

AMENDED AND RESTATED BYLAWS OF GRACE CHURCH

PREAMBLE

The members of GRACE CHURCH (hereinafter referred to as “the church”), desiring to honor the Lord Jesus Christ, do hereby adopt the following biblical principles of government and order stated in these Bylaws as a declaration of our commitment to carry out the work of the Lord Jesus Christ in a proper biblical fashion. These Amended and Restated Bylaws are a declaration of what we believe and are our goals for this church.

ARTICLE I NAME; OFFICES; FISCAL YEAR

Section 1 NAME: The name of the church is GRACE CHURCH.

Section 2 OFFICES: The principal office of the church shall be located at 9301 Eden Prairie Road, Eden Prairie, Minnesota 55347, County of Hennepin, State of Minnesota. The church may have such other offices, either within or without the State of Minnesota, as the Board of Elders may determine.

Section 3 THE FISCAL YEAR: The fiscal year of the church shall be June 1 through May 31 of each calendar year.

ARTICLE II MISSION; PURPOSE

Section 1 MISSION: The mission of the church is to develop fully devoted followers of Jesus Christ who are spiritually reproductive, engaged in ministry, fervent in prayer and obedient to God’s Word.

Section 2 PURPOSE: The purpose of the church shall be:

- A. To promote the worship of God in personal and corporate prayer; to seek to win the lost to Christ through personal witnessing and public preaching of the Word of God; to cultivate a positive Christian testimony in our community; to establish a strong missionary program; to minister to people spiritually, socially, mentally, physically and emotionally.
- B. To teach the Word of God; to properly administer the biblical ordinances; to administer church discipline; ordain pastors; commission missionaries and license ministers of the Gospel.

- C. To be organized and operated as a church exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III MEMBERSHIP

Section 1 **CLASSES OF MEMBERS:** Membership in the church shall be open to all, regardless of race, age, gender, color, or social status. Only a member in good standing, i.e. not under church discipline, who has reached his or her eighteenth (18) birthday is qualified to vote.

Section 2 **REQUIREMENTS:** All individuals who satisfy the requirements and procedure for membership shall be eligible for membership. Individuals seeking membership shall meet the following requirements:

- A. A credible testimony of a personal salvation experience, confessing faith in the Lord Jesus Christ as Savior;
- B. Baptism by immersion in water in the name of the Father, the Son and the Holy Spirit following the profession of faith in Jesus Christ; and
- C. Agreement with and support for the Grace Church Membership Covenant.

Section 3 **PROCEDURE:** Any person interested in becoming a member of the church shall submit a written and signed application to the church. The Board of Elders shall consider, then approve or disapprove, each application at its regular meeting or at any special meeting of the Board. Applicants whose applications are so approved shall become members of the church.

- A. Those persons desiring to join the church shall give their testimony, verbally or in writing to a staff person designated by the Board for this purpose. If verbal, the testimony shall be reduced to writing and thereafter retained by the church.
- B. Those persons desiring to join this church shall sign the Grace Church Membership Covenant, stating that they are in agreement with these Bylaws and subscribe to the Statement of Faith contained in the Articles of Incorporation which defines the doctrinal position and teaching of the church.

Section 4

RESPONSIBILITIES AND PRIVILEGES:

- A. Every member of the church is encouraged to attend its meetings, to work for its growth, to represent our Lord and church in the community, and to contribute regularly and according to his or her ability for its work in both its local and outreach programs.
- B. Members shall strive, with God's help, to keep their membership responsibilities. They shall hold their pastors and Elders in esteem and pray for them, as well as other officers of the church. They shall endeavor to preserve the unity of the church.
- C. Each member shall handle any grievance with any believer attending Grace Church or church staff under the directives of Matthew 5:23-24 and Matthew 18:15-17. No public complaint shall be heard until this course has been pursued. Any charges that are thereafter brought to the church shall be in writing, signed by at least two members in good standing, and submitted to the Elders.
- D. All members may voice their opinion on any subject even if their opinions are different than the opinion of the Senior Pastor, Elders, officers, or other members; but all things shall be done decently and in order, and with Christian concern. Any member of the church may address an issue he or she deems of importance to the Board of Elders by presenting the issue to the Board of Elders. If the issue(s) cannot be resolved and the member is still opposed to the practice or teaching of the church, he or she shall not seek to disrupt the fellowship but should either respect the decision of the Board or quietly withdraw from membership. A disorderly member may be subject to appropriate discipline by official action of the church pursuant to these Bylaws.
- E. Each member in good standing is entitled to one vote on each matter submitted to a vote of the members. There shall be no proxy, absentee or cumulative voting.

Section 5

CHANGE IN MEMBERSHIP STATUS: Membership in the church is a privilege and not a right. As a result, it is subject to changes as noted in these Bylaws, as amended from time to time.

- A. Voluntary: A member in good standing who wishes to withdraw from membership in the church in order to unite with another fellowship may request the Senior Pastor or his designee to send a letter to the other church that affirms the member's good standing status.
- B. Discipline: A member may lose certain privileges of membership, e.g. the privilege of voting, as a result of church discipline.

- C. Absenteeism: Should it become verified to the Board of Elders or staff that any member has been absent from the worship services of the church for a period of one year, without justifiable cause, the Board shall designate the member as inactive. This means the member will be removed from membership within six months unless he or she becomes active. To become active, the member must resume regular attendance, manifesting a sincere and cooperative spirit, or provide justifiable cause for the absence.
- D. Administrative Removal: When church staff establishes that a member has united with another church without notifying this church, the Board of Elders shall authorize the removal of the member from the membership roll.
- E. Death: The names of deceased members shall be removed from the active membership and placed on a memorial membership list.
- F. Withdrawal: A member in good standing and not under disciplinary action or review for disciplinary action may quietly withdraw from church membership by written request to the Board of Elders. Any member who is no longer willing to abide by these Bylaws or the Grace Church Membership Covenant has a duty to withdraw from membership. Any member who withdraws from membership is encouraged to communicate the reasons for withdrawal to the Board of Elders and otherwise to be discreet, having regard for the unity and peace of the church.

Section 6 **MEMBERSHIP IN GOOD STANDING**: Any member currently under discipline is not a member in good standing. In matters of discipline, the Board of Elders shall follow its established and published discipline policy.

Section 7 **EXAMINATION OF CHURCH ROLL**: The Board of Elders shall at least annually direct the church staff to examine the church membership roll and bring it up to date. The latest update prior to any meeting of members shall be used for the calculation of quorum or required voting percentages.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 **ANNUAL BUSINESS MEETING**: The Annual Business Meeting shall take place within 45 days of the end of the fiscal year. Unless the Board of Elders designates otherwise, the Annual Business Meeting shall be held at the principal office of the church in the State of Minnesota. The purpose of this meeting shall be to celebrate and give thanks for God's work in the church during the previous year, distribute the annual reports, elect elders, approve the annual budget, and consider any other such business as the Chair deems appropriate.

Section 2 SPECIAL MEETINGS: The Senior Pastor, Board of Elders or not less than ten percent (10%) of total voting membership may call a special meeting of the members at a place the Board of Elders designates. If no designation is made, the place of meeting shall be the principal office of the church in the State of Minnesota.

Section 3 NOTICE OF MEETINGS: Notice of the Annual Business Meeting or any Special Meeting shall be made from the pulpit at no less than two (2) previous Sunday services and appear in the worship folder on the Sunday preceding the meeting. The Senior Pastor, the Board of Elders or other persons calling the meeting shall deliver written or printed notice either personally or by mail to each member qualified to vote at such meeting, not less than five (5) nor more than twenty (20) days before the date of such meeting. Notices shall state the place, date, and hour of any meeting of members. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4 QUORUM: Except as otherwise provided in these Bylaws, ten percent (10%) of the total voting membership shall constitute a quorum at a meeting of members. If a quorum is not present at any meeting of members, the Chair shall adjourn the meeting. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members present may continue to transact business until adjournment, provided that no less than 5% of the total voting membership remain in the meeting to transact business.

Section 5 RULES FOR TRANSACTION OF BUSINESS:

- A. The Chair of the Board of Elders of the church shall preside at all meetings of the members. If the Chair is absent, the Vice-Chair or another Elder appointed by the Chair shall preside.
- B. The Senior Pastor or the Board of Elders shall present to the members normal matters of business.
- C. Unless otherwise specified in these Bylaws, a simple majority of members qualified to vote who are present at the meeting shall decide church action at meetings of members.
- D. The latest version of “Roberts Rules of Order” shall govern all meetings of members in all cases to which they are applicable, and in which they are consistent with the Bylaws or adopted special rules of order. The Chair shall appoint a knowledgeable person to act as Parliamentarian at each meeting of church members. If a procedural question arises in the course of a meeting, the decisions of the Parliamentarian shall be final.

- E. The members shall conduct all elections including that of the Senior Pastor by secret written ballot. All other voting may be done by the method called for by the person chairing the meeting.

**ARTICLE V
PASTORAL STAFF**

Section 1 **THE SENIOR PASTOR:** The Senior Pastor is to teach, encourage, protect, and lead the congregation entrusted to him in the power of the Holy Spirit and following the direction of the Word of God. The Senior Pastor shall equip the saints for the work of ministry.

- A. **Qualifications:** Any candidate for the Senior Pastor shall be an ordained pastor and meet the requirements of an elder as set forth in Article VI, Section 1.

- B. **Selection of a Senior Pastor:** Within 60 days after the office of Senior Pastor becomes vacant, or at such time as the Board of Elders and the then-current Senior Pastor may agree, the Board of Elders shall solicit applications from members willing to serve on a Pulpit Committee, from which the Board shall nominate at least nine (9) persons, two or more of whom shall be women and two or more of whom shall be men, to act as the Pulpit Committee. Applicants shall be members in good standing of the church. The names of the persons so nominated shall be announced to the membership which may, for a period of two weeks following the announcement, provide to the Elders comments on the suitability of any nominee(s) to serve on the Pulpit Committee. If an individual is found through Elder investigation to be unsuitable, the Elders will nominate and announce replacement(s) and allow an additional two week comment period. After the end of the last comment period, the members shall vote to confirm the slate of Pulpit Committee nominees for service at a meeting of the members. The Pulpit Committee shall remain in place until the installation of the Senior Pastor. If at any time three or more members of the Pulpit Committee are not able to perform their duties, the Board of Elders shall nominate replacements, provide for a two week comment period and call a special meeting of the members to confirm such persons, so that there will never be fewer than seven members of the Pulpit Committee.

- 1. The Pulpit Committee shall immediately assume its responsibility of assembling a list of prospective candidates, evaluating, screening, and interviewing prospective candidates, and of recommending to the Board of Elders the man whom they feel should be the candidate. The Pulpit Committee shall only recommend men who are ordained pastors and who conscientiously subscribe without mental reservation to the

Statement of Faith, Grace Church Membership Covenant, and the Bylaws of the church.

2. Upon affirmative vote of the Board of Elders, the Pulpit Committee shall arrange for the candidate to visit and preach in a church service or services. During this visit, members have the opportunity to question the candidate. The Board of Elders shall also interview the candidate.
3. After the candidate has preached to the congregation, the Pulpit Committee shall make its report and recommendation to the members and call a special meeting to vote on extending a call to the candidate. Twenty-five percent (25%) of the total voting membership shall constitute a quorum to extend a call to a Senior Pastor. A sixty-seven (67%) majority of the members qualified to vote who are present at the meeting shall be required to extend a call. Since only one (1) candidate shall be considered at a time, no more than three (3) weeks shall pass from the time that the candidate has preached until that candidate is notified of the members' decision.
4. The Pulpit Committee shall be responsible to notify the candidate of the vote, extend a call if the vote so warrants, and to make arrangements for compensation, expenses and any other terms and conditions of service to the church, subject to final Board of Elder approval. The call and acceptance shall be confirmed in writing. A candidate will be given at least ten (10) consecutive days to respond.

C. Duties of the Senior Pastor:

1. Upon assuming the pastoral duties, the Senior Pastor and wife shall automatically become members of the church and must thereafter meet the qualifications of a member in good standing throughout the term of the Senior Pastor's call. The Senior Pastor is required to submit to the Statement of Faith, Grace Church Membership Covenant, and agree to abide by these Bylaws.
2. The Senior Pastor shall preach regularly at the church services, administer the ordinances, and be a permanent voting member of the Board of Elders. The Senior Pastor shall have the oversight of the entire work of the church and shall perform the duties common to the office.

D. Term of Office of the Senior Pastor:

1. The Senior Pastor shall serve for an indefinite period of time with the right to terminate his services upon sixty (60) days prior written notice to the Board of Elders.
2. Formal accusations against the Senior Pastor shall be submitted in writing at an official meeting of the Board of Elders and shall not be considered unless supported by the testimony of at least two individuals (Matthew 18:15-17; I Timothy 5:19). If accusations are made against the Senior Pastor and this procedure is not followed, the accusers may be subject to church discipline. Should the Board of Elders determine that the Senior Pastor subscribes to doctrinal error or engages in conduct not becoming a Senior Pastor of the church, the Board of Elders, in brotherly love, shall attempt to correct him (Galatians 6:1). If the matter cannot be resolved, it shall be brought to the members in the manner described in the following paragraph.
3. If at any time the Board of Elders deems the Senior Pastor's performance or his relationship to the church unsatisfactory, the Board of Elders shall privately discuss such matters with the Senior Pastor and seek to solve the problem. If the relationship continues to be unsatisfactory and the Senior Pastor chooses not to resign, the Board of Elders shall call a special meeting and recommend to the members the appropriate action. A twenty-five percent (25%) quorum and a sixty-seven percent (67%) majority of the members qualified to vote who are present at the meeting shall be required for the dismissal of a Senior Pastor.
4. If the Senior Pastor is dismissed, he shall vacate the pulpit immediately, and discontinue all other pastoral duties.

E. Vacancy of the Office of the Senior Pastor:

Whenever the church is without a Senior Pastor, the Board of Elders shall assume leadership and fill the functions of a Senior Pastor. The Board of Elders shall:

1. Be responsible to supply the pulpit until such time as the office of Senior Pastor is filled.
2. Decide whether to recommend an interim pastor. Any occupant of the pulpit or interim pastor shall agree with the Statement of Faith.
3. Recommend a member of the pastoral staff or an Elder to coordinate pastoral ministries and be the chief administrator of the church when an interim pastor is not called and invested with the duties of a Senior Pastor.

Section 2

OTHER PASTORAL STAFF: According to the needs of the church and within the limits of the approved budget, other pastors shall serve as pastoral staff under the Senior Pastor's supervision. The Senior Pastor shall recommend appointment and termination of other pastoral staff, subject to Board of Elder approval.

- A. Unless otherwise designated, each Pastor shall be accountable directly to the Senior Pastor, who shall assign his duties.
- B. All members of the pastoral staff shall subscribe to the Statement of Faith, the Grace Church Membership Covenant, and agree to abide by these Bylaws. Upon failure to do so, the Pastor shall be deemed to have resigned.
- C. Upon assuming pastoral duties, the Pastor and his wife, if any, shall automatically become members of the church and must thereafter meet the qualifications of a member in good standing throughout the term of the Pastor's call.
- D. All pastors shall evidence a godly life. (James 3:1)

Section 3

MINISTRY STAFF: The Senior Pastor, or his designee, may appoint non-pastoral ministry staff according to the needs of the church and within the limits of the approved annual budget. Non-pastoral ministry staff shall serve at the discretion of the Senior Pastor.

- A. All ministry staff members shall be issued a ministerial license valid for the duration of that person's ministry appointment at the church.
- B. The Senior Pastor and the Board of Elders may license any member who has demonstrated a divine call to minister the gospel or serve the Lord through the church after an examination.
- C. All members of the ministry staff are required to subscribe to the Statement of Faith, the Grace Church Membership Covenant, and agree to abide by these Bylaws.
- D. All ministry staff shall evidence a godly life. (James 3:1)

Section 4

OTHER CHURCH STAFF: The Senior Pastor, or his designee, may appoint other church support staff according to needs of the church and within the limits of the approved annual budget. Church support staff shall serve at the discretion of the Senior Pastor.

**ARTICLE VI
BOARD OF ELDERS**

Section 1

QUALIFICATIONS OF ELDERS: The Board of Elders must be active male members of the church, in good standing, at least thirty (30) years of age, and shall have a lifestyle which demonstrates a growing relationship with Christ. The Elders shall possess mature judgment and unquestionable Christian character, be loyal to the Word of God, and devoted to the Lord Jesus Christ and to the spiritual welfare of the church. Their character shall reflect the requirements as stated in I Timothy 3:1-13 and Titus 1:6-9 and shall be manifested in faithful attendance at worship services of the church; they shall be separated unto God from the world, shall support the church with their tithes and offerings, be in faithful leadership in a Grace Church ministry, and agree to abide by these Bylaws.

Section 2

ELECTION OF ELDERS:

- A. The number of Elders shall be at least thirteen (13), including the Senior Pastor. In the event of a vacancy or vacancies, fewer than 13 Elders may serve until the next Annual Business Meeting or a special meeting called to elect replacements.
- B. Individuals considered for the office of Elder shall have been active members of the church for at least one year.
- C. In keeping with the biblical principle of II Timothy 2:2, at the Annual Business Meeting the Board of Elders shall be responsible to present candidates for confirmation for service on the Board of Elders as vacancies occur.
- D. The members shall elect Elders for one three-year term. Each Elder may serve two consecutive full terms, followed by at least two years off the Board before commencing another term. Board terms shall be staggered so that approximately one-third of the terms expire annually to provide continuity of Board function.
- E. An Elder's membership on the Board of Elders may be terminated as follows: (i) by withdrawal from membership of the Church; (ii) by voluntary resignation; (iii) by vote of a majority of the Board of Elders; or (iv) (as described in Section F immediately below) by a sixty-seven (67%) percent majority vote cast by members qualified to vote who are present at a duly called meeting of the members.
- F. Removal of an Elder pursuant to Section E (iv) above can occur only in the following manner: Formal accusations against an Elder shall be submitted in writing at an official meeting of the Board of Elders and shall not be considered unless supported by the testimony of at least two

individuals (Matthew 18:15-17; I Timothy 5:19). If accusations are made against an Elder and this procedure is not followed, the accusers may be subject to church discipline. Should the Board not remove the accused Elder, and the accused Elder chooses not to resign, members may call a special meeting of the members for a vote.

Section 3 AUTHORITY OF BOARD OF ELDERS: The Board of Elders shall fulfill responsibilities granted to them by the members through these Bylaws and are accountable for the total ministry of the church.

Section 4 SPIRITUAL DUTIES OF ELDERS: All Elders are servants of Christ and the church and should look upon their tasks as spiritual ministries for the Lord. The Board of Elders shall manage and shepherd the church by teaching biblical truth (Titus 1:9); modeling Christ-like behavior (1 Tim. 3:2); maintaining doctrinal purity (Acts 20:29-30); disciplining unruly believers (Gal. 6:1); praying for those who are ill (Jas. 5:13-15); providing redemptive care and supervision to the Senior Pastor; assisting the pastoral staff with the spiritual, physical, material and social needs of the congregation; developing future spiritual leaders (II Tim. 2:2); promoting missions; seeking to discern the will of God respecting vision and direction; long-range planning; and overseeing financial matters (Acts 11:30).

Section 5 BUSINESS RESPONSIBILITIES: As required by law, the Elders act as directors of the corporation, responsible for managing the business affairs and operations of the church, including but not limited to the admission of new members; general supervision and distribution of all charities of the church; maintenance of all church property and grounds; the collection, counting and deposit of all receipts; commissioning an annual audit of all church finances; adopting operational policies; and the distribution of an annual financial report to the members. The Board of Elders may delegate to the staff business and financial responsibilities as deemed appropriate. Within the annual operating budget of the church, the Board of Elders shall be authorized to enter into contracts; sign leases; incur debt not to exceed fifteen percent (15%) of the church annual operating budget; buy or sell ancillary property; restructure and refinance current indebtedness; and engage in other financial and business activities related to the general operation of the church.

Section 6 BUSINESS JUDGMENT:

- A. An Elder shall perform his duties as an Elder in good faith, in a manner the Elder reasonably believes to be in the best interests of the church and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances. In performing such duties, an Elder shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by; (i) officers or employees of the church whom the Elder reasonably believes to be reliable and competent in the matter

presented; (ii) counsel, public accountants, or other persons as to matters that the Elder reasonably believes are within the person's professional or expert competence; or (iii) a committee of the Board upon which the Elder does not serve, duly established in accordance with these Bylaws and applicable law, as to matters within its designated authority if the Elder reasonably believes the committee to merit confidence.

- B. In discharging their duties and determining what is in the best interests of the church, Elders may consider the effects of any action upon members, regular attendees, employees, suppliers, and creditors of the church, the economy of the state and nation, community and societal considerations, and the long-term as well as short-term interests of the church.
- C. Except for breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an Elder or any failure to take action shall be presumed to be in the best interests of the church.

ARTICLE VII MEETINGS OF ELDERS

Section 1 **REGULAR MEETINGS:** The Board of Elders shall establish a time and place for a regular meeting without other notice. Regular meetings shall be held at the principal office of the church in the absence of a designation to the contrary.

Section 2 **SPECIAL MEETINGS:** Notice of any special meeting of the Board of Elders shall be given at least five (5) days prior to the meeting date, by written notice delivered personally or sent by regular mail or electronic mail to each Elder at his address as shown by the records of the church. The presence of any Elder at any meeting shall constitute a waiver of notice of such meeting, except where an Elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3 **QUORUM:** Sixty-seven (67%) of the Elders shall constitute a quorum for the transaction of business at any meeting of the Board of Elders; but if less than a quorum of the Elders are present at any meeting, a majority of the Elders present may adjourn the meeting.

Section 4 **VOTING:** Decisions of the Board of Elders shall require a seventy-five percent (75%) majority vote of the members present at the meeting.

Section 5 **ACTION WITHOUT A MEETING:** Any action that could be taken at a meeting of the Board of Elders may be taken without a meeting when authorized in writing or electronic mail by all of the Elders. The written action is effective when signed

by all of the Elders unless a different effective time is provided in the written action.

Section 6 **CONFERENCES:** A conference among Elders, or among members of any committee designated by the Board of Elders, by any means of communication through which all the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board of Elders, or the committee, provided the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

Section 7 **COMPENSATION:** Elders shall not receive any compensation for their services. Nothing in these Bylaws precludes any Elder from serving the church in any other non-compensated capacity. Paid full-time employees of the church may not serve as Elders with the exception of the Senior Pastor.

ARTICLE VIII OFFICERS

Section 1 **OFFICERS:** The officers of the church shall be a chair, vice-chair and secretary of the Board of Elders, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Elders may elect or appoint other officers as it deems desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Elders. The same person may hold any two or more offices except that one person may not be chair and vice-chair at the same time.

Section 2 **ELECTION AND TERM OF OFFICE:** As soon as possible following the Annual Business Meeting, the Board of Elders shall annually elect the officers of the church. The Board of Elders may create and fill new offices at any meeting. Each officer shall hold office for a one (1) year term or until his successor is duly elected and takes office.

Section 3 **REMOVAL:** The Board of Elders may remove any elected or appointed officer whenever in its judgment removal is in the best interests of the church.

Section 4 **VACANCIES:** The Board of Elders may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise for the unexpired portion of the term.

Section 5 **POWERS AND DUTIES:** The officers shall have the powers and perform the duties as the Board of Elders directs. In the absence of specific directives, each officer shall have the power and authority and shall perform and discharge the duties of the offices of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as the church.

**ARTICLE IX
COMMITTEES AND CHURCH MINISTRIES**

Section 1 **COMMITTEES:** The church shall have a Missions Committee and a Finance Committee and may have other standing and temporary committees as the Board of Elders deems necessary.

Section 2 **CHURCH MINISTRIES:** The church may establish, operate and maintain various ministries, as the Board of Elders desires and approves. All such ministries are integral parts of the church and shall not utilize personnel nor follow procedures that are contrary to the church's Statement of Faith or these Bylaws. The pastoral staff shall supervise such ministries. The Board of Elders may vote at any time to suspend any ministry activity. All ministry leaders shall be members in good standing of the church. Any ministry leader ceasing to be a member of the church shall immediately forfeit the leadership in any church ministry and shall return all records, properties, or assets thereof to the church.

**ARTICLE X
ORDINATION; LICENSING**

The members may from time to time ordain pastors and license full-time Christian workers for service.

Section 1 **ORDINATION:** Ordination to the pastoral ministry at the church is member recognition and confirmation of God's clear call on certain men for fully committed lifelong service as pastors in the church.

A. Requirements for Ordination. Any candidate for ordination shall:

1. Serve on the pastoral staff at the church, or be a member in good standing who has been involved for at least two years in a church supported sending ministry;
2. Meet the Scriptural requirements for leadership in the church described in I Tim. 3:1-13 and Titus 1:6-9;
3. Agree with the Statement of Faith of the church;
4. Be able to articulate a theological defense for each part of the Statement of Faith and be knowledgeable in the Scriptures;
5. Exhibit the spiritual, emotional and psychological giftedness, maturity, and disposition needed to fulfill and adorn the office of pastor; and

6. Demonstrate basic spiritual disciplines of prayer, consistent devotional life, study of the Word of God, financial stewardship and evangelism.
- B. Procedure of Ordination. Ordination is completed upon the satisfaction of the following:
1. Personal discipleship of the candidate by the Senior Pastor to the satisfaction of the Board of Elders.
 2. Examination of the candidate by a council comprised of members from the church and other churches of like faith and practices invited for that purpose by the Senior Pastor.
 3. Public ordination service.

Section 2 LICENSING: The Elders shall license for ministry those men and women who have been appointed to the ministry staff to teach or use the Scriptures in the performance of their duties, positions of leadership or program administration.

**ARTICLE XI
AMENDMENTS**

Section 1 PROCEDURE: These Bylaws may be amended when deemed necessary. Any amendment or additional articles shall be submitted in writing to the Senior Pastor and the Board of Elders and, if approved, be presented to the members at a special meeting called in accordance with these Bylaws. If the submission is not approved or requires revision, the Board of Elders shall reply to the submitter within sixty (60) days, giving reason(s) for their action(s).

Section 2 GOVERNING RULES: The following rules shall govern the adoption of amendments at a meeting of members called for this purpose:

- A. Any amendments shall require a sixty-seven percent (67%) majority vote of members qualified to vote who are present at the meeting.
- B. Voting shall be by secret written ballot.
- C. Amendments approved shall become effective immediately unless a different effective time is provided by action of the members.

**ARTICLE XII
DISPOSITION OF CHURCH PROPERTY**

Section 1 DISSOLUTION: The Board of Elders, in the name of the church, shall hold and administer title of all real estate and personal property acquired by purchase, deed,

gift, transfer, inheritance, or other conveyance. If the church is ever dissolved, the church properties will transfer only to a church or nonprofit religious corporation recognized by the Internal Revenue Service as one organized exclusively for religious purposes. Dissolution may occur by a sixty-seven percent (67%) majority vote of the members qualified to vote who are present at the meeting of the members.

Section 2 **NO PECUNIARY GAIN:** The church shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the church shall inure to the benefit of, or be distributable to, its members, elders, officers or other private persons except that the church shall be authorized and empowered to pay reasonable compensation for services rendered and to administer temporary aid to a member or members out of its benevolence fund(s).

Section 3 **CONSOLIDATION:** Any consolidation with another church of like faith and practice shall be approved by a sixty-seven percent (67%) majority vote of the members qualified to vote at a meeting of the members.

ARTICLE XIII PROPERTY TRANSACTIONS

The Board of Elders shall call a special meeting for member approval prior to constructing a building or acquiring or selling real estate.

ARTICLE XIV BOOKS AND RECORDS

The church shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Elders and committees having and exercising any of the authority of the Board of Elders, and shall keep at the principal office a record giving the names and addresses of the members qualified to vote. All non-confidential books and records of the church may be inspected by any member, provided the member gives reasonable notice to the Secretary of the Board of Elders prior to the inspection.

ARTICLE XV CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 **CONTRACTS:** Consistent with the provisions of these Bylaws, the Board of Elders may authorize any officer or officers, agent or agents of the church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the church, and such authority may be general or may be confined to special instances.

Section 2 **CHECKS, DRAFTS, OR ORDERS:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the church, shall be signed by such officer or officers, Elder, agent or agents of the

church, and in such manner as the Board of Elders shall determine. In the absence of such determination, the Senior Pastor shall sign such instruments, countersigned by the chair of the Board of Elders.

Section 3 **DEPOSITS:** All funds of the church shall be deposited promptly to the credit of the church in such banks, trust companies, or other depositories as the Board of Elders may select.

Section 4 **GIFTS:** In keeping with current tax regulations, the Board of Elders may accept on behalf of the church, contributions, gifts, bequests, or devises for any legal purpose of the church.

ARTICLE XVI CORPORATE SEAL

The church shall not have a corporate seal.

ARTICLE XVII INDEMNIFICATION

Section 1 As a church incorporated in the State of Minnesota, to the full extent permitted by Minnesota Statutes, as amended from time to time, or by other provisions of law, every Elder or officer of the church or other person who has undertaken or is about to undertake any action on behalf of the church or any organization controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the church, from and against all costs, charges and expenses whatsoever which such Elder, officer or other person sustains or incurs in or about any action, suit, claim or proceedings that is brought, commenced or prosecuted against said person, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by said person, in or about the execution of the duties of his or her office or in respect of any such action; and all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

Section 2 The indemnification provided by this Article shall continue as to a person or entity that has ceased to be an officer or Elder and shall inure to the benefit of the heirs, executors, administrators, and estate and effects, respectively, of such indemnified party.

Section 3 The church may purchase and maintain insurance on behalf of any indemnified party against any liability asserted against or incurred by such party in such capacity; provided that no indemnification shall be made under any policy of insurance for any action that could not be indemnified by the church under this Article.

**ARTICLE XVIII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the church, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

These articles are hereby adopted as the Amended and Restated Bylaws of GRACE CHURCH effective as of the date set forth herein.

Dated: _____

Original On File
Secretary

Revised: 12.01.2004

January 27, 2005