

1
2
3
4
5
6
7
8
9

CONSTITUTION OF THE MIDWAY COMMUNITY RESOURCE CENTER

10
11

Article I – Name

12
13
14
15
16
17
18
19
20

The name of this organization shall be the Midway Community Resource Center. The ministry of the Center may be conducted as Midway Community Resource Center, Midway Community Center, The Community Resource Center, The Midway Center, or MCRC.

21
22

Article II – Purpose

23
24
25
26
27
28
29
30
31

Midway Community Resource Center exists to provide or facilitate the delivery of essential social intervention, family services, humanitarian aid, disaster relief, lifestyle transformation programs, and other personal development assistance and education to residents in need of these services. The Center aims to recruit, train, equip, motivate and mobilize its volunteers “to demonstrate God’s love to our community” of Douglasville, Georgia, in practical ways. The Center also cooperates and collaborates with the Douglas County School System, Law Enforcement, the Judicial System of Douglasville and Douglas County, and other qualified entities and agencies to provide or facilitate volunteer opportunities for individuals who need to complete community service requirements.

32
33
34

Article III – Relationships

35
36
37
38
39
40
41
42

The Midway Community Resource Center (un-incorporated) is the Community Services ministry of New Jerusalem Seventh-day Adventist Praise and Worship Center (New Jerusalem), which in turn is a part of the South Atlantic Conference of Seventh-day Adventists, which in turn is a part of the Southern Union Conference of Seventh-day Adventists, which in turn is a part of the North American Division of the General Conference of the Seventh-day Adventist Church, a world-wide church organization that enjoys group tax exemption status under United States IRS code 501(c)(3).

43
44

Article IV – Bylaws

The New Jerusalem Church Board shall enact Bylaws, or amend or repeal them, and such Bylaws may make any provision not inconsistent with this Constitution.

Article V – Dissolution and Disposition of Assets

Any assets acquired by or on behalf of the Center shall be used primarily for the ministry of MCRC and be the property of New Jerusalem. In event of the dissolution of the Center, all assets shall be utilized or disposed of by New Jerusalem.

Article VI – Amendments

This Constitution may be amended, when necessary, by a two-thirds (2/3) vote of recommendation by the Center’s Governing Board, and a two-thirds (2/3) vote of the New Jerusalem Church Board.

1
2
3
4
5

BYLAWS OF THE MIDWAY COMMUNITY RESOURCE CENTER

6
7
8
9
10
11

Article I – Principal Office

12
13
14
15
16
17
18
19
20
21
22

The principal office of the Midway Community Resource Center (Midway Community Resource Center, Midway Community Center, The Community Resource Center, The Midway Center, or MCRC) shall be the Administrative Office of New Jerusalem Seventh-day Adventist Praise and Worship Center, located at 4152 Midway Road, in Douglasville, Douglas County, in the State of Georgia.

23
24
25
26
27
28
29
30
31
32
33
34
35
36

Article II – Tax Status

37
38
39
40
41
42
43
44

The Midway Community Resource Center is a ministry of New Jerusalem, and is not a separately incorporated entity. As a ministry of New Jerusalem, the Center enjoys all the privileges of IRS tax exemption under the Group Exemption Letter held by the General Conference of Seventh-day Adventists, and which extends to all subsidiary entities (North American Division of the Seventh-day Adventist Church, Southern Union Conference of Seventh-day Adventists, and South Atlantic Conference of Seventh-day Adventists) of the World Church. The ministry of the Center may be conducted as Midway Community Resource Center, Midway Community Center, The Community Resource Center, The Midway Center, or MCRC.

Article III – Core Values, Mission and Method

Section 3.1: **Our Core Values:** Christ | Community | Compassion

Section 3.2: **Our Mission:** To demonstrate God's love to our community.

Section 3.3: **Method:** Through acts of compassion: to provide or serve as a resource referral center for educational and skills training programs, health aid, food and meal ministry, financial empowerment programs, entrepreneurship training, children and youth mentorship, after school homework assistance, community conflict resolution, notary public, quit smoking programs, health fairs, job fairs, community weight loss and exercise program, legal aid, estate planning seminars, disaster and relief services, and other various resources aimed at meeting the social, physical and socio-economic needs of less fortunate persons in Douglasville, GA.

Article IV – Civic and Religious Partnerships, and Partisan Political Activity

Section 4.1: **Partnerships:** MCRC shall carry on its mission in harmony with the philosophy and policies of Adventist Community Services. MCRC will also work in partnership with other community churches, local civic and humanitarian organizations, foundations, and relevant agencies of the City of Douglasville, Douglas County, the State of Georgia, and the Federal Government, wherever such collaboration is deemed advisable and appropriate.

45 Section 4.2: **Partisan Political Activity:** Neither MCRC, nor any of its board members or
46 officers acting in any capacity on behalf of MCRC, shall be affiliated with, or involved with any
47 partisan political activity or event, or be involved in a supporting role or opposition to them in the
48 name of the Center.

49
50 Section 4.3: **Support for the Seventh-day Adventist Church:** At no time shall this Center or
51 any Board member or officer be affiliated with, or engaged in any divisive activity or disloyal
52 movement against any organizational entity, leadership personnel, or fundamental belief of the
53 Seventh-day Adventist Church.

54 55 **Article V – Governing Board**

56
57 Section 5.1: **MCRC Governing Board:** The Center’s Governing Board (hereafter referred to
58 as the Board, as opposed to the Church Board) shall be comprised of the members of the
59 Community Outreach and Discipleship (COAD) Ministries Council (New Jerusalem’s
60 nomenclature for the Personal Ministries Council in the SDA Church Manual). The Board shall be
61 responsible for the overall policy and direction of the Center, and shall delegate responsibility for
62 day-to-day operations to the Center’s Director (Director). The Board shall develop the job
63 description for the Director and establish evaluation tools and schedules for the Director and all
64 paid staff. Board members shall have inspection rights and oversight of all of the Center’s books,
65 records and practices in order to insure that state, federal and local laws, donors’ requirements and
66 expectations, and the purpose of the Center are adhered to. Board membership shall be comprised
67 of approved members of New Jerusalem Seventh-day Adventist Praise and Worship Center in
68 regular Church standing. Board members shall receive no financial compensation or compensation
69 in kind for services rendered to the Center, except as such Board members are employed by the
70 Center, and except the reimbursement of reasonable expenses for authorized travel and duties
71 performed on behalf of, and as previously approved by the Board.

72
73 Section 5.2: **Board Member Election.** The Board shall be elected during the regular Church
74 elections, and shall be comprised of members of New Jerusalem who are in regular standing.

75
76 Section 5.3: **Regular and Special Meetings:** Regular Board meetings shall be held monthly.
77 Special meetings of the Board may also be called at any time by the Chairperson or by the Pastor
78 of the Church, who has oversight of all church ministries and functions.

79
80 Section 5.4: **Quorum:** At any meeting of the Board, one-half (1/2) of the members then in office
81 (including the Chairperson) shall constitute a quorum for the transaction of business.

82
83 Section 5.5: **Clergy Representation:** The Senior Pastor of New Jerusalem shall be a member
84 ex-officio of the Board, and shall be counted among the required quorum of Board members.

85
86 Section 5.6: **Voice and Vote:** All Board members, including the Chairperson and Pastor, shall
87 have equal voice and vote.

88
89 Section 5.7: **Board Vacancies.** In the event it becomes a necessity, the MCRC Board may make
90 recommendations to the Church Board regarding the replacement or removal of any non-ex-officio

91 member of the Board. Only the Church Board has the authority to effect the replacement or
92 removal of elected church officers.
93

94 **Article VI – The Resource Advisory Committee** 95

96 Section 6.1: **Purpose:** The Resource Advisory Committee (RAC) of the Midway Community
97 Resource Center shall be constituted for the purpose of providing insight and offering guidance
98 into effectively meeting the needs of the Douglasville community that fall within the purview of
99 MCRC’s mission statement, and to offer relevant suggestions and leads identifying sources of
100 funding and potential funding relationships to support the purpose of the Center.
101

102 Section 6.2: **Scope of Responsibilities:** The RAC shall support the efforts of MCRC by
103 sourcing and cultivating potential donor relationships on behalf of the Center, as well as sourcing
104 personnel for special programs and activities of MCRC. The RAC does not participate in the
105 administrative and legal governance of the Center. The RAC is not authorized to make and enact
106 policy, enter upon contracts in the name of the Center, and is not involved in employment decisions
107 of the Center. No legal or other fiduciary responsibility that pertains to the Board, as expressed
108 elsewhere in these bylaws, shall accrue to the RAC at any time. All RAC recommendations are
109 forwarded to the Board, where the final decision is made. The scope of the responsibilities of the
110 RAC is limited to this Article (VI) and Section (6.2) of these bylaws.
111

112 Section 6.3: **Membership:** The Resource Advisory Committee shall be comprised of the
113 MCRC Chairman, Vice Chairman, Secretary, Treasurer, and Director; the Senior Pastor of New
114 Jerusalem; up to nine (9) members of the Douglasville community who are not Seventh-day
115 Adventists; and other Seventh-day Adventists residing in Douglasville, at the discretion of the
116 Board. The non-Adventist members of the RAC should be recruited for their good repute, goodwill
117 toward the community, positive influence, knowledge of the community’s needs, and knowledge
118 and influence in fund sourcing. They are approved by the Board.
119

120 Section 6.4: **Meetings:** The RAC shall have bi-monthly meetings at the call of the Chairman of
121 the Board (or the Vice Chair, in consultation with the Chair), to make recommendations to the
122 Board. The MCRC Chairman is Chairman of the RAC. The Board Vice Chairman is the Vice
123 Chairman of the RAC. The Board Secretary is the Secretary of the RAC. A simple majority of
124 RAC members present and voting is needed for making recommendations to the Board. There is
125 no voting by proxy. RAC members shall sign the RAC Volunteer Agreement at their first meeting.
126

127 **Article VII – Governing Board Executive and Semi-Executive Sessions** 128

129 Section 7.1: **Executive Sessions:** An Executive Board Session is a meeting of the Board without
130 the Center’s Director, other Center staff, or invitees to the Board. The Board shall have at least
131 one executive session each year, preferably during the last quarter, to evaluate the performance of
132 the Director. The Director shall be made privy to the agenda for the executive session in advance,
133 and the Board Chair or Vice Chair shall update the Director about the nature of the discussions.
134 Additional executive sessions may be called by the Chairman, or by simple majority vote of the
135 Board, as necessary. The purpose of executive sessions may also include, but is not limited to:

- 136 1. Review of the Director’s contract and remuneration (if not a volunteer)

- 137 2. Investigation into concerns about the Director
138

139 Section 7.2: **Semi-Executive Sessions:** The Director, but no other staff, is invited to semi-
140 executive sessions of the Board. The purpose of the semi-executive sessions shall include, but is
141 not limited to:

- 142 1. Conflicts between board members, or serious criticism of a board member by another
143 2. Complaints or grievances from staff or former staff
144 3. Individual staff situations
145 4. Evaluation of the Director with the Director
146

147 **Article VIII – Governing Board Officers and Their Duties**

148

149 Section 8.1: **Officers:** The officers of the Board shall be the Chairman, Vice Chairman,
150 Secretary, and Treasurer. The Chairman and Treasurer shall be residents of Douglasville. The
151 Director of the Center, while not an officer, shall also be a resident of Douglasville.
152

153 Section 8.2: **Chairman:** The Chairman shall convene and serve as Chair of the Board meetings,
154 or arrange for the Vice Chairman to do so. The Chairman shall strictly comply with the policy on
155 establishing agreements and contracts (see Financial Policy). The Chairman shall obtain reports
156 from Board committee chairs as required, and insure that timely notice of meetings is given by the
157 Secretary (along with an agenda, minutes of the previous meeting, and any supporting materials).
158 The Chairman shall be an ex-officio member of all committees, with voice and voting privileges.
159 The Chairman understands that the conference-assigned pastor of the church, as an employee and
160 representative of the conference, acts as the official spokesperson on behalf of the Center as well
161 as New Jerusalem, and that New Jerusalem maintains controlling oversight of the Center. The
162 pastor may grant approval, at his or her discretion to the Chairperson, to speak to outside parties
163 including the Media on selected matters. The Chairman is expected to actively engage the
164 community by attending governmental meetings and other events to interact with residents, and
165 business and governmental leaders to bring attention to the Center and its work.
166

167 Section 8.3: **Vice Chairman:** In the absence or disability of the Board Chairman, but with his
168 or her consent, or with the consent of the pastor, the Vice Chairman shall perform the duties of the
169 Board Chairman. When so acting, the Vice Chairman shall have all the powers of and be subject
170 to all the restrictions upon the Board Chairman. The Vice Chairman is the Vice Chair of the Board,
171 and shall assist the Chairman in the discharge of his or her duties as assigned by the Chairman,
172 and shall assist the Chairman in the oversight and implementation of actions voted by the Board.
173

174 Section 8.4: **Secretary:** The Secretary shall be the caretaker of all legal documents required by
175 law and these bylaws to be maintained by the Center. He or she shall take minutes at Board and
176 Resource Advisory Committee meetings, and submit minutes to the Chairman within seventy-two
177 hours after meetings. The Secretary shall distribute minutes to Board members at least three (3)
178 business days before the next scheduled Board meeting and regularly send reminders of upcoming
179 events to Board members. Perform such other duties as assigned by Chairman.
180

181 Section 8.5: **Treasurer:** The Treasurer shall be an Assistant Treasurer of the Church and a
182 member of the Church Board. He or she shall be the manager of the Center's funds, and one of

183 two signers of the Center's bank accounts. He or she shall pay all bills when due. He or she shall
184 submit the prescribed written financial report at least seven days prior to each regular Board
185 meeting. The Treasurer is the Chair of the Finance Committee, and shall work with the Finance
186 Committee to prepare and present the proposed annual budget to the Board.
187

188 **Article IX – Committees of the Board and Their Duties**

189
190 Section 9.1: **Standing Committees:** All committees are responsible to the Board, and shall not
191 operate without the approval and support of same. The following shall be the standing committees
192 of the Board: Executive Committee, Finance Committee, and Fundraising Committee.
193

194 Section 9.2: **Executive Committee:** The Board Officers and the Director comprise the
195 Executive Committee (ExCom). This committee makes up the Board meeting agenda. ExCom
196 may be granted enabling action by the Board to carry out specified duties that do not fall within
197 the job description of the Director. ExCom shall also act on behalf of the Board in cases of
198 emergency, where it is not feasible to convene the full Board.
199

200 Section 9.3: **Finance Committee:** The Treasurer is Chair of the Finance Committee, which
201 shall include the Director and two other Board members. The Committee shall develop an annual
202 budget for presentation to the Board, and insure that the Center operates within budget, making
203 adjustments as necessary. This Committee shall insure that all events, programs, Board members
204 and volunteers involved in any undertaking on behalf of MCRC are adequately insured, per
205 Adventist Risk Management policy. The Committee is charged with the responsibility to protect
206 the Center, its Board members, volunteers, and assets from liability, in compliance with SAC
207 policy and applicable laws.
208

209 Section 9.4: **Fundraising Committee:** Chaired by the Vice Chairman, and includes the
210 Treasurer, Director, and up to five other (5) church members. The Committee shall develop an
211 annual, multifaceted fundraising plan, consistent with the mission and values of the Center, for
212 presentation to the Board. All funds raised shall be directed to the Treasurer for deposit per Board
213 policy. Electronic and web-based means shall be adopted and maintained for fundraising purposes,
214 in addition to traditional methods of collection. The Tithe Remittance and Tithe Non-Solicitation
215 clause of these bylaws shall be observed in perpetuity for all fundraising campaigns.
216

217 Section 9.5: **Ad-Hoc Committees:** The Chairman shall be vested with the authority to appoint
218 ad-hoc committees for special purposes.
219

220 **Article X – Resolutions, Operating Policies and Board Manual**

221
222 Section 10.1: **Operating Policies:** The Board shall be authorized to approve resolutions,
223 financial policies, conflict of interest policies, conflict and dispute resolution policy, other policies
224 and protocols, also job descriptions for the Director and staff, not inconsistent with these bylaws.
225

226 Section 10.2: **Board Manual:** The Board Manual should contain, but is not limited to policies,
227 operational protocols, a conflict resolution protocol, Adventist Community Services Code of
228 Conduct and Ethics, job descriptions, and the current Constitution and Bylaws.

229 **Article XI – Books, Records and Financial Audit**

230
231 Section 11.1: **Record-keeping:** The Center shall maintain accurate and complete books and
232 records of account and shall also keep minutes of the proceedings of the Board and other
233 committees having and exercising any of the authority of the Board, at the church office designated
234 for use by the Center.
235

236 Section 11.2: **Financial Audit:** All financial and other records may be audited at any time, by
237 order of the Governing Board, the Church Board, or by the South Atlantic Conference.
238

239 **Article XII – Tithe Remittance and Tithe Non-Solicitation Policy**

240
241 Section 12.1: **Non-Solicitation of Tithe:** At no time shall any Board member of MCRC
242 knowingly accept any tithe from any Seventh-day Adventist (SDA) person for any reason on
243 behalf of the Center. MCRC does NOT collect or use tithe funds. This action is expressly
244 prohibited and shall be grounds for termination of Board membership and affiliation with MCRC.
245 The Center shall maintain a zero tolerance policy throughout its existence in the matter of
246 solicitation or acceptance of SDA tithe funds, which properly should be remitted to the local
247 conference of the Seventh-day Adventist Church, through the local SDA church where persons
248 hold membership, as outlined in the SDA Church Manual.
249

250 Section 12.2: **Non-Remittance of Tithe:** MCRC does not return tithe to a local conference. All
251 funds raised, minus reasonable expenses, are dedicated to the projects for which they were solicited
252 and earmarked.
253

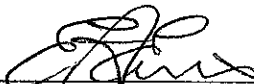
254 **Article XIII – Review and Amendment of Bylaws**


255
256 Section 13.1: **Bylaws Review:** These bylaws shall be reviewed at least annually by the Board to
257 insure that the Center is compliant with its own statement of mission and applicable SDA policies.
258

259 Section 13.2: **Amendments:** Proposed amendments to these bylaws require a two-thirds majority
260 vote of those present and voting at a duly called meeting of the Board. Final approval shall be by
261 a simple majority vote by the Church Board.
262

263 **Article XIV – Certification**

264
265 These bylaws were approved at a meeting of the Church Board on **Thursday, October 19, 2017.**
266

267 
268 _____ Date: November 3, 2017
269 Chairman

270
271 
272 _____ Date: November 3, 2017
273 Secretary