

**Constitution and By-Laws  
for the  
Cooperative Baptist Fellowship of Georgia  
(January 2016)**

**PREAMBLE**

As free and faithful Baptists who are followers of Jesus Christ, we accept Christ's command to take God's message of love and forgiveness to people everywhere. The following statements, approved as part of the Discernment Task Force Report adopted in June 2014, articulate our identity, mission and vision:

**CBFGA Mission Statement:** Equipping the free and faithful fellowship of Baptist Churches and individuals in Georgia to live out the Great Commission of Jesus Christ as they discover and follow Christ in God-inspired missions.

In situations that call for a concise, yet detailed statement of CBFGA's calling, we offer the following:

**Our Identity:** We are a fellowship of free and faithful Baptist Churches and individuals in Georgia.

**Our Vision:** Christians and churches will live out the Great Commission of Jesus Christ.

**Our Mission:** To serve and equip churches in Georgia as they discover and follow Christ in God-inspired missions.

We affirm the priesthood of every believer, recognizing that each has direct access to God through Jesus Christ, and is able to know and do the will of God. We recognize that each believer, without the aid of any creed, has the privilege and responsibility of understanding and applying the teachings of Scripture as led by the Spirit.

We believe in the local church, recognizing it as a voluntary association of baptized believers, and we respect the autonomy of every local congregation. We stand for religious liberty and hold firm to the principle of the separation of church and state. As a freedom-loving people, we believe in equality among believers, all of whom are free to exercise the gifts of the Spirit. Our belief in free speech, a free press, and freedom of the soul is unwavering. These freedoms and distinctions are essential to our identity as a people of God.

We are cooperative by choice, recognizing the blessings of shared mission and ministry. It is our desire that this fellowship be inclusive, for our Baptist heritage has taught us that there is strength in diversity. Realizing that we are only one part of God's family, it is our desire to cooperate with one another and with others as we seek to minister in God's name.

Our desire is to be faithful to the Christ who has called us and whose love empowers us. Understanding and doing God's will is our constant objective.

# **CONSTITUTION**

## **ARTICLE I. NAME**

The name of this organization is “Cooperative Baptist Fellowship of Georgia, Inc.”

## **ARTICLE II. PURPOSE**

The purpose of the Cooperative Baptist Fellowship of Georgia, Inc. (Hereinafter referred to as CBFGA) is to enable the people of God who are committed to historic Baptist principles to carry out the Great Commission under the Lordship of Jesus Christ in a fellowship where every Christian has the freedom and the responsibility to exercise God's gifts and calling.

## **ARTICLE III. MEMBERSHIP**

The membership of CBFGA shall consist of those individuals and churches as set forth in the By-Laws.

## **ARTICLE IV. MEETINGS**

CBFGA shall hold at least two meetings annually as set forth in the By-Laws. Special meetings may be called by the Coordinating Council as set forth in the By-Laws.

## **ARTICLE V. REPRESENTATION**

In the election of officers and in all nominations and appointments to the Coordinating Council, committees, and ministry groups, a balance shall be sought from the full diversity of the individuals and churches that compose CBFGA, of, but not limited to, clergy and laity, men and women, as well as racial/ethnic, geographical and age diversity.

## **ARTICLE VI. COORDINATING COUNCIL**

### **Section 1. Election**

The Coordinating Council shall be elected as set forth in the By-Laws.

### **Section 2. Authority**

The Coordinating Council shall have the authority to conduct the business of CBFGA between meetings of the State General Assembly, and such other authority as shall be set forth in the By-Laws except to alter the actions of the State General Assembly.

## **ARTICLE VII. OFFICERS**

### **Section 3. Officers**

The officers of CBFGA shall be the Moderator, Moderator-Elect, Clerk, immediate past Moderator and Treasurer. For the purpose of corporation law, the Moderator shall be the President, the Moderator-Elect shall be the Vice-President, the Clerk shall be the Secretary, and

the Treasurer shall be the Treasurer.

#### **Section 4. Duties**

(1) The Moderator shall preside at the State General Assembly, serve as Chairperson of the Coordinating Council, and serve as an ex-officio member of such ministry groups or committees as may be established by the State General Assembly or Coordinating Council.

(2) The Moderator-Elect shall serve in the absence of the Moderator and may serve as an ex-officio member of such ministry groups or committees as may be established by the State General Assembly or Coordinating Council.

(3) The Clerk shall maintain accurate minutes of all meetings of the State General Assembly and the meetings of the Coordinating Council.

(4) The Treasurer shall receive and disburse all funds of CBFGA, maintain accurate records of such funds, and report to the State General Assembly and the Coordinating Council.

(5) The elected officers of CBFGA shall appoint all committees for which provision is not otherwise made.

#### **Section 5. Election**

The officers shall be elected at the State General Assembly. The Nominating Committee shall present nominations for the officers, and if additional nominations are made from the floor, the nominees must have prior consent to nomination. The Moderator-Elect shall succeed the following year to the office of Moderator.

#### **Section 6. Limitation of Service**

The Moderator shall serve a one-year term, and may not serve the succeeding term except that if the Moderator-Elect serves a part of an uncompleted term of the Moderator, the Moderator-Elect may serve the succeeding full term.

#### **Section 7. Removal of Officers**

Any officer may be removed for cause at the State General Assembly or at a special meeting of CBFGA called by the Coordinating Council for such purpose. A two-thirds vote will be required to remove an officer.

### **ARTICLE VIII. AMENDMENTS**

This Constitution may be amended at any State General Assembly of CBFGA by a two-thirds majority of members present and voting, provided that the proposed amendment shall have been submitted in writing to the Coordinating Council thirty (30) days prior to the Coordinating Council meeting next preceding the State General Assembly, and made available to those attending the State General Assembly at least one business meeting prior to voting on the amendment.

## **ARTICLE IX. REVIEW**

The Constitution and By-Laws shall be reviewed every five (5) years by the Coordinating Council for the purpose of reconciling the Constitution and By-Laws to changes in and growth of Cooperative Baptist Fellowship of Georgia.

# **BY-LAWS**

## **ARTICLE I. DEFINITIONS**

As used herein, CBFGA shall mean the Cooperative Baptist Fellowship of Georgia, and the Council shall mean the Coordinating Council.

## **ARTICLE II. MEMBERSHIP**

The membership of CBFGA shall consist of those individuals, and churches, who subscribe to the Purpose Statement as found in Constitution Article II and who financially support and participate in the work of CBFGA. All members shall be entitled to vote at the State General Assembly, and additional meetings of CBFGA.

## **ARTICLE III. EXECUTIVE COORDINATOR**

### **Section 1. Duties**

As chief staff member of CBFGA, the Executive Coordinator will provide leadership in all areas of the life and work of the organization and carryout the mission of CBFGA. The duties of the Executive Coordinator include, but are not limited to, the following:

1. Provide support and encouragement to pastors, church staff, and laity and serve as a resource to nurture healthy congregational life throughout CBFGA.
2. Communicate the vision and work of CBFGA through meetings, consultations, personal contacts and correspondence, and public speaking forums; coordinate with staff and volunteers to design and publish promotional materials.
3. Work with the Finance Committee, CBFGA leadership, and EMB in on-going development and fund-raising for the organization.
4. Prepare regular written and oral reports on the work and progress of CBFGA to the Council, State General Assembly, CBFGA membership, and others as appropriate.
5. Provide staff services for planning and coordinating meetings and special events as required.
6. Assist churches during the process of transition in seeking pastors and staff.
7. Give input to the strategic planning process for CBFGA.
8. Coordinate with staff and Missions Committee as they develop a missions focus for CBFGA.
9. Serve as liaison between CBFGA, National CBF, and other partners.
10. Supervise all CBFGA Staff in accordance with the provisions of the CBFGA Employment Guidebook.
11. Select, hire and replace as necessary CBFGA Support Staff in consultation with the Executive/Personnel Committee.
12. Oversee and maintain the CBFGA facility and equipment.
13. Supervise the collection and submission to Mercer University Special Collections Department of the Tarver Library of legal, archival, and membership records.

### **Section 2. Nomination and Election**

When the office of the Executive Coordinator becomes vacant or the Executive Coordinator submits a resignation or notice of voluntary retirement, the Council will create a Search

Committee consisting of the Moderator, Moderator-Elect, Past-Moderator and four at-large members. The Nominating Committee will solicit nominations for Search Committee from Council and CBFGA at-large. The four names will be presented to Council. Additional nominations can come from Council, with approval for nominating obtained before presentation. These persons must be members of CBFGA; they may or may not be members of the Council. Once the Search Committee is formed, Council will elect a Chair, and the Search Committee will elect its Secretary. The Search Committee will seek input from Finance Committee regarding compensation.

The Search Committee will actively solicit suggestions about candidates from CBFGA and from others across CBF National, as well as accept resumes. The Committee will set deadlines for accepting candidate suggestions and resumes. The Search Committee will proceed with minimum delay to nominate to Council a candidate whose character and qualifications fit that person for the office of Executive Coordinator of CBFGA. After making their nomination to Council, they will provide Council with full information about the nominee. They will arrange for Council to meet informally with the nominee for a conversation about the nominee and the work of the Executive Coordinator position and CBFGA. They will provide the Council with such other information as members of the Council may request. The Council will elect the Executive Coordinator by 2/3 majority vote. The Executive/Personnel Committee in consultation with the newly elected Executive Coordinator will determine the effective date for assumption of duty.

### **Section 3. Removal from Office**

Officers or other members of the Council may recommend to the Council that the Executive Coordinator be removed from office. The recommendation will be communicated to all members of the Council and to the Executive Coordinator, but not to the wider public. If the Executive Coordinator desires a listening session with the Council, the Council will arrange that. The Council will discuss the recommendation with other members of the staff. The Council may remove the Executive Coordinator from office by a 2/3 majority vote.

## **ARTICLE IV. CBFGA STAFF**

### **Section 1. Composition**

The staff is comprised of ministerial staff holding the positions of Associate Coordinators and non-ministerial staff holding the positions of Administrative Assistants. The size and composition of the staff is determined by consultation between the Executive Coordinator and the Executive/Personnel Committee with the final approval of the Coordinating Council. All staff employees operate under the general guidelines of the CBFGA Employment Guidebook.

### **Section 2. Selection**

Associate Coordinators are nominated using a Search Committee designated by the Coordinating Council and the recommendations of the Executive Coordinator and the Executive/Personnel Committee. Associate Coordinators are then approved by vote of the Council. Administrative Assistants are selected by the Executive Coordinator in consultation with the Executive/Personnel Committee.

### **Section 3. Duties**

The staff works under the supervision of the Executive Coordinator and under the Executive Coordinator's leadership to implement the programs, events, and initiatives as directed by the Coordinating Council. Individual staff can be assigned to work alongside appropriate committees of the Coordinating Council with the approval of the Executive Coordinator.

## **ARTICLE V . COORDINATING COUNCIL**

### **Section 1. Election**

Members of the Council shall be nominated by the Nominating Committee. The slate shall be presented to the Council at least one month prior to the State General Assembly. The persons nominated shall be elected by a majority vote of the State General Assembly.

### **Section 2. Membership**

(1) The Council shall consist of the Moderator, Moderator-Elect, Clerk, Treasurer, immediate past Moderator, and not less than twenty-one nor more than twenty-eight members elected by the State General Assembly. The Executive Coordinator and the Endowment Management Board Chairperson shall serve as ex-officio members of the Council.

(2) The Council shall also include in its membership at least one, and not more than two persons, elected from among: 1) the student bodies at the seminaries which are supported by CBFGA; and/or 2) college students in attendance at a Georgia college or university who are members of a CBFGA church. They shall be known as the Student Member(s), and will enjoy the same privileges and responsibilities as all other members of the Council.

### **Section 3. Length of Service**

(1) Members will serve for three-year terms, with approximately one-third of the terms expiring at each State General Assembly.

(2) No member shall serve consecutive full three-year terms.

(3) A Student Member term shall be a two-year term.

(4) No person shall serve consecutive full two-year Student Member terms.

### **Section 4. Responsibilities**

The Council shall have the following responsibilities and authority:

(1) Conduct the business of CBFGA between sessions of the State General Assembly.

(2) Appoint persons to serve the unexpired term of members who leave the Council between the sessions of the State General Assembly.

(3) Call, employ, and/or replace the Executive Coordinator. (See By-Laws Article III)

- (4) Employ other personnel as necessary consistent with the provisions of By-Laws Article IV.
- (5) Review and make recommendations to the budget presented by Finance Committee, approve financial policies, and oversee the finances of CBFGA. The Council shall recommend a budget to the State General Assembly each year for adoption.
- (6) Approve policies for the operation of the staff as recommended by the Executive/Personnel Committee.
- (7) Ensure that a successful State General Assembly occurs.
- (8) Report its decisions to and be accountable to CBFGA at the State General Assembly.
- (9) Work with the Executive Coordinator in matters for sufficient insurance, legal contracts, other real estate matters, etc.
- (10) Implement all directives of CBFGA as adopted and authorized by action of the State General Assembly.
- (11) Approve an organizational manual consistent with this Constitution and By-Laws. The manual may be changed at any regular Council Meeting provided that Council members are given 30 days notice.
- (12) Organize itself in the way that most effectively supports the Purpose Statement of CBFGA. This includes the freedom to create, alter or abolish non-standing committees or groups, but not to abolish standing committees as established later in this article. The Council may determine the purpose, duties, size, composition, name and method of selection of members of any committees or groups that it creates. The organizational structure approved by the Council has authority to function and is subject to review by the State General Assembly.

#### **Section 5. Officers**

- (1) The elected officers of CBFGA shall be the Officers of the Council.
- (2) The Moderator shall preside over all meetings of the Council and all meetings of the Executive/Personnel Committee.
- (3) The Moderator-Elect shall carry out the duties of the Moderator in the absence of the Moderator.
- (4) The Clerk shall maintain accurate minutes and other records of the Council.
- (5) The Treasurer shall maintain accurate records of all financial funds and report to the Council.
- (6) The officers shall have the authority to appoint ad-hoc committees.



## **Section 6. Committees**

### **1. General Provisions**

- (1) There shall be six standing committees of the Council which shall operate as outlined in the following six paragraphs.
- (2) Non-standing committees, including ad hoc and special committees, may be created, altered and abolished by the Council.
- (3) All committee chairs and committee members will be appointed by the Executive Committee unless otherwise provided. However, all Council members are expected to serve on either the Missions Committee or the Congregational Life Committee.
- (4) Members of committees shall serve one year terms, but no member shall serve more than three consecutive terms, unless otherwise provided.
- (5) The term of office for all committees shall begin at the close of the State General Assembly, unless otherwise provided.

### **2. Executive/Personnel Committee**

- (1) The Executive/Personnel Committee is composed of the officers of CBFGA and the chair of the Finance Committee.
- (2) The Executive/Personnel Committee shall have authority to conduct the business of CBFGA and the Council between sessions of the Council.
- (3) All decisions of the Executive/Personnel Committee shall be reported to and be subject to the review of the Council.
- (4) Duties include matters of compensation; serving as a sounding board for Executive Coordinator and Staff; staff relationships; supervising/evaluating the Executive Coordinator and the Executive Coordinator supervising/evaluating staff; other terms/conditions of employment.

### **3. Nominating Committee**

- (1) The Nominating Committee shall be composed of not less than three and no more than five members of the Council who are in their final year of a full term. The Moderator shall appoint this committee and name a chair from among this group, which then is presented to Council for approval at the August Council meeting.
- (2) The Nominating Committee shall present nominations for officers, Council members, and Student member(s) to the Council for a vote of approval at the January Council meeting. Additional nominations may be made from the floor with the prior consent of the nominee. The office of Moderator shall alternate between male and female. The Council and all committees

shall reflect the diversity of CBFGA. The term of office shall begin at the close of the State General Assembly.

#### **4. Finance Committee**

(1) The Finance Committee shall include Chairperson of Mission Committee, Chairperson of Congregational Life Committee, Moderator, Moderator-Elect, three at-large members from the Council serving staggered three-year terms and two at-large members not from the Council serving staggered two-year terms. All at-large members will be selected by Nominating Committee; the Chairperson will be one of the at-large members from the Council and will be named by the Nominating Committee. The Treasurer and Endowment Management Board Chairperson shall serve as non-voting, ex-officio members.

(2) The Committee will

- a. Recommend a budget to the Council.
- b. Recommend strategies regularly of how to increase churches' contributions to CBFGA and seek to cultivate individual donors.
- c. Monitor contributions and expenditures to meet ministry and mission objectives during the budget year and recommend amendments to the Council when necessary.
- d. Recommend to Council the fiscal year.
- e. Designate those with authority to draw checks on CBFGA funds.
- f. Fix the amount of a bond to cover all persons who receive or disburse CBFGA funds.
- g. Obtain an independent audit of all CBFGA finances after the close of the fiscal year and make such audit public.

#### **5. Missions Committee**

(1) The Missions Committee shall consist of those Council members who choose, or are asked, to serve on the Missions Committee.

(2) The Missions Committee will oversee, evaluate, and cultivate missions efforts connected to Georgia. This committee will research and present innovative practices to meet needs through Christ-shaped service in a Georgia context. This committee will:

- a. Enlist churches and individuals to carry out missions initiatives such as: poverty ministries, “day of challenge” projects (simultaneous mission options), and regional idea sharing.
- b. Equip CBFGA to engage in missions such as: disaster relief; local partnerships, new church starts, missions education, mission trips, rural poverty initiative, and regional ministry collaborations.
- c. Recommend to the Council annually regarding State Mission Offering allocations.
- d. Maintain fruitful communication with other CBFGA committees, as their endeavors weave together.

#### **6. Congregational Life Committee**

(1) The Congregational Life Committee shall consist of those Council members who choose, or are asked, to serve on the Congregational Life Committee.

- (2) The Congregational Life Committee will support and encourage the faithful work of congregations of Georgia. The committee will
- a. Research and present innovative practices that contribute to the vitality of ministries and churches in a Georgia context.
  - b. Enlist churches and individuals to carry out initiatives such as: regional ministry collaborations, deacon ministries, peer learning groups, and sharing best practices in ministry. This committee will support ministry across generations such as: youth, senior adults, Senior Celebration, ReCharge, March Mission Madness, Youth Choir Festival, Now Serving Atlanta, Cooperative Student Fellowship, chaplaincy and pastoral counseling, and new ministries.
  - c. Seek ways to equip CBFGA including curriculum and educational conferences, student scholarships, and inter-faith dialogues.
  - d. Recommend to the Council annually regarding State Mission Offering allocations.
  - e. Maintain fruitful communication with other CBFGA committees, as their endeavors weave together.

## **7. The General Assembly Committee**

- (1) The General Assembly Committee will consist of Moderator-Elect, members and staff of the host church, and representatives from the previous host church.
- (2) This committee will plan the upcoming State General Assembly; keep Council apprised of their progress; and select sites for future State General Assemblies to be recommended to the Council for approval.

## **ARTICLE VI. ENDOWMENT MANAGEMENT BOARD**

### **Section 1. Formation**

The Endowment Management Board (hereinafter “EMB”) was approved by a vote of the CBFGA General Assembly on November 3, 2013 to amend its By-Laws to create the EMB.

### **Section 2. Duties**

Subject to the Articles of Incorporation, the EMB shall have the following responsibilities and authority:

- (a) To be accountable to CBFGA through the Council ;
- (b) To establish the Endowment Fund of CBFGA and develop bylaws and endowment-related administrative policies as needed, which said bylaws and policies shall be subject to the approval of the CC;
- (c) To accept or reject contributions, gifts, grants, devices, bequests or other transfers to the Endowment Fund of CBFGA;
- (d) To choose an effective investment firm or other such organization and execute a funds management agreement with said firm;
- (e) To monitor the investment performance of the firm and to change investment firms whenever circumstances require such action;
- (f) To establish such accounts within the Endowment Fund of CBFGA as the EMB deems necessary for the purpose of supporting the work and ministry of CBFGA;
- (g) To report to the Council at least annually the activities of the EMB;

- (h) To report to the membership at the annual General Assembly the activities of the EMB; and
- (i) To promote the Endowment Fund of CBFGA.

### **Section 3. Members**

The EMB shall be comprised of the Moderator and Executive Coordinator of CBFGA, Finance Committee Chairperson and at least five (5) and not more than twelve (12) at-large members elected by a majority vote at the annual session of the General Assembly. It is desirable, to the extent feasible, that the EMB include persons with special knowledge and experience in the fields of business management, accounting, law, estate planning, ministry, and investments. The Moderator, Executive Coordinator of CBFGA, and Finance Committee Chair shall be non-voting members of the EMB.

### **Section 4. Operating Guidelines**

The Council and the EMB adapted Operating Guidelines on November 3, 2013. The guidelines were revised and approved at the May 20, 2014 Council meeting. The Operating Guidelines detail the internal workings of the EMB and the methodologies used by the EMB for carrying out the duties listed in Section 2. The Operating Guidelines may be amended by an affirmative vote of both the EMB and Council at respective meetings duly noticed and duly held to consider such a proposed amendment; but in no event shall any amendment be made which would cause CBFGA to lose its status as an organization described in § 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VII. MEETINGS**

### **Section 1. Gatherings**

(1) CBFGA shall hold at least two meetings annually: one specified as the State General Assembly and one in conjunction with the national Cooperative Baptist Fellowship annual General Assembly.

(2) The Coordinating Council has sole authority to call a special meeting of CBFGA. Such called meeting requires thirty (30) days advance notice given of time, place and purpose.

(3) Neighborhood gatherings according to regions are encouraged to equip churches and individuals for ministry and missions.

### **Section 2. Council**

(1) The Council shall meet in January, August, and November at such time and place as it shall determine, and shall hold one meeting in conjunction with the State General Assembly.

(2) Members must be in attendance to vote on matters presented at meetings of the Council.

(3) Notice of the meetings of the Council shall be given at least fifteen (15) days prior to the date of the meeting.

(4) Meetings of the Council shall be called by the Moderator or by the Moderator-Elect in the absence of the Moderator, or by the Executive/Personnel Committee.

(5) Council reserves the right to remove Council members who miss three consecutive meetings,

and Nominating Committee recommends replacement; this motion is to be made by the Clerk based upon attendance records and the Moderator is to communicate the action to the truant Council member.

### **Section 3. Executive/Personnel Committee**

(1) The Executive/Personnel Committee shall meet as often as the Committee members deem necessary, provided that notice of said meeting is given at least five (5) business days prior to the date of the meeting.

(2) Meetings of the Executive/Personnel Committee shall be called by the Moderator or the Moderator-Elect in the absence of the Moderator, or by a majority of the members of the Executive/Personnel Committee.

### **Section 4. Open Meetings**

All meetings of CBFGA, the Council, all committees, with the exception of the Nominating Committee and Executive/Personnel Committee, shall be open to any member of CBFGA. Meetings of the Nominating Committee and Executive/Personnel Committee, meetings pertaining to litigation and contracts, and meetings requested to be closed by an employee when personnel matters are involved shall be open only to those admitted by the Council, committee, or group which is meeting.

## **ARTICLE VIII. QUORUM**

(1) Twenty-five percent of the individuals registered at a meeting of the State General Assembly shall constitute a quorum.

(2) Sixty percent of the Council shall constitute a quorum.

(3) A majority of a committee shall constitute a quorum.

## **ARTICLE IX. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order: Newly Revised shall serve to govern any meetings except where not consistent with these by-laws, the Constitution of CBFGA and any special rules of order the CBFGA may adopt.

## **ARTICLE X. CONFLICT OF INTEREST**

No employee of CBFGA shall serve as a voting member of the Council or any committee. Any council or committee member with a conflict of interest relating to any matter which is being considered by the Council or committee shall disclose that prior to a vote being taken and shall not vote on such matter. A conflict of interest exists when a member has any personal or

financial interest which may interfere with the member's ability to vote on a matter solely on the basis of the best interests of CBFGA.

## **ARTICLE XI . INDEMNIFICATION**

The Council will be indemnified as appropriate and necessary in accordance with pertinent law. Details can be found in Appendix 1. For purposes of this Article, Council members shall be directors and the Council shall be the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

These By-Laws may be amended at any State General Assembly of Cooperative Baptist Fellowship of Georgia by a two-thirds majority of members present and voting, provided that the proposed amendment shall have been submitted in writing to the Coordinating Council thirty (30) days prior to the Council meeting next preceding the State General Assembly, and made available to those attending the State General Assembly at least one business meeting prior to voting on the amendment.

## **ARTICLE XIII. RELATIONSHIP WITH COOPERATIVE BAPTIST FELLOWSHIP, INC.**

CBFGA is affiliated with the national Cooperative Baptist Fellowship, Inc.

## **ARTICLE XIV. REVIEW**

The Constitution and By-Laws shall be reviewed every five (5) years by the Coordinating Council for the purpose of reconciling the Constitution and By-Laws to changes in and growth of Cooperative Baptist Fellowship of Georgia.

### **APPENDIX 1**

#### **Section 1. Indemnification**

The Corporation shall indemnify its officers and directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Code of Georgia; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions.

#### **Section 2. Insurance**

The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain under Code of Georgia, Section 14-2-857 against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provision, or arising out of such persons' status as described in said statutory provision, or arising out of such persons' status as described in said statutory provision, whether or not the Corporation would have the power to indemnify such persons against such liability under the laws of the State of Georgia.

**Section 3. Reimbursement**

The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding provided for hereunder in advance of a final disposition of the proceeding if the director submits to the Secretary-Treasurer of the Corporation a written request which complies with the requirements set forth in Georgia Code Section 14-3-853. The Secretary-Treasurer of the Corporation shall promptly upon receipt of such a request for indemnification, advise the Board of Directors in writing that such director has requested indemnification, and the determination of such director's entitlement to indemnification shall be made by the Board of Directors within a reasonable time after the receipt of such written request.

**Section 4. Continuing Benefit**

The indemnification and advancement of expenses provided by or granted pursuant to Title 14, Chapter 3, Article 8, Part 5 of the Code of Georgia shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.