



**Articles of Incorporation and Bylaws  
Of  
Grace Community Church**

**Revised: February 6th, 2023**

# **ARTICLE 1**

## **Statement of Faith**

### **1. The Holy Scriptures**

We believe that the Bible is God's written revelation to man, and thus the sixty six (66) books of the Bible given to us by the Holy Spirit constitute the plenary (inspired equally in all parts) Word of God (1 Corinthians 2:7-14; 2 Peter 1:20-21).

We believe that the Word of God is verbally inspired in every word (2 Timothy 3:16), absolutely inerrant in the original documents, infallible, and God breathed. We teach the literal, grammatical historical interpretation of Scripture.

We believe that the Bible constitutes the only infallible rule of faith and practice (Matthew 5:18; 24:35; John 10:35; 16:12-13; 17:17; 1 Corinthians 2:13; 2 Timothy 3:15-17; Hebrews 4:12; 2 Peter 1:20-21).

We teach that God spoke in His written Word by a process of dual authorship. The Holy Spirit so superintended the human authors that, through their individual personalities and different styles of writing, they composed and recorded God's Word to man (2 Peter 1:20-21) without error in whole or in part (Matthew 5:18; 2 Timothy 3:16). We teach that, whereas there may be several applications of any given passage of Scripture, there is but one true interpretation. The meaning of Scripture is to be found as one diligently applies the literal, grammatical historical method of interpretation under the enlightenment of the Holy Spirit (John 7:17; 16:12-15; 1 Corinthians 2:7-15; 1 John 2:20). It is the responsibility of believers to ascertain carefully the true intent and meaning of Scripture, recognizing that proper application is binding on all generations. Yet the truth of Scripture stands in judgment of men; never do men stand in judgment of it.

### **2. The Godhead**

We believe in the One Triune God, Who is personal, spirit and sovereign (Mark 12:29; John 4:24; Psalm 135:5); perfect, infinite, and eternal in His being, holiness, love, grace, mercy, wisdom and power. Thus He is omnipotent, omniscient, omnipresent (Jeremiah 23:24; 1 John 3:20; Revelation 19:6); absolutely separate and above the world as its Creator, yet everywhere present in the world as the Upholder of all things. He is self-existent and self-revealing in three distinct persons - the Father, the Son and the Holy Spirit (John 5:26; Matthew 28:19; 2 Corinthians 13:14) each of whom is to be honored and worshiped equally as God (John 5:23; Acts 5:3-4). Therefore in unity of the Godhead there are three Persons, the Father, the Son, and the Holy Spirit, equally in every divine perfection, and executing distinct but harmonious offices in the great work of redemption (John 6:44; 14:6; Ephesians 1:13; 2:22).

### **3. The Person and Work of Christ**

We believe that the Lord Jesus Christ, who is the eternal Son of God, became man, without ceasing to be God. He was conceived by the Holy Spirit and born of the Virgin Mary in order that He might reveal God and redeem sinful man. Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice. Our justification is made sure by His literal, physical resurrection from the dead. He ascended into heaven and is now exalted at the right hand of God, where as our High Priest, He fulfills the ministry of Representative, Intercessor and Advocate. (Luke 1:35; John 1:1,2,14; Acts 1:9,10; Romans 3:24,25; 8:34; Ephesians 1:17; Hebrews 7:25; 9:24; 1 Peter 1:3-5; 2:24; 1 John 2:1-2)

### **4. The Person and Work of the Holy Spirit**

We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness and of judgment. He is the Supernatural Agent in regeneration, baptizing all believers into the Body of Christ, indwelling and sealing them unto the day of redemption. The Holy Spirit is the Divine Teacher who empowers, guides, teaches, bears witness to, and helps the believer. It is the

privilege and duty of all believers to be filled with the Spirit. (John 16:8-11; Romans 8:9; 1 Corinthians 12:12-14; 2 Corinthians 3:6; Ephesians 1:13-14)

## **5. The Personality of Satan**

We believe that Satan is a person, the author of sin and the cause of the fall. He is the open and declared enemy of God and man. His powers are supernaturally great, but strictly limited by the permissive will of God, who overrules all his wicked devices for good. Satan was defeated and judged at the cross and therefore his final doom is certain and shall be eternally punished in the lake of fire. We as believers are able to resist and overcome him only in the armor of God, the power of the Holy Spirit and the blood of Jesus Christ. (Job 1:6-7; Isaiah 14:12-17; Matthew 4:2-11; 25:41; Ephesians 6:12-18; Revelation 12:11; 20:10)

## **6. Creation**

We believe in the Genesis account of Creation and believe that man came directly by the Creation of God, and not by evolution. We believe that God through Moses sought to convey the idea of the 24-hour day period in Creation. (Genesis 1 and 2; Exodus 20:8-11; John 1:1-3; Colossians 1:16-17; Hebrews 1:1-3, 10)

## **7. The Fall of Man**

We believe that man was created innocent, in perfect harmony with the moral government of God; however, by voluntary personal disobedience to the revealed will of God he broke that harmony and became sinful. We believe that without exception the race of man is morally corrupt and that by reason of conscience and will the individual is guilty and deserves the wages of sin, which is death. As a fallen race within ourselves we have no possible means of recovery or salvation. (Genesis 3:1-24; Matthew 19:26; Mark 7:21-23; Romans 3:23; 7:18; Ephesians 2:3)

## **8. The Virgin Birth**

We believe that Jesus Christ was begotten by the Holy Spirit in a miraculous manner, born of the Virgin Mary. Christ is both the Son of God and God the Son (Matthew 1:18-25).

## **9. The Atonement for Sin**

We believe that the salvation of sinners is wholly of grace through the mediatorial offices of Jesus Christ. Who by the appointment of the Father, freely took upon Himself our nature, yet without sin, honored the divine law by His personal obedience, and by His death made a full vicarious atonement for our sins. His atonement consisted not of setting us an example by His death as a martyr, but was the voluntary substitution of Himself in the sinner's place, the Just dying for the unjust, Christ the Lord bearing our sins in His own body on the tree, that having risen from the dead, He is now enthroned in Heaven qualified to be a suitable, compassionate, and all-sufficient Savior. (Romans 3:24; 5:8; Isaiah 53:5-6; Matthew 20:28; Galatians 2:13; John 1:29; Luke 24:36-43; John 20:25-28; Hebrews 4:14, 9:24; I John 2:1)

## **10. Grace in the New Creation**

We believe in salvation by grace through faith, and that salvation is a free gift from God neither merited nor secured in part or in whole by any virtue or work of man, but received only by personal faith in the Lord Jesus Christ. In Christ all believers have as a present possession the gift of eternal life, a perfect righteousness, sonship in the family of God, deliverance and security from all condemnation, every spiritual resource needed for life and godliness, and the divine guarantee that we will never perish. Apart from Christ there is no possible salvation and in order to be saved, sinners must be born again, and this new birth is a new creation in Christ Jesus and it is instantaneous and not a process.

In this new birth the one dead in trespasses and sins is made a partaker of the divine nature and receives eternal life, the free gift of God. This new creation is brought about in a manner above our comprehension, not by character, nor by the will of man, but wholly and solely by the

power of the Holy Spirit in connection with divine truth. The evidence of this new creation appears in the holy fruits of repentance and faith and newness of life. (Titus 3:5; John 3:16; 1 John 5:13; Ephesians 1:3; Acts 4:12; 2 Corinthians 5:17; John 3:3; Romans 6:1-6)

### **11. The Freeness of Salvation**

We believe in God's electing grace that the blessings of salvation are made free to all by the Gospel. This Grace is received by faith in the finished work of Jesus Christ. The failure to receive this gift of Grace is eternal condemnation apart from God in Hell. (Matthew 11:28; John 3:16; Romans 9:13)

### **12. Justification**

We believe that the blessings of the Gospel, which Christ secured through His sacrifice to all who believe, include Justification. Justification is that work of Christ which includes the pardon of sin and the gift of eternal life. This justification excludes any works of righteousness that we have done, but is solely through faith in the finished work of Jesus Christ on the cross. His righteousness is imputed to us. (Romans 5:1; 3:21-28; 4:25; 13:39; 5:16-18; Ephesians 2:8-9)

### **13. The Local Church**

We believe the local church is a congregation of believers, associated by covenant of faith and fellowship of the Gospel, observing the ordinances of Christ (baptism and the Lord's Supper), governed by His Word, that its officers are Pastors and Deacons whose qualifications, claims, and duties, are clearly defined in the Bible. The true mission of the Church is to honor God by reaching people with the Good News of Jesus Christ and teaching them to become fully devoted followers of Him. We hold that the local church has the absolute right of self-government and the one and only Superintendent is Christ, who is the Head of the church in working through the Holy Spirit. It is Scriptural for true churches to cooperate with each other in contending for the faith and the furtherance of the Gospel. (Acts 2:41-42; 1 Corinthians 11:2; Ephesians 1:22-23; 4:11-12; 5:23-24; Colossians 1:18; 1 Timothy 3:15-16)

### **14. Church Ordinances**

#### **A. Baptism**

The word baptism is derived from the Greek word "baptizo" which means to plunge, dip, submerge, immerse. Therefore we practice baptism by immersion as an identification of the believer with the death, burial and resurrection of Jesus Christ. The old life is past and the believer signifies in emerging from the water that he has newness of life because of saving faith in Christ. (Matthew 3:16; Mark 1:10; Acts 2:41-42; Romans 6:1-6; 1 Peter 3:21)

#### **B. Communion**

This ordinance is the commemoration of the Death and Substitutionary Sacrifice of Christ until He returns. It is an opportunity to remember what Christ has done for us and should always be preceded by solemn self-examination. (Matthew 26:26-30; 1 Corinthians 11:23-29)

### **15. Missions**

We believe that it is the privilege and obligation of all believers to witness by life and by word to the truths of the Word of God and to seek to proclaim the Gospel to all mankind. (Mark 16:15; Acts 1:8; 2 Corinthians 5:19-20)

### **16. The Ministry of Spiritual Gifts**

We believe that God is sovereign in the bestowment of all His gifts and that the New Testament gifts are sufficient for the perfecting of the saints today. (John 15:7; 1 Corinthians 12:4-11; 2 Corinthians 12:12; Ephesians 4:7-12; 1 John 5:14-15)

### **17. Civil Government**

We believe that civil government is of divine appointment for the interest and good order of human society. We believe that those in authority are to be prayed for, conscientiously honored and obeyed, except only in things that oppose the will of our God. (Proverbs 8:15; Matthew 22:21; Romans 13:1; Revelation 19:16)

### **18. The Second Advent of Christ**

We believe in the “Blessed Hope”, the personal imminent coming of the Lord Jesus Christ for His redeemed ones. We believe in His subsequent return to earth with His saints to establish His millennial Kingdom. (Zechariah 14:4-11; 1 Thessalonians 1:10; 4:13-18; Revelation 3:10; 19:11-16; 20:1-6)

### **19. The Eternal State**

#### **A. The Bodily Resurrection**

We believe in the bodily resurrection of all men, the saved to eternal life, and the unsaved to judgment and everlasting punishment in Hell. (Matthew 25:46; John 5:28-29; 11:25-26; Revelation 20:5-13)

#### **B. The Souls of the Redeemed**

We believe the souls of the redeemed are, at death, absent from the body and present with the Lord, where in conscious bliss they await the first resurrection when their bodies shall be raised from the grave and changed into likeness of His own glorious body. (Luke 23:43; 2 Corinthians 5:8; Philippians 1:23; 3:20-21; 1 Thessalonians 4:16-17; Revelation 20:4-6)

#### **C. The Souls of Unbelievers**

We believe that the souls of unbelievers remain after death in conscious misery until the second resurrection, when they appear at the Great White Throne Judgment. Then they shall be cast into the Lake of Fire, not to be annihilated, but to suffer everlasting conscious punishment. (Matthew 25:41-46; Mark 9:43-48; Luke 16:19-26; 2 Thessalonians 1:7-9; Jude 6, 7; Revelation 20:11-15)

#### **D. The New Heaven and Earth**

We believe that following the Great White Throne Judgment the heavens and earth will be renovated by fire and a new heaven and new earth brought into existence where all believers shall abide and reign forever. (2 Peter 3:10-12; Revelation 21:1-22)

## **ARTICLE 2**

### **Name and Affiliation**

The name of this organization shall be Grace Community Church of Cranberry Township, Pennsylvania.

Grace Community Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, Grace Community Church may voluntarily affiliate with any churches (Christian Churches and ministries) of like precious faith.

## **Article 3**

### **Purpose and Limitations**

**3.01 Purposes.** This Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

(a) The purpose of Grace Community Church is to honor God by reaching people with the Good News of Jesus Christ and teaching them to become fully devoted followers of Him through any and all means appropriate and possible.

(b) To employ and discharge ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Pennsylvania and elsewhere.

(c) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

(d) To make distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended.

(e) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501 (c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**3.02 Limitations.** In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or

distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(d) The rents, revenues, offerings, and gifts received by this corporation shall be used for the support of the ministers and missionaries of this church, the purchase and maintenance of buildings and suitable grounds, the erection of buildings when needed and the paying of expenses incurred under the direction of the Board of Directors. Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Butler County, exclusively for such purposes as said Court shall determine which are organized and operated exclusively for such purposes.

(e) All titles to land and property owned by the Corporation shall be held in the corporate name, Grace Community Church of Cranberry Township Pennsylvania.

## **ARTICLE 4**

### **Governance of the Church**

**4.01 Pastors:** The everyday governance and responsibilities of Grace Community Church and its affairs will fall under the authority of the Executive Pastoral Team (EPT). The Executive Pastoral Team shall be chosen by the Senior Pastor and approved by the Board of Directors. The Executive Pastoral Team will serve on the Board of Directors and will be voting members of the board.

**A) Duties:** Each pastor's primary duty is to oversee the ministry of the church. He must give himself to prayer and the personal study of the Bible. His duties will also be to watch over the spiritual interests of the church, preach and teach the Word, administer the ordinances, shepherd the flock, and take charge of the services of the church. For scriptural qualifications for a pastor see 1 Timothy 3:1-7; 2 Timothy 2:24; Titus 1:5-9 and Acts 6:4.

**B) Election of Senior Pastor:** After exhausting all possible leads on the current pastoral staff, the Executive Pastoral Team and the Board of Directors will secure and review qualified candidates, and then select the Senior Pastor by three-fourths vote of the Board of Directors. As long as the current Senior Pastor is in good standing with the church he will oversee this process. Once accepted, the call to the senior pastor is indefinite. The Senior Pastor will serve as the chief overseer of the church as well as the chairman of the Board of Directors.

The termination of the Senior Pastor's services may be effected at any time by his resignation, or by the same order of procedure prescribed for his election. Termination may be administered by the Board of Directors only in the event of moral indiscretion or a failure to follow the principles, purposes, practices and doctrines of the church. The Senior Pastor will give a notice of thirty days before his resignation, or a shorter period of time if it is mutually agreed upon.

The Senior Pastor does not have the authority to change the Mission, Culture, Purpose, Practices and Foundational Ministries of the Church without three-fourths vote of the Board of Directors.

**C) Election of Pastoral Staff:** The Senior Pastor will be responsible for developing a pastoral staff for the daily ministries of the church. Once a need has been assessed, the Senior Pastor will secure and review qualified candidates to fill that position. Once a candidate is selected he will be hired by the Senior Pastor and the Board of Directors. Once the pastor is called he will be given all rights and authority to oversee ministry in the church and he will be accountable to the Senior Pastor and the Board of Directors.

The termination of a pastoral staff's services may be effected at any time by his resignation or by the Senior Pastor and Board of Directors. Termination may be administered in the event of moral indiscretion, failure to follow the principles, purposes, practices and doctrines of the church, or failure to fulfill his job description.

**D) Election of Non-Pastoral Staff:** The Senior Pastor will be responsible for developing a church staff to perform the daily ministries of the church. With the help of the Executive Pastoral Team, a potential staff member will be chosen and will go through an extensive interview process. Once complete, they will sit down with the Senior Pastor for final approval. Once hired the staff member will join a ministry team led by one of the Pastors on the Executive Pastoral Team. Termination may be administered in the event of moral indiscretion, failure to follow the principles, purposes, practices and doctrines of the church, or failure to fulfill the job description.

**E) Budget:** The yearly budget will be set by the Executive Pastoral Team. Once the proposed budget is complete, it will be brought before the Board of Directors and a three-fourths vote will constitute approval.

## **ARTICLE 5**

### **Management of the Church**

**5.01 Powers:** The Board of Directors shall have all of the rights, powers, and responsibilities pursuant to the Code, subject to any limitations under the Code, the Articles of Incorporation of the Church and these Bylaws. All corporate powers shall be exercised by or under the authority of the



Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

**5.02 Number and Term of Members:** The members of the Board of Directors shall consist of the Senior Pastor, the Executive Pastoral Team, and until changed by amendment of the Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected in accordance with Section 5.03 of this Article, provided that such number shall not be less than six (6) independent, nor more than twenty (20) total.

The Senior Pastor shall serve as the Chairman of the Board of Directors and shall be present and preside over all Board of Directors meetings. Each Board of Director Member, other than the Senior Pastor and the Executive Pastoral Team, shall hold office for terms of five (5) years. Two consecutive terms of five (5) years will be the maximum continuous service for any non-staff Board of Director member. After a full year break in service, a member may be reconsidered for additional terms. The Senior Pastor shall be a full voting member of the Board of Directors.

**5.03 Nomination and Election:** The Senior Pastor and or the current Board of Directors will nominate persons who they deem qualified to serve on the Board of Directors. Members of the Board of Directors must be active members (involved in the weekly ministries of the church) and must be in full agreement with the principles, purposes, practices, culture and doctrines of the church. The Board of Directors will elect nominated members by voice vote with a three-fourth majority.

**5.04 Vacancies:** The Senior Pastor and or current Board of Directors will nominate persons who they deem qualified to serve on the Board of Directors to fill any vacancy that occur. A person nominated to fill a vacancy shall be elected with a three-fourth majority for the unexpired term of his predecessor in office.

**5.05 Meetings:** Regular or Special meetings of the Board of Directors may be held either within or outside the State of Pennsylvania, but shall be held at the Church's registered office in Pennsylvania if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Board of Director Members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone or similar communication, as long as all Board of Director Members participating in the meeting can hear one another. All Board of Director Members shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

**A) Regular Meetings:** Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

**B) Special Meetings:** A special meeting of The Board of Directors may be called by the Senior Pastor or any three (3) Board of Director Members.

**C) Notice of Special Meetings:**

1) Manner of Giving. Notice of the time and place of special meetings shall be given to each Board of Director Member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Board of Director Member or to a person at the Board of Director Member's office or home who the

person giving the notice has reason to believe will promptly communicate the notice to the Board of Director Member, or (d) by e-mail to the Board of Director Member's office or home.

2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned, or faxed to the Board of Director Member or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver. Attendance of a Board of Director Member at a meeting shall constitute waiver of notice of such meeting, except where the Board of Director Member attends a meeting for the express purpose of objecting that the meeting is not properly called.

**5.06 Minutes:** The purpose of minutes is to create an official record of actions taken by the Board of Directors of a corporation. Minutes are prepared by the Secretary and have been called the "voice" of the corporation. Minutes are among the most substantial forms of supporting evidence in cases where the Director must show his actions were reasonable. Minutes should be sufficiently detailed so as to elucidate "why" any given chosen action has been taken.

Besides substantive matter, the Secretary should keep Minutes in proper form and record in the Minutes the 1) voting record, 2) call, 3) notice, 4) attendance, 5) quorum, 6) chair, 7) secretary, and 8) adjournment.

**5.07 Action Without Meeting:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the Board of Director Members, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the Board of Director Team Members.

**5.08 Quorum:** A majority of the number of Board of Director Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Director Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board of Director Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board of Director Members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Board of Director Members present may adjourn and reconvene the meeting one time without further notice. Board of Director members present by proxy may not be counted toward a quorum.

**5.09 Duties of Ministry Leadership Team Members:** Members shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Board of Director Members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church professional advisors or experts such as accountants or legal counsel. A Board of Director Member is not relying in good faith if the Board of Director Member has knowledge concerning a matter in question that renders reliance unwarranted.

The Board of Directors main responsibility is to come alongside the Executive Pastoral Team and give counsel when needed. Their duties include the following; approving the buying, leasing, and

selling of property; Selecting the Senior Pastor; Approving the Yearly Budget; Selecting Board Members; Approving Amendments to the Bylaws.

Each member of The Board of Directors will serve on one of the following Teams within the Corporation. The purpose of these teams is to better understand the health of the overall ministry as well as hold each aspect of the ministry accountable and speak into changes that need to be made. The Board of Director teams are as follows:

- \* Ministry Team
- \* Outreach Team
- \* Small Group Team
- \* Finance and Facility Team
- \* Care & Counseling Team

Board of Director Members are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**5.10 Delegation of Duties:** The Board of Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Board of Director Members have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

**5.11 Interested Members:** Contracts or transactions between Board of Director Members, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested parties votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board of Directors or other group authorizing the transaction, and approval from disinterested parties must be obtained.

**5.12 Actions of Board of Directors:** The Board of Directors shall try to act by consensus. However, the vote of a majority of the Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

**5.13 No Compensation:** Board of Director Members, including the Senior Pastor, shall not receive salaries or compensation for their services to The Board of Directors. The Board of Directors may adopt a resolution providing for payment to Members for expenses of attendance, if

any, at a meeting of the Board of Directors. A Board of Director Member may serve the Church in any other capacity and receive reasonable compensation for those services.

**5.14 Removal and Resignation of Board of Director Members:** The Board of Directors may vote to remove a Board of Director Member, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal of a Board of Director Member may be called and noticed following the procedures provided in these Bylaws. A Board of Director Member may be removed by the affirmative vote of fifty percent (50%) of The Board of Directors.

**5.15 Deadlock:** In the case where the Board of Directors shall, by reason of deadlock (whether because of an even number of Members is seated on the Team, or because certain Members are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Team, then, in such instance, the President-Senior Pastor shall cast a ballot which shall be known as a "majority ballot", so that an official act or decision may be taken by the Team. The majority ballot shall be cast in addition to the regular Member's vote cast by the President-Senior Pastor.

#### **5.16 Ministry Leaders (Deacons):**

**A) Duties:** The deacons at Grace Community Church will be referred to as Ministry Leaders. The Ministry Leader's duties shall consist of coming alongside the pastoral staff and ministering to the spiritual needs of the church body, assisting the pastors in the administration of the ordinances, as well as representing the pastor(s) to the people and the people to the pastor(s). The deacon must be in agreement with the principles, purposes, practices, culture and doctrines of the church. It is the Ministry Leader's responsibility to cooperate with the pastors in the shepherding of the people in the church - watching for their souls as they that must give an account, (Hebrews 13:17) striving to present every man perfect in Christ, (Colossians 1:28) to eliminate insofar as it is possible, all differences, to give counsel and comfort to the poor and the sick. For scriptural qualifications of deacons see 1 Timothy 3.

**B) Election of Deacons:** Candidates for Ministry Leaders shall be nominated by the Executive Pastoral Team, the Board of Directors, Church Staff, fellow Deacons, or active members in the church body. A candidate shall be nominated as one who has proved himself or herself to be an example of a minister, serving within the congregation. A Ministry Leader should be one who has a compassion and heart for people and meets the spiritual qualifications found in 1 Timothy 3. After sufficient interview, consideration, and approval by the Executive Pastoral Team, the Ministry Leader will begin service. The length of term for the office of deacon is five years. A deacon whose term has expired may be reconsidered for the office of Ministry Leader. Vacancies may be filled for the remainder of the term in the above same manner.

**C) Termination of Deacons:** A Ministry Leader may be removed from office at any time for good cause. The request for removal may be made by the pastor(s) or any member on the Board of Directors. Removal from office shall be accomplished after ample opportunity of the charged Ministry Leader to appear before the Board of Directors to reply to the charges. After such opportunity, the said Ministry Leader may be removed by the Executive Pastoral Team.

## **ARTICLE 6 Membership**

**6.01 Membership:** Grace Community Church will have one class of membership. Membership at Grace Community Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. All new members shall have all the rights, privileges and responsibilities of a member of the Church. Plenary power to manage and govern

the Church shall be vested in the Executive Pastoral Team and the Board of Directors as set forth in Article 4 and 5 of these Bylaws. As such, members are not entitled to vote in person, by proxy or otherwise. The Executive Pastoral Team may adopt and amend application procedures for membership in the Church.

**6.02 Qualifications for Membership:** The qualifications for membership are as follows:

- A) A personal commitment of faith in Jesus Christ for salvation;
- B) Completion of the Church's membership class;
- C) Agreement with the principles, purposes, practices and doctrine of the church;
- D) A commitment to abide by the Church's membership covenant.

**6.03 Termination and Dismissal of Membership:** Members shall be removed from the Church roll for the following reasons: (a) the request of the member, (b) the transfer of membership to another church, (c) death, or (d) termination of membership by the Executive Pastoral Team.

The Executive Pastoral Team may terminate a person's Church membership when, in the opinion of Executive Pastoral Team, the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community.

**4.04 Restoration of Membership:** Dismissed members may be restored by the Executive Pastoral Team according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

## **ARTICLE 7 Meetings**

**7.01 Worship Meetings:** Worship meetings will be conducted weekly for the purposes of evangelism, fellowship, discipleship, ministry, and worship. Special worship events for the benefit of the church will be arranged by the pastoral staff.

**7.02 Social Meetings:** The purpose of social meetings at Grace Community Church will be to fulfill one of the five purposes of the church. The conduct at all social meetings will be consistent with our purposes and aim, and should be conducted in a fashion that glorifies God.

**7.03 Business Meetings:** An annual business meeting will be held the first of each fiscal year to review the spiritual and financial health of the church. All business meetings are simply informational in format and will be conducted in a decent and orderly fashion with the Senior Pastor as moderator. In the event that the church is without a Senior Pastor someone on the Board of Directors or the Pastoral staff will step in and moderate. At this meeting the upcoming budget will be presented to the congregation as well as the appointed Ministry Leaders for the upcoming year. The church fiscal year shall run January 1st to December 31st. The annual business meeting will be held the second Sunday of the month of January.

## **ARTICLE 8 Amendments**

Amendments to the By-Laws must be submitted in writing for review to the Board of Directors. The amendments will be voted on by the Board of Directors with a three-fourths ( $\frac{3}{4}$ ) vote to pass.