority and Duties.** The Board of Elders shall prayerfully serve to oversee RISING Church's ministry, operation, and finances and in accordance with RISING Church's Mission, Statement of Core Values, Statement of Beliefs, and Biblical principles. The Elders are designated as the directors of the Corporation as the term is defined in the Georgia Nonprofit Corporation Code, (O.C.G.A. § 14-3-801). Subject to the provisions and limitations of the Georgia Nonprofit Corporation Code or these Bylaws, all corporate powers shall be exercised by or under the direction of the Board of Elders.

**Section 2.06 Oversight of Teams.** The Board of Elders shall establish oversight teams which shall include, but not be limited to, a Stewardship Team, a Personnel Team, and a Mission Advisory Team. The Board of Elders shall establish all other teams or committees as it deems necessary (all teams and/or committees shall collectively be referred to as "RISING Church Teams").

<sup>1</sup> 1 Timothy 3:1-7 (CEV):<sup>1</sup> It is true that anyone who desires to be a church official wants to be something worthwhile. <sup>2</sup> That's why officials must have a good reputation and be faithful in marriage. They must be self-controlled, sensible, well-behaved, friendly to strangers, and able to teach. <sup>3</sup> They must not be heavy drinkers or troublemakers. Instead, they must be kind and gentle and not love money. <sup>4</sup> Church officials must be in control of their own families, and they must see that their children are obedient and always respectful. <sup>5</sup> If they don't know how to control their own families, how can they look after God's people? <sup>6</sup> They must not be new followers of the Lord. If they are, they might become proud and be doomed along with the devil. <sup>7</sup> Finally, they must be well-respected by people who are not followers. Then they won't be trapped and disgraced by the devil.

Titus 1:6-9 (CEV):<sup>6</sup> they must have a good reputation and be faithful in marriage. Their children must be followers of the Lord and not have a reputation for being wild and disobedient. <sup>7</sup> Church officials are in charge of God's work, and so they must also have a good reputation. They must not be bossy, quick-tempered, heavy drinkers, bullies, or dishonest in business. <sup>8</sup> Instead, they must be friendly to strangers and enjoy doing good things. They must also be sensible, fair, pure, and self-controlled. <sup>9</sup> They must stick to the true message they were taught, so that their good teaching can help others and correct everyone who opposes it.

RISING Church Teams report directly to the Board of Elders. Elders shall serve as ex-officio members of such teams and may attend such team meetings in their sole discretion.

1. Stewardship Team.

1. Duties. The Stewardship Team shall oversee all financial matters related to RISING Church. The Senior Pastor is accountable to the Stewardship Team in all matters relating to finances. The Stewardship Team shall meet as often as deemed necessary by the members of the Stewardship Team and/or the Board of Elders and all Meetings shall be governed by the most recent edition of Robert's Rules of Order, except to the extent that these Bylaws are inconsistent therewith. The Treasurer and/or Senior Pastor will attend Stewardship Team meetings, but do not have voting privileges. The Stewardship Team's primary function is to ensure the financial health of the organization. It is the Senior Pastor's responsibility to select the Executive Staff, subject to the approved salaries budgeted and with approval of the Board of Elders. The Stewardship Team is ultimately accountable to the Board of Elders of the organization. The Board of Elders has the authority to override any decision made by the Stewardship Team; however, if such an occasion should arise, it will be necessary for the Board of Elders to meet with the Stewardship Team and discuss the matter fully.

2. Composition. The Stewardship Team shall be comprised of seven to nine members. The Board of Elders will implement a nominating process to fill any Stewardship Team vacancies. All vacancies must be filled at the Annual Meeting upon an affirmative vote by the Partners eligible to vote, so that the Stewardship Team consists of seven to nine members. Stewardship Team vacancies shall not be required to be filled mid-year unless the Team consists of less than seven members. Stewardship Team members are required to be Partners of RISING Church and have the professional skills necessary to perform their assigned tasks. Paid staff members of RISING Church and spouses of paid staff members are ineligible to serve on the Stewardship Team. The Chair shall have the discretion to ask members to excuse themselves from the room if sensitive conversations are to be had related to a family member.

The members of the Stewardship team shall select the team chairperson. Qualified members are those who are at least in their second year on the team or have previously served on the team for at least three years. Nominations shall be taken and a vote conducted by the team for the position. The elected Chair is eligible to remain in the position without an annual vote until the final year of their expected service term. In the final year of their term, they will serve as past Chair and a resource for the new Chair. If the Chair position opens unexpectedly, the Stewardship team should fill the position within two months, either from internal candidates or by asking a qualified and experienced Partner to join the team and serve as Chair. If the position is not filled within two months, the Board of Elders will choose the team Chair. Members of the Stewardship Team shall serve three-year terms but may not serve for more than two consecutive three year terms (six consecutive years). Former members of the team are eligible to serve again after being inactive for two years. The Stewardship Team may not hire or dismiss a staff member; this is the responsibility of the Senior Pastor. Executive

staff members may attend Stewardship Team meetings, but do not have voting privileges.

2. Personnel Team.

1. Duties. The Personnel Team is responsible for establishing guidelines for staff salaries, benefits (including, but not limited to, those benefits involving continuing education, travel reimbursement and housing expense), and personnel policies and procedures which shall include a personnel grievance policy and procedure providing all staff members with an avenue to raise grievances without being subjected to adverse treatment for participating in a grievance procedure. All policies established by the Personnel Team are subject to the approval of the Board of Elders. The Personnel Team shall also serve as an accountability team for the Executive Staff and shall meet with the Senior Pastor and all Executive Staff as deemed necessary, but no less than annually to review and evaluate the effectiveness of the Senior Pastor and the Executive Staff and their respective accomplishments toward achieving Rising Church's mission principles. The Personnel Team shall meet as often as deemed necessary by the members of the Personnel Team and/or the Board of Elders and all Meetings shall be governed by the most recent edition of Robert's Rules of Order, except to the extent that these Bylaws are inconsistent therewith. The Personnel Team shall report all findings and recommendations regarding Executive Staff evaluations to the Board of Elders.
2. Composition. The Personnel Team shall be comprised of seven to nine members who are Partners of RISING Church. The Board of Elders will implement a nominating process to fill any Personnel Team vacancies. All vacancies must be filled at the Annual Meeting upon an affirmative vote of Partners eligible to vote, so that the Personnel Team consists of seven to nine members. Personnel Team vacancies shall not be required to be filled mid-year unless the Team consists of less than seven members. The Personnel Team may include current or former Board of Elders and Stewardship Team members. Paid staff members of RISING Church and spouses of paid staff members are ineligible to serve on the Personnel Team. The Chair shall have the discretion to ask members to excuse themselves from the room if sensitive conversations are to be had related to a family member.

The members of the Personnel Team shall select the team chairperson. Qualified members are those who are at least in their second year on the team or have previously served on the team for at least three years. Nominations shall be taken and a vote conducted by the team for the position. The elected Chair is eligible to remain in the position without an annual vote until the final year of their expected service term. In the final year of their term, they will serve as past Chair and a resource for the new Chair. If the Chair position opens unexpectedly, the Personnel Team should fill the position within two months, either from internal candidates or by asking a qualified and experienced Partner to join the team and serve as Chair. If the position is not filled within two months, the Board of Elders will choose the team Chair. Specific salaries are not published or discussed in open membership meetings.

3. Mission Advisory Team.

1. Duties. The Mission Advisory Team is responsible for establishing guidelines and providing recommendations regarding how RISING Church will allocate funds set aside for mission tithing (a minimum of one-tenth of the monies received from regular giving). The Mission Advisory Team shall meet as often as deemed necessary by the Board of Elders and all meetings shall be governed by the most recent edition of Robert's Rules of Order, except to the extent that these Bylaws are inconsistent therewith. The Senior Pastor or his representative shall attend all Mission Advisory Team meetings, but they shall not have voting privileges. The Mission Advisory Team is ultimately accountable to the Board of Elders and the Board of Elders has the authority to accept, reject or modify any guideline and/or recommendation made by the Mission Advisory Team.

2. Composition. The Mission Advisory Team shall be comprised of seven to nine members who are Partners of RISING Church. The Board of Elders will implement a nominating process to fill any Mission Advisory Team vacancies. All vacancies must be filled at the Annual Meeting upon an affirmative vote of Partners eligible to vote, so that the Mission Advisory Team consists of seven to nine members. Mission Advisory Team vacancies shall not be required to be filled mid-year unless the Team consists of less than seven members. The Mission Advisory Team may include current or former Board of Elders and Stewardship Team members.

The members of the Mission Advisory Team shall select the team chairperson. Qualified members are those who are at least in their second year on the team or have previously served on the team for at least three years. Nominations shall be taken and a vote conducted by the team for the position. The elected Chair is eligible to remain in the position without an annual vote until the final year of their expected service term. In the final year of their term, they will serve as past Chair and a resource for the new Chair. If the Chair position opens unexpectedly, the Mission Advisory Team should fill the position within two months, either from internal candidates or by asking a qualified and experienced Partner to join the team and serve as Chair. If the position is not filled within two months, the Board of Elders will choose the team Chair.

**Section 2.07 Elder Board Spokesperson.** The Board of Elders shall designate one member of the Board as the official spokesperson for RISING Church. The Elder Board Spokesperson shall represent the Board of Elders and RISING Church before partnership or congregational meetings, public meetings, the media, and any government entity.

**Section 2.08 Limitations of Authority/Extraordinary Actions.** The Elders do not have the authority to vote on the following Extraordinary Action Matters; rather such authority shall be vested in the Partners of RISING Church and shall be voted upon at the Annual Meeting and/or at Extraordinary Action Meeting:

1. An amendment to the Bylaws and/or the Articles of Incorporation.
2. The removal or appointment of a Senior Pastor.
3. The modification or establishment of a denominational affiliation.
4. The approval of the appointment of an Elder, a Stewardship Team member, a Personnel Team member, or a Mission Advisory Team member;
5. Any matter brought before the Board of Elders by petition representing no less than fifty-one percent (51%) of RISING Church Partners;

6. The dissolution of RISING Church, Inc.; and
7. Any other matter the Board of Elders or the Senior Pastor deems to be Extraordinary Action.

**Section 2.09 Regular Meetings.** Regular meetings of the Board of Elders shall be held no less than quarterly at such times as the Board of Elders shall from time to time designate.

**Section 2.10 Annual Meetings.** Annual meeting of the Board of Elders, open to all members, shall be held within the first six weeks of the calendar year at RISING Church's regular place of worship. Updated financial statements and an annual budget shall be made available to all Partners at the Annual Meeting and Partners shall vote to approve any appointments necessary to fill any vacancies on the Elder Board, the Stewardship Team, the Personnel Team, and the Missions Advisory Team.

**Section 2.11. Notice and Timing for Annual and Extraordinary Action Meetings.** All Annual and Extraordinary Action Meetings shall be set with notice of no less than fourteen days (intervening federal or Christian holidays will not count as a day for the purpose of calculating proper notice). Notice to the Partners shall be provided by e-mail (using the e-mail addresses of current Partners on record with RISING Church's Partnership roster, via RISING Church's website, and by verbal announcement from the pulpit during the two Sunday services

immediately prior to the scheduled meeting. The notice shall include an agenda of the topics to be discussed and/or voted upon at the meeting. The Annual Meeting shall be held at RISING Church's principal place of worship on a Sunday. Annual and Extraordinary Action Meetings shall be moderated by the Elder Board Spokesperson.

**Section 2.12 Special Meetings.** Special meetings of the Board of Elders may be held if called pursuant to Section 2.15 herein with at least two days' notice by telephone, e-mail, or personal delivery, or five days' notice by first class mail to each Elder. The notice shall include the time and place of the meeting.

**Section 2.13 Calling Meetings.** Meetings of the Board of Elders may be called by the Senior Pastor or by any two Elders.

**Section 2.14 Waiver of Notice.** Notice of a meeting of the Board of Elders need not be given in any event to any Elder who signs a waiver of notice either before or after the meeting. Attendance of an Elder at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except if an Elder states, at the beginning of the meeting, any such objection or objections to the transaction of business.

**Section 2.15 Notice.** The business to be transacted at, and the purpose of, any regular or special meetings of the Board of Elders need not be specified in the notice or waiver of notice of such meeting. Notices may be delivered in a manner deemed reasonable by the Board of Elders which shall include electronic mail (e-mail).

**Section 2.16 Quorum.** At all meetings of the Board of Elders or other duly established Teams, the presence of two-thirds of the then appointed Elders or Team members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Elder or Team members present at any meeting may adjourn the meeting from time to time until a quorum is obtained.

**Section 2.17 Voting.** The act of a majority of the Elders present at any meeting at which there is a quorum shall be the act of the Board of Elders, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. An Elder shall not have voting rights on any matter under consideration before the Board which relates to the compensation, discipline, removal, or which may otherwise directly affect that Elder or that Elder's immediate family member.

**Section 2.18 Conduct of Meetings.** The President, or in his absence the Vice President, if any, named by the Board of Elders, shall preside at meetings of the Board of Elders. The Secretary of the corporation, or in the Secretary's absence any person appointed by the presiding officer, shall act as Secretary for meetings of the Board of Elders. Meetings shall be governed by the most recent edition of Robert's Rules of Order, except to the extent that these Bylaws are inconsistent therewith. All meetings of the Board of Elders shall be open to Partners; however, Elders shall be permitted to go into executive session for matters regarding legal issues, personnel matters, or any other matter reasonably deemed by the Board of Elders to be of a confidential nature.

**Section 2.19 Remote Participation.** Elders may participate in meetings of the Board of Elders through use of current communications technology, so long as all Elders participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote.

**Section 2.20 Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Elders or of any team or committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all members of the Board or of such committee, as the case may be. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.

**Section 2.21 Adjournment.** A majority of the Elders present, whether or not a quorum exists, may adjourn any meeting of the Board of Elders to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Elders if the time and place be fixed at the meeting adjourned, with the following exception: If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

**Section 2.22 Removal.** Any Elder may be removed from the office of elder for cause. Discipline of Elders must be consistent with the standards set forth in Matthew 18:15-20 and 1 Timothy 5:17-19. The Elder body will determine specific procedures for removal. A written notice of proposed removal of any Elder shall be given to such Elder at least ten (10) days prior



to the meeting at which an action to affect such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself/herself. The Elder shall have the opportunity to answer all the charges in the presence of his accusers; but shall not be present during the discussion and vote on his/her removal. The Elder under consideration for removal shall not have voting rights with regards to consideration of his removal. These procedures may be altered, amended, repealed or restated by an Elder resolution. The Board of Elders shall have sole discretion and authority to remove another elder.

### **ARTICLE III. OFFICERS**

**Section 3.01 Appointment.** The officers of the Church shall be members of the Board of Elders and shall be appointed by a passing vote of the Elders. They shall serve terms of at least two (2) years. Officers may be re-elected for consecutive terms.

#### **Section 3.02 Duties of Officers.**

a. **President.** The President shall serve as the Chairman of the Board of Elders and shall perform such duties as are incumbent upon such officer, including making certain that all orders and resolutions of the Elders are carried into effect. The President shall be responsible for overseeing the elder meetings, including, but not limited to, establishing meetings, setting the agenda with coordination from the Executive Staff, and presiding over the meetings.

b. **Vice President.** The Vice President shall, in the absence of a duly appointed President, or in the event of the president's inability or refusal to act, perform the duties and exercise the powers of the president and shall perform other duties as the Elders shall from time to time prescribe.

c. **Secretary.** The Secretary shall record or cause to be recorded in a minute book of the Church, minutes of all meetings of the Elders and all votes taken at such meetings. The Secretary shall have charge of the official records and seal of the Church, and shall perform such other duties as are incident to the office of secretary and as may be assigned by the Elders or the President.

d. **Treasurer.** The Treasurer shall be an Elder chosen by the Board of Elders and shall serve as the Elder liaison to the Stewardship team. The Treasurer shall serve as the overseer of the financial operations of RISING Church, in consultation with the Board of Elders. Paid Church staff members shall be accountable to the Senior Pastor and Treasurer for the management of the financial aspects of the Church. The Treasurer shall perform such other duties and shall have such other responsibilities as may be assigned by the Elders or the President.

## **ARTICLE IV. PARTNERSHIP**

**Section 4.01 Requirements.** Partners of RISING Church shall constitute a spiritual body, united for and subscribing to the spiritual purposes set forth in the Mission Statement, Statement of Core Values, and Statement of Beliefs. Partners shall also expressly agree in public to the provisions set forth in RISING Church's Partnership Covenant. For purposes of clarity, the above individuals will be referred to in this document as "Partnership" or "Partners". Partners plus regular attendees who are not Partners will be referred to collectively as "members of the congregation" (small "m"). Partners of RISING Church shall not be deemed members within the meaning of Georgia Non Profit Act, O.C.G.A. § 14-3- 140(22).

**Section 4.02 Voting Privileges.** Voting privileges at Annual Meetings and Extraordinary Action Meetings are restricted to Partners who are current attendees and are in good standing as determined by the Board of Elders, who are not under any disciplinary action, and who have passed their eighteenth (18th) birthday. Partnership shall not be assignable inter vivos by any Partner, nor shall Partnership vest to any personal representative, heir, or devisee. Official Votes shall be taken from those Partners present on any matter properly noticed pursuant to Section 2.11 hereinabove. Those Partners attending the meeting in person shall represent a quorum. Voting by proxy shall not be permitted. All matters shall require a two- thirds (2/3) affirmative vote to pass. Matters properly before and passed shall be binding on the organization.

**Section 4.03 Responsibilities of Partners.** Partners shall:

- a) Respect and honor the Church's stated Mission Statement, Statement of Core Values and Statement of Beliefs;
- b) Support and attend services and activities of RISING Church on a regular basis;
- c) Seek to exercise their spiritual gifts for the mutual benefit of all the Church body;
- d) Submit to the loving leadership and direction of the Board of Elders;
- e) Pledge to regularly contribute financially to God's work through RISING Church as God prospers them with a goal of giving abundantly;
- f) Serve with their time, spiritual gifts, and energies;
- g) Seek spiritual growth by participating in a Grove; and
- h) Pray regularly for RISING Church's ministry, leadership, and people.

**Section 4.04 Church Discipline.** It is the duty of the Church to exercise discipline of any member of the congregation who persists in sin and disobedience (Matthew 18:15-20; II Thessalonians. 3:6, 14). A member of the congregation who errs in doctrine and engages in immoral conduct that violates Scripture, as determined by the Board of Elders, shall be subject to Church discipline, including dismissal according to Matthew 18:15-18. However, reasonable efforts to resolve a dispute involving a Partner or regular attendee shall be carried out in the following manner:

1. Negotiation/Confrontation. "If another member of the Church sins against you, go and point out the fault when the two of you are alone. If the member listens to you, you have

regained that one." (Matthew 18:15 NRSV) Whenever a conflict arises between two or more individuals in the congregation, or when one member of the congregation believes that another has persistently engaged in sin or disobedience, they are encouraged to meet directly to discuss the issue(s).

2. Mediation/Intervention. "But if you are not listened to, take one or two others along with you, so that every word may be confirmed by the evidence of two or three witnesses." (Matthew 18:16) If direct negotiation or confrontation does not resolve the problem, the individuals involved are encouraged to agree on a third person who could help them resolve their dispute. In the case of a conflict, this might be a member of the congregation who is known as a natural "peacemaker."
3. Board of Elders Arbitration/Discipline. "If the member refuses to listen to them, tell it to the church;" (Matthew 18:17). If the mediation is also unsuccessful, or the member of the congregation accused of sin does not repent, the matter should be brought to the attention of the entire Board of Elders. The Board of Elders will listen to both parties, and will then meet privately to consider the case and issue a final decision.
4. Dismissal/Restoration of Partnership. "If the erring individual does not repent in response to the church in its collective call to repentance, then he or she shall be dismissed from the fellowship and, if applicable, Partnership of the church. The attitude of the Church toward any person excluded from its Partnership shall be one of love and prayerful compassion" (II Thessalonians 3:15). "Forgiveness and restoration shall be speedily granted to a disciplined Partner who shows true repentance and evidence of a godly life" (II Corinthians 2:7).

**Section 4.05 Removal of Persons.** Separate and apart from the process of Church discipline, but subject to the discretion and approval of the Board of Elders (or a duly constituted Committee of the Board, per Section 2.06 of these Bylaws), a Partner, non-partner regular attendee, or other individual may be notified that he or she is not to be present upon Church premises or attend the worship services of RISING Church for such a period of time as is deemed necessary for the safety and well-being of others on the Church premises. Such required absence may, but need not, be concurrent with Church discipline of that person.

**Section 4.06 Transfer of Partnership.** Transfer of partnership to another fellowship of Christians will be done upon request. Should the grounds for such request be determined by the Board of Elders to be based on unbiblical reasons, or requested because of unresolved difficulties, the Board of Elders will take effort to correct the situation to a mutual, peaceful solution so that the Partner will be leaving in good standing. In any event, an honest evaluation of the spiritual condition of the Partner shall be addressed to the new Church leaders.

**Section 4.07 Inactive Status or Removal.** Separate and apart from the process of Church discipline, but subject to the discretion and approval of the Board of Elders (or a duly constituted Committee of the Board), the names of any Partners who have not attended a worship service or small group meeting at RISING Church for a period of six months or longer may be removed from the partnership rolls. Partners who, in the opinion of the Board of Elders, are inactive due to geographical move, being regular attendees at another church, or any other reason or purpose shall, if deemed appropriate, be removed from partnership.

## **ARTICLE V. PASTORAL LEADERSHIP AND ORDINATION**

**Section 5.01 Appointment of the Senior Pastor.** The nomination of a new Senior Pastor shall be made by the Board of Elders and presented to the congregation at an Extraordinary Action Meeting. The appointment of the Senior Pastor shall be affirmed by a vote of the Partners of RISING Church. The Senior Pastor shall remain in office for an indefinite period of time. The Partners of Rising Church reserve the right to dismiss the Senior Pastor upon an affirmative vote of the Partners eligible to vote pursuant to an Extraordinary Action Meeting on the matter of dismissal. The Senior Pastor must give three months' written notice to the Board of Elders if he/she intends to resign. The notice period required for such resignation is subject to a lesser time if both the Senior Pastor and the Board of Elders provide otherwise by mutual agreement.

**Section 5.02 Duties of the Senior Pastor.** The Senior Pastor, who is an Elder according to Scripture and these Bylaws, shall be an ex officio member of all teams and committees and he shall be responsible to the Board of Elders. The Senior Pastor shall arrange for, and conduct, all public and regular services of the Church and shall be responsible for general oversight of the spiritual welfare of the Church. In the absence of the Senior Pastor, the Board of Elders (or a duly appointed Committee of the Board) shall be responsible to arrange for the public and regular services of the Church.

The Senior Pastor shall also, with the assistance of the Personnel Team, be responsible for specific oversight and selection of all Executive Staff and administrative staff occupying positions established by the Board of Elders, including writing job descriptions for such positions and hiring and removal, without recourse, of such staff except that the Senior Pastor shall not hire a candidate into an Executive Staff position prior to that candidate being affirmed by the Board of Elders. An Executive Staff member is any staff member representing a ministry of the Church through a supervisory capacity which may include the Senior Pastor, the Director of Children's Ministries, Youth Pastor, Worship Leader, and all other executive positions as determined by the Senior Pastor and Board of Elders. The purpose of the Executive Staff is to determine programming, give vision to the various ministries of the organization, and oversee the day-to-day operations. The Executive Staff is accountable to the Senior Pastor. All Executive Staff members are required to meet the character qualifications as outlined in 1 Timothy 3:1-7 and Titus 1:5-9.

**Section 5.03 Ordination.** If the Senior Pastor decides that someone possesses the Biblical, spiritual and educational qualifications for ordination as stated in 1 Timothy 3:1-7 and Titus 1:6-9, he/she shall call the Board of Elders of the Church to examine the candidate. Notice, as determined reasonable by the Board of Elders, of the candidate's proposed ordination shall be given to the Partners of the congregation so as to permit the Partners to express recommendations or reservations regarding the candidate. After the examination by the Board of Elders and upon the recommendation of the Senior Pastor and Board of Elders a public service shall be held at which time the candidate shall be ordained by the laying on of hands. Upon ordination, the newly ordained pastor shall have the full blessing of the Church to preach, lead as

a pastor, baptize, serve communion, perform weddings, lead worship and perform other ministerial duties as led by the Lord and the Church.

## **ARTICLE VI. FISCAL POLICIES**

**Section 6.01 Fiscal Year.** The fiscal year shall begin January 1st and end December 31st.

**Section 6.02 Checks.** Checks and electronic payments shall require written approval from two authorized signers for amounts exceeding \$5,000.00 or in the event multiple checks are paid to a certain payee exceeding \$5,000.00 in any given month. Authorized signers shall be appointed by the Board of Elders. Signing of blank checks is not permitted.

**Section 6.03 Accounting Records.** The Church books shall be kept in accordance with acceptable accounting principles as applied to non-profit religious organizations, except that it shall not be necessary to keep records of book value and depreciation for fixed assets. Such assets may be written off to expenses when purchased.

**Section 6.04 Mission Tithing.** RISING Church shall tithe a minimum of one-tenth (1/10) of the monies received from regular giving, not including special or designated giving, for missions supported by the Church.

**Section 6.05 Fund Allocations.** The Church shall maintain a General Fund to which all contributions will be credited unless designated otherwise. This fund will be used to meet all regular Church expenses. Other funds shall be established as required to meet needs decided by the Board of Elders. Funds shall not be established without such approval. Money shall be credited to these funds when so designated by the contributor or the Board of Elders. Such designations shall not obligate the Church to use the funds in the manner specified, but shall be regarded as suggestions which the Church will honor where possible. If it is necessary to re-allocate funds, the congregation and individual donors, if possible, will be informed of the proposed action and reasons for it.

**Section 6.06 Annual Budget.** The Stewardship Team shall establish and the Board of Elders shall approve an annual budget for the General Fund and such other funds as the Elders shall recommend. The Elders shall approve the annual budget no later than November 30<sup>th</sup> and shall make the budget available to the Partnership for review. The annual budget shall be presented to the Partnership at the Annual Meeting. The Elders shall inform the Partners when significant departures from the budget occur or are foreseen, and shall propose corrective action.

**Section 6.07 Borrowing Money.** In accordance with RISING Church's stated core values, the Church will carry out its ministry without borrowing money.

**Section 6.08 Examination by Partners.** Any Partner may examine the Church books, except for the contribution records of others, upon reasonable notice.

## **ARTICLE VII. INDEMNIFICATION**

**Section 7.01 Indemnification.** RISING Church shall indemnify any person who was a party to or is a party to or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action by or in the right of the Church) by reason of the fact that the person is or was a Pastor, officer, employee or agent of the Church, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the Church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

**Section 7.02 Expenses Subject to Indemnification.** To the extent that a Pastor, officer, employee or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit or proceeding, he or she may be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

**Section 7.03 Limitations to Indemnification.** Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the Church or to the extent prohibited by Sections 14-3-110 and 14-2-850 through 14-2-859 of the Official Code of Georgia Annotated, as currently in effect and as hereafter amended.

**Section 7.04 Timing of Indemnification.** Expenses of each person seeking indemnification under this Article, may be paid by the Church as they are incurred, in advance of the final disposition of the action, suit or proceeding as authorized by the Leadership Team in the specific case, on receipt of an undertaking by or on behalf of the Pastor, officer, employee or agent to repay the amount.

**Section 7.05 Insurance.** The Board of Elders shall obtain liability insurance coverage under this Article for any or all of RISING Church's Elders, Trustees, Advisors, Officers, employees or agents.

## **ARTICLE VIII. DISSOLUTION AND LIQUIDATION**

**Section 8.01 Dissolution.** The Board of Elders, upon approval by the vote of the Partners as defined in Section 2.08 of these Bylaws, may determine to cease corporate activities of RISING

Church and dissolve and liquidate the corporation. Upon dissolution of the corporation, the Board of Elders shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article VII of Articles of Incorporation of RISING Church, Inc. 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 Board of Elders shall determine.

**Section 8.02 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 VII of the Articles of Incorporation of RISING Church, Inc., 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.

## **ARTICLE IX. ADMINISTRATIVE PROVISIONS**

**Section 9.01 Dispute Resolution.** The Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see Matthew 18:15-20; 1 Corinthians 5:1-13; 1 Corinthians 6:1-8; Galatians 6:1; 1 Thessalonians 5:14; 2 Thessalonians 3:6, 10-15; Timothy 5:19-20; and Titus 3:10-11). Therefore, the Church strongly encourages that any claim or dispute by or against an Elder, Pastor, standing team member, Staff, employees, agents of the Church, volunteers, members of the congregation or their families, or vendors of RISING Church, be resolved by biblically based conciliation. If necessary, arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation (a complete text of the Rules is available at [www.peacemaker.net](http://www.peacemaker.net)), or any similar Christian-based dispute resolution program adopted by the Board of Elders. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church and shall in no way affect the authority of the Board of Elders to investigate reports of misconduct, conduct hearings, or administer discipline of Partners and regular attendees.

**Section 9.02 Contracts.** Unless authorized in a particular instance by the Board of Elders by resolution, no Officer, employee, or agent shall have any authority to bind the corporation by any contract or to render it financially liable for any amount in excess of \$5,000.00. If so authorized or if less than \$5,000.00, any of the foregoing Officers singly may execute contracts or deliver instruments on behalf of the corporation or render it financially liable provided that the liability has been contemplated and included in the Church's approved budget.

**Section 9.03 Amendment.** These Bylaws may be amended at the Annual Meeting or any duly called Extraordinary Action meeting and approved by a two-thirds vote of the Partners present.

**Section 9.04 Gender and Number.** Whenever the context of any of the provisions within these Bylaws requires, the masculine gender includes the feminine and neuter, and the singular number includes the plural and vice versa.

**Section 9.05 No Private Inurement.** No part of the net earnings of the Church shall inure to the benefit of or be distributed to its Partners, directors, officers, trustees or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payment and distributions in furtherance of the proposes set forth in these bylaws.

**Section 9.06 Political Activities.** No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE X. DEFINITION OF TERMS**

The following are definitions of terms, listed in alphabetical order, that are used in this document.

**Section 10.01 Articles of Incorporation.** The August 28, 2012 Articles of Incorporation filed with the Georgia Secretary of State and any amendments filed thereof, incorporating RISING Church, Inc.

**Section 10.02 Board of Elders / Elder Board / Board.** The governing body of RISING Church, Inc.

**Section 10.03 By-Laws.** Rules and procedures which augment and enable RISING Church's Mission to be put into practice.

**Section 10.04 Church.** RISING Church, Inc.

**Section 10.05 Congregation.** Partners plus regular attendees who have not executed a Partnership Covenant and are not Partners of RISING Church.

**Section 10.06 Dissolution.** Dissolution means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity.

**Section 10.07 Elder.** A RISING Church Partner serving on the Board of Elders in accordance with the qualifications and provisions set forth under Article 2 of the Rising Church Bylaws.

**Section 10.08 Elder Board Spokesperson.** The Elder who is appointed by the Board to represent the Board of Elders and RISING Church before: partnership or congregational meetings, public meetings, the media or any government entity.



**Section 10.09 Executive Staff.** Staff members representing a ministry of the Church through a supervisory capacity which may include the Senior Pastor, the Director of Children’s Ministries, Youth Pastor, Worship Leader, and all other executive positions as determined by the Senior Pastor and Board of Elders.

**Section 10.10 Ex-officio.** A non-voting member of a board or committee.

**Section 10.11 Extraordinary Action Matter.** Any matter requiring the approval vote of Partners as defined in Section 2.08 of these Bylaws.

**Section 10.12 Fiscal Year.** The twelve month period, beginning January 1 and ending December 31, upon which the Church’s financial budget is based.

**Section 10.13 Partner.** An active member of RISING Church who has executed a Partnership Covenant and who is entitled certain voting privileges as defined in Article Four of these Bylaws. Partner is interchangeable with Member.

**Section 10.14 member(s) of the congregation.** References to “member” or “members” (lowercase “m”) of the congregation shall collectively mean Partners and regular attendees of RISING Church.

**Section 10.15 Partnership Covenant.** That agreement provided for new potential Partners defining the basic responsibilities of a RISING Church Partner.

**Section 10.16 Mission / Mission Statement.** The statement of the purpose for the establishment of RISING Church.

**Section 10.17 Mission Advisory Team.** The team of seven to nine RISING Church Partners, appointed according to guidelines established by the Board of Elders, who serve to set guidelines and make recommendations to the Board of Elders regarding RISING Church’s tithed mission funding and allocations.

**Section 10.18 Ordained Staff.** RISING Church Staff who have been ordained as prescribed under Section 5.03 who shall be authorized by the Church to preach, baptize, serve communion, perform weddings, lead worship and perform other ministerial duties as led by the Lord and the Church.

**Section 10.19 Ordination.** The process whereby a person is examined, approved, and installed in a ministry of the Church.

**Section 10.20 Personnel Manual.** A manual written and maintained by the Personnel Team governing the personnel policies and procedures of RISING Church.

**Section 10.21 Personnel Team.** The Team of seven to nine RISING Church Partners, appointed according to guidelines established by the Board of Elders and approved by the Partners, who serve to oversee the personnel matters of RISING Church.

**Section 10.22 Proxy.** Having someone else represent you in your absence.

**Section 10.23 Quorum.** The minimum number of Partners of the Church needed in attendance at a business meeting before the meeting can proceed.

**Section 10.24 Regular Attendee.** An individual who attends RISING Church worship services or other RISING Church activities on a regular basis, but has not executed a Partnership Covenant and does not have Partner voting privileges.

**Section 10.25 Robert's Rules of Order.** A manual of parliamentary procedure which shall be implemented in the meetings of the Board of Elders.

**Section 10.26 Scripture.** The Old and New Testament books of the Bible.

**Section 10.27 Statement of Beliefs.** The statement of the key beliefs of RISING Church.

**Section 10.28 Statement of Core Values.** Principles that define what is fundamentally important to RISING Church and what guides RISING Church's conduct both internally and externally.

**Section 10.29 Stewardship Team.** The Team of seven to nine RISING Church Partners, appointed according to guidelines established by the Board of Elders and approved by the Partners, who serve to oversee the finances of RISING Church.

**Section 10.30 Teams.** Groups of RISING Church Partners, appointed by the Board of Elders, who serve on various groups or committees to oversee and/or manage certain operational functions of RISING Church.

This 15<sup>th</sup> day of May, 2022.

Andy Brophy, Elder

Sara Clement, Elder

Sally Corbett, Elder

Pat DeRogatis, Elder

Art Kleve, Elder

Tucker Martin, Elder

Barb Noa, Elder

Sherry Parets, Elder

Todd Randolph, Elder

Todd Wright, Elder

Aaron Young, Elder