

Saint Mark United Methodist Church of Atlanta, Inc.
Bylaws
Adopted – September 19, 2021

I. **Governance.**

The corporation shall be governed in accordance with *The Book of Discipline of the United Methodist Church* (hereinafter referred to as the "*Discipline*"), as revised from time to time, and under the auspices of the North Georgia Conference of The United Methodist Church, and in the event that any provision of these Bylaws conflicts with a provision of the *Discipline*, then the *Discipline* shall control. These Bylaws shall be interpreted so as to be consistent with the *Discipline*.

II. **Directors.**

The Directors of the corporation shall be those persons who are elected to the Church Council at the annual charge conference or church conference and in accordance with the *Discipline*.

The Church Council shall meet at such times and on such dates each year as shall be determined by its members, but in no event shall the Church Council meet less often than is required by the *Discipline*, and upon such notice, either oral or written, as the members shall from time to time deem adequate or necessary.

In addition to those powers, rights, privileges, duties, and responsibilities given to directors in the Georgia Nonprofit Corporation Code, the Church Council shall have those powers, rights, duties, responsibilities and privileges specified in the *Discipline* for church councils or administrative councils.

III. **Board of Trustees.**

There shall be a Board of Trustees, consisting of not fewer than three nor more than fifteen persons, at least one-third of who shall be laywomen and one-third of whom shall be laymen, and all of whom shall be of legal age and at least two-thirds of whom shall be members of The United Methodist Church.

The members of the Board of Trustees shall be elected in accordance with the *Discipline*, at the annual charge conference or church conference, to take office on January 1, next, following such charge conference or church conference.

The Board of Trustees shall have the duties and responsibilities enumerated in the *Discipline*. In addition, the Board of Trustees may, from time to time, establish

such rules and regulations as the members thereof deem necessary to carry out their duties, provided however, that such rules and regulations shall not be inconsistent with or conflict with the *Discipline*.

The Board of Trustees shall meet from time to time, according to a schedule set at a meeting of the members thereof or as called by the Chairperson of the Board of Trustees, and upon such notice, either oral or written, as the Trustees shall from time to time deem adequate.

IV. **Title To Property.**

Effective with the date of incorporation, title to all property, including all real property and all trust funds, held prior to that date by the Board of Trustees of Saint Mark United Methodist Church, shall be held by the corporation in the following manner: The Board of Trustees of Saint Mark United Methodist Church of Atlanta, Inc.

V. **Officers.**

The Officers of the corporation, who shall also be officers of the Church Council, shall be defined by and elected by an annual Church Conference conducted in accordance with the *Discipline*, and their names and titles shall be published annually in the Officiary of Saint Mark United Methodist Church of Atlanta, Georgia.

Nominations for the Church Council may be made from the floor during the Church Conference. All positions shall be selected by a simple majority vote of the Church members present and voting. No proxy votes are permitted.

Said Church Conference shall be held on Saint Mark property, as an in-person event, absent highly unusual circumstances which require an electronic or on-line meeting. Such Church Conference shall not be part of a larger District wide Charge Conference, or any other Charge Conference which is held in conjunction with any other churches or charges.

The Church Council may fill any vacancies that occur during the year.

The Officers of the corporation shall have the powers, duties, rights, privileges, and responsibilities given to officers of a local church under the *Discipline*, and such other duties, rights, privileges and responsibilities as necessary for the effective governance of Saint Mark United Methodist Church of Atlanta, Georgia, provided however, that such other duties, rights, privileges and responsibilities shall not be inconsistent with or conflict with the *Discipline*.

The Chairperson of the Church Council shall serve as the Chief Elected Officer or CEO of the corporation. The Treasurer of Saint Mark United Methodist Church of Atlanta, Georgia, shall serve as the Chief Financial Officer or CFO of the corporation. The Secretary of the Church Council shall serve as the Secretary of the Corporation.

VI. Liability and Indemnification.

The Board of Trustees, the members of the Church Council, the Officers of the corporation, the employees of the corporation, and the employees and clergy persons of Saint Mark United Methodist Church shall have immunity from liability to the full extent allowed by law.