

**Article 1
Location of Offices**

The name of this Corporation is Grace Church (sometimes hereinafter referred to as “the Corporation” or “the church.”). It is a Colorado nonprofit religious corporation with its principal offices in Greeley, Colorado.

**Article 2
Purpose**

This Corporation is organized exclusively for religious purposes (including charitable purposes common to a pastoral church ministry as defined by Scripture). Our commission is summarized in Matthew 28:18-20.

**Article 3
Confession of Faith**

The Confession of Faith of the church is that which is commonly known as The Baptist Confession of Faith of 1689, as interpreted and applied by the Board of Elders.

**Article 4
Corporate Membership**

Section 1. Corporate Directors

The Corporate Directors, if any, on file with the State of Colorado, shall consist of a President, Secretary, and Treasurer.

The office of Corporate President shall be held by the Chairman of the Board of Elders.

The Corporate Secretary shall be appointed by the Board of Elders. The office of Corporate Secretary may be, but is not required to be, held by the Secretary of the Board of Elders.

The Corporate Treasurer shall be appointed by the Board of Elders and shall be responsible for the financial accounting in the church as described more fully in Article 7.

Section 2. Members of the Church

The Corporation as a legal entity shall have no members. However, at the discretion of the Board of Elders, the Corporation may use the term “member” for those who agree to the membership covenant of the church. “Member” in that sense shall refer only to affiliation with the spiritual purposes of the church and shall not confer any legal privilege to act in a corporate capacity, vote for the election of corporate officers, participate in any decision on corporate dissolution or the disposition of corporate assets, or participate in any decision on changes to the Corporation’s Articles, By-laws, or Confession of Faith.

**Article 5
Church Membership**

Section 1. Purpose of the Fellowship

Those individuals who applied for church membership and have been duly accepted shall constitute a spiritual body, an assembly the New Testament identifies as a church, united for the spiritual purposes set forth in these Bylaws.

Section 2. Active Membership

Church membership in Grace Church shall be open to all persons who give credible testimony of conversion to Christ and who have undergone believer’s baptism.

Section 3. Membership Privileges

Church membership shall not vest anyone with any voting or proprietary rights in the Corporation, but shall entitle the church member to participate in a meeting of church members on those matters that the Board of Elders chooses to submit to the church membership for participation or affirmation. In such cases, attendance privileges are restricted to church members who are in good standing, who are not under any disciplinary action, and who have attended regularly over the preceding year.

The Board of Elders, at its sole discretion, may choose to exclude any person from a church meeting if the elders deem it advisable for the orderly conduct of the meeting.

Membership shall not be assignable inter vivos by any church member, nor shall that membership vest to any personal representative, heir, or devisee.

Section 4. Applications for Membership

Anyone wishing to apply for membership shall notify an elder or any individual designated by the Board of Elders to facilitate membership inquiries. Applicants shall be given a membership packet, which includes a membership/baptism packet, a copy of the church's Confession of Faith and Bylaws, and supplementary articles.

To be received into membership, applicants shall (1) provide credible testimony of their conversion to Christ; (2) have undergone believer's baptism; (3) agree in writing that they will (a) support and abide by the Confession of Faith and the Bylaws and (b) manifest biblical submission to the church and its elders; and (4) covenant with the church publicly at a scheduled member meeting.

Section 5. Denial of Membership

If, upon review of an application for membership the Board of Elders, in its sole discretion, determines that the applicant should not be received into membership, membership shall be denied. The decision made by the Board shall be final and there shall be no appeal to any legal, secular, or ecclesiastical authority.

Section 6. Admission of Applicants

Applicants admitted to membership shall present themselves at a worship service designated by the Board of Elders, at which service such applicants shall publicly affirm their membership covenant and be publicly acknowledged and received as church members. This is the membership covenant of Grace Church:

Do you believe the Holy Bible (66 books of Old and New Testaments) to be the inspired, inerrant, and all-sufficient Word of God, and is the only authoritative standard of faith and practice?

Do you confess yourself to be a sinner, that you have offended a holy God, and that the just reward for your sin is the wrath of God and eternal death?

Do you confess Jesus Christ as the only Savior, and trust Him alone as your Savior and Lord?

Do you repent of your sin and commit, by God's grace, to mortify sin, forsake the world, and follow Jesus Christ as Lord?

Do you agree to submit to Jesus Christ by submitting to the membership and elders of Grace Church, and to heed the church's instruction, reproof, correction, and discipline?

Do you agree, as a faithful steward of Jesus Christ, to minister to this local body of believers by attending regularly, praying faithfully, serving cheerfully, and giving sacrificially of your love, talents, time, money, and resources?

Section 7. Responsibilities of Members

Church members shall regularly attend the scheduled worship services of the church, support the church financially as their means allow, pray for the leadership and ministries of the church, exercise their spiritual gifts for the mutual benefit of all the church body, cultivate biblical godliness in their homes and private lives, and manifest biblical submission to the church and its elders.

Section 8. Church Discipline

Church discipline is a biblical process designed to address unrepentant sin which becomes known in the church body.

(a) The threefold purpose of church discipline is to (1) glorify God by maintaining purity in the local church (1 Corinthians 5:6), (2) edify believers by deterring sin (1 Timothy 5:20), and (3) call the offending believer to repent and return to a biblical standard of doctrine and conduct (Galatians 6:1).

(b) Members of this church who contradict the Confession of Faith or engage in unrepentant sin as determined by the church and its elders, are subject to church discipline according to Matthew 18:15-18.

In keeping with Matthew 18:15-17 and Galatians 6:1-2, church members who have knowledge of another member's contradiction of the Confession of Faith or unrepentant sin may warn the individual in private and seek his or her repentance and restoration. If the erring individual does not heed this warning, then the warning church member may go to the erring individual accompanied by one or

two other members and again seek his repentance and restoration. The accompanying members shall serve as witnesses to the discussion. These first and second warnings should be separated over time.

If the erring individual still refuses to heed this warning, then the matter shall be brought to the attention of the Board of Elders (or a duly appointed elder or committee of elders). If the elders determine that there is corroborating evidence that the erring individual is contradicting the Confession of Faith or is otherwise sinning and refusing to repent, the elders may inform the church at a regularly scheduled worship service in order that the church may call the erring individual to repentance.

If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then the church shall dismiss the individual from membership and/or the fellowship of the church at a regularly scheduled worship service.

The erring individual may be restored to membership only upon demonstration of repentance, received at the discretion of the Board of Elders, and upon such conditions as the Board of Elders determines acceptable. The decision made by the Board shall be final, and there shall be no appeal to any legal, secular, or ecclesiastical authority.

(c) Nothing in the foregoing shall restrict the discretion of the elders to proceed directly to the third stage of church discipline (i.e., informing the church at a regularly scheduled worship service so that the church may call the erring individual to repentance) or to the fourth stage of church discipline (i.e., the dismissal from membership and/or the fellowship of the church), if in the sole discretion of the Board of Elders the issue is (1) public and has the potential to bring reproach on the gospel, or (2) the disciplined party has disseminated doctrine which contradicts the Confession of Faith in disregard of the direction of the church and its elders.

(d) Individuals whom the Board of Elders deem guilty of factious and divisive conduct may also be subject to dismissal from membership and/or the fellowship of the church in accordance with Titus 3:10-11. The approach to such individuals shall be handled according to the sole discretion of the Board of Elders. The

decision made by the Board shall be final and there shall be no appeal to any legal, secular, or ecclesiastical authority.

- (e) The members of this church, those applying for membership in the church, and all other individuals who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of dismissal from the church or because of statements made in the course of church discipline.
- (f) Church membership is granted only on the condition that the individual forfeits and waives the right to resign from membership if he or she is approached by church members or elders regarding a matter subject to church discipline. Resignations from membership are possible only by church members who are in good standing and who are not under the process of church discipline.
- (g) Separate and apart from the process of church discipline, and at the sole discretion of the elders (or an individual appointed by the elders), any individual, including a church member, may be notified that he or she is not to be present on church premises for such a period of time as is deemed necessary for the physical or spiritual well-being of others on the church premises. Such required absence may, but need not, be concurrent with church discipline of that person.
- (h) Separate and apart from the process of church discipline, the name of any church member who has not attended a worship service for a period of three months or longer may be removed from the membership rolls at the sole discretion of the elders.

Section 9. Special Meetings

Special meetings of church members may be called at any time by the Pastor-Teacher, the Chairman of the Board of Elders, or by two-thirds of the members of the Board of Elders.

Section 10. Notice of Meetings

Notice of special meetings shall be announced from the pulpit at least seven (7) days prior to the meeting and shall also be published in the regular church bulletin on the Sunday immediately preceding the meeting.

Section 11. Quorum

At all meetings of church members, the church members present shall constitute a quorum for the transaction of business.

Section 12. Voting Rights

Church members do not constitute a body with authority over the Board of Elders. They cannot conduct a binding vote of any kind on any doctrinal, pastoral, operational, or financial matter of the church, nor pass resolutions binding upon the church. All such authority resides in the Board of Elders. Church members also shall not have any equity in the real property of the Corporation, or rights to vote on its disposal.

Section 13. Dual Membership

At the sole discretion of the Board of Elders, the Board may allow dual membership to certain individuals in certain cases (e.g., students, military personnel, missionaries).

Section 14. Termination of Membership

Termination of Grace Church membership will occur for members who die and “graduate” to heaven, and may occur for members in good standing who undergo a change in geographical location or doctrinal conviction. Members in good standing who desire to resign their membership at Grace Church must do so in writing to an elder or pastor, and may be required to explain the change in circumstances or situation at a scheduled meeting. Approval of resignation is subject to elder approval and congregational affirmation.

**Article 6
Elders**

Section 1. Powers

All the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Elders, which is responsible for shepherding and exercising oversight of the flock. Without prejudice to such general powers, but subject to these same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated by these Bylaws:

- (a) To select or remove the Corporate Directors; to select and remove all officers, agents, pastors, and employees, and to prescribe such duties for them consistent with the Scriptures, civil authority, the Articles of Incorporation, or these Bylaws; and fix the terms of their offices and their compensation.

- (b) To make such disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation, to conduct, manage, and control the activities and affairs of the Corporation, and to make such rules and regulations as they may deem best for the operation of the Corporation.
- (c) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.
- (d) To establish policies and practices for the church consistent with the purposes of this Corporation.
- (e) To assist the Pastor-Teacher in the administration of the ordinances of baptism and communion. Current elders in good standing are also authorized to solemnize marriages.
- (f) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- (g) To apply any financial proceeds from church collections or activities to further the purposes of the Corporation.

Section 2. Number of Elders

The number of elders at any given time shall be determined by the existing Board of Elders.

Section 3. Nomination, Selection, and Tenure of Office

The Board of Elders may appoint additional elders at its sole discretion, with the advice of church membership, as deemed appropriate by the Board of Elders. The Board of Elders shall announce elder candidates to the church body for a period of review, as determined by the Board of Elders, and submit elder candidates to the church for a vote of affirmation.

Newly appointed elders shall assume office at a time determined by the existing Board of Elders. Elders shall serve for one-year terms without limitation on the number of consecutive terms, provided they maintain the biblical qualifications for the office as described in the next section.

The elders may appoint a Chairman, Vice-Chairman, Secretary, and Treasurer of the Elder Board in their sole discretion, with duties to be defined from time to time by the elders.

Section 4. Qualification

The office of elder is limited to men who are active members of the church and possess the biblical qualifications described in 1 Timothy 3:1-7 and Titus 1:5-9.

Section 5. Duties

The elders perform duties for the church in three categories: ministry of the Word, oversight of the church, exemplifying Christian character.

Section 6. Resignation

An elder may resign by giving written notice to the Pastor-Teacher or the Chairman of the Board.

Section 7. Removal of Elders

An elder may be removed from office if he is found to be physically or mentally incapacitated or biblically disqualified after investigation by the elders. If an elder is removed because of sin that is deemed sufficient to disqualify him from the office, the remaining elders may rebuke him publicly if the remaining elders deem such action to be biblically warranted in accordance with 1 Timothy 5:20.

Section 8. Regular Meetings

Regular meetings of the Board of Elders shall be held at such times and places as determined by the Board. At its sole discretion, the Board of Elders may at any time designate a portion of a regular meeting to be open to church members for observance or participation.

Section 9. Special Meetings

Special meetings of the Board of Elders may be called at any time by the Pastor-Teacher, Chairman, or by two-thirds of the members of the Board of Elders.

Section 10. Notice of Special Meetings

Special meetings of the Board shall occur with a minimum notice of forty-eight (48) hours given personally by telephone, text, email, or similar means of communication. Notice may be waived with consent of all the current elders.

Section 11. Quorum

Except as otherwise provided herein, a majority of the elders currently serving shall constitute a quorum. The act or decision done or made by the elders present at a regular or special meeting duly held at which a quorum is present shall be the act of the Board of Elders.

Section 12. Participation in Meetings Remotely

Members of the Board may participate in a meeting through use of remote communication devices (e.g., conference telephone, Web-based service), so long as all members participating in such meeting can hear one another.

Section 13. Adjournment

A majority of the elders present may adjourn any elders' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent elders if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the elders who were not present at the time of the adjournment.

Section 14. Rights of Inspection

Every elder shall have the right, upon reasonable notice, to review all books, records, and documents and to inspect the physical properties of the Corporation of which such person is an elder, for a purpose reasonably related to such person's interest as an elder.

Section 15. Decisions of the Board of Elders

Decisions of the elders shall be reached after prayerful consideration by unanimous consensus in a spirit of humility, with each elder regarding one another before himself.

Section 16. Committees

Committees of the Board may be appointed by resolution of the Board. Committees shall be composed of two or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Elders.

Section 17. Fees and Compensation

Elders shall not receive any stated or fixed salary for their services, except for pastors serving as paid staff. However, nothing herein contained shall be construed to preclude elders from serving in any other capacity and receiving compensation in that capacity.

Article 7 Deacons

Section 1. Deacons

The Board of Elders may, at its sole discretion, appoint biblically-qualified deacons to serve as agents of the elders in the administrative, operational, and practical care of the church.

Section 2. Number of Deacons

The number of deacons at any given time may vary, according to need, at the sole discretion of the Board of Elders.

Section 3. Nomination, Selection, and Tenure of Office

The Board of Elders may appoint deacons at its sole discretion, with the advice of church membership, as deemed appropriate by the Board. The Board of Elders shall announce deacon candidates to the church body for a period of review, as determined by the Board of Elders, and submit deacon candidates to the church for a vote of affirmation.

Newly appointed deacons shall assume office at a time determined by the existing Board of Elders. Deacons shall serve for one-year terms without limitation on the number of consecutive terms, provided they maintain the biblical qualifications for the office as described in the next section.

Section 4. Qualification

The office of deacon is limited to men who are active members of the church, possess the biblical qualifications described in 1 Timothy 3:8-13, and have proven to be faithful.

Section 5. Duties

The deacons perform such duties as designated by the elders, serving as agents of the elders in the shepherding oversight of the church and in providing practical care.

Section 6. Resignation

A deacon may resign by giving written notice to the Pastor-Teacher or the Chairman of the Board.

Section 7. Removal of Deacons

A deacon may be removed from office if he is found to be physically or mentally incapacitated, or biblically disqualified after investigation by the elders.

Section 8. Meetings

Deacons may meet together on a regular or on an as-needed basis, according to the discretion of the deacons and in submission to the authority of the elders.

Section 9. Fees and Compensation

Deacons shall not receive any stated or fixed salary for their services.

**Article 8
Other Offices**

Section 1. Election

Any church officers shall serve at the pleasure of the Board of Elders. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be elected and qualified.

Section 2. Subordinate Officers

The Board of Elders may appoint, and may empower the Chairman to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws, or as the Board of Elders may from time to time determine.

Section 3. Removal and Resignation

Any officer may be removed upon disqualification as determined by the Board of Elders. Any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Pastor-Teacher or the Chairman of the Board of Elders. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur, and are not required to be filled on an annual basis.

Section 5. Inability to Act

In the case of absence or inability to act of any Corporate Director, officer of the Corporation, or any person herein authorized to act on behalf of the Corporation, the Board of Elders may from time to time delegate the powers or duties of such person to any other officer or person whom the Board may select.

Section 6. Chairman of the Board of Elders

The Chairman of the Board of Elders shall be the President of the Corporation and shall, subject to the oversight of the Board of Elders, have general supervision of the activities of the Corporation and the Corporate Directors. He shall preside at all meetings of the Board of Elders, which are to be conducted according to scriptural principles. He shall be an ex officio member of all the standing committees, if any, and shall have powers and duties as may be prescribed by the Board of Elders or the Bylaws.

Section 7. Secretary of the Board of Elders

The Secretary of the Board of Elders (not to be confused with the Corporate Secretary) shall keep minutes of all meetings of the Board of Elders. The Secretary of the Board of Elders shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board. The Secretary of the Board of Elders shall be responsible to keep, or cause to be kept, a church membership register showing the names of church members and their addresses.

Section 8. Treasurer

The Treasurer shall ensure the stewardship of the physical and financial resources of the Corporation. The Treasurer shall ensure that all financial activities and transactions are consistent with these Bylaws and are above reproach in the eyes of the Board of Elders, the church membership, and civil authority.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any elder. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Elders. He shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Elders, shall render, or cause to be rendered, to the Chairman and the elders, whenever they request it, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders. He shall make, or cause to be made, regular financial reports that accurately reflect the financial condition of the Corporation.

Article 9
Ordination, Licensing, and Commissioning

Section 1. Ordination

Ordination refers to the unanimous recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. The Board of Elders shall announce ordination candidates to the church body for a period of review, as determined by the Board of Elders, and submit ordination candidates to the church for a vote of affirmation.

Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office. Eldership is limited to those who have adequate training for ministry and are regularly preaching the Word at the time of their ordination.

Article 10
Pastor-Teacher

Section 1. Election

The Pastor-Teacher shall be selected and confirmed by the Board of Elders at its sole discretion, and affirmed by the membership. He shall remain in office an indefinite period of time subject to the following reservations: the elders reserve the right to dismiss the Pastor-Teacher upon giving him a minimum one month's written notice of its intention to dismiss. The Pastor-Teacher must give a minimum

one month's notice if he intends to resign. The time limit of a Pastor-Teacher's resignation or dismissal is subject to a lesser time if by mutual agreement between the Pastor-Teacher and the remaining elders.

Section 2. Duties

The Pastor-Teacher shall be a member of the Board of Elders and accountable to the church and its elders. The Pastor-Teacher shall arrange for and conduct all public and regular services of the church and shall be responsible for general oversight of the spiritual welfare of the church. If there is not a Pastor-Teacher currently serving, the Board of Elders shall be responsible to arrange for the public and regular services of the church.

Article 11 Other Provisions

Section 1. Endorsement of Documents, Contracts

The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Elders, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, deed, conveyance, and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, when signed jointly by the (1) the Corporate President and (2) the Corporate Treasurer, shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the counter party or counter parties that the signing officers had no authority to execute the same.

Section 2. Instruments in Writing

All checks, drafts, demands for money and notes of the Corporation and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as the Board of Elders may from time to time by resolution designate.

Section 3. Amendments

These Bylaws may be amended and new and additional Bylaws may be made from time to time by the Board of Elders in the exercise of the power granted by these Bylaws.

Any proposed amendments to the Bylaws shall be introduced at a regularly scheduled elders' meeting for consideration and discussion. To facilitate notice and deliberation, amendments may not be brought to a vote at the same meeting in which they are introduced.

Section 4. Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

Article 12

Receipt, Investment, and Disbursement of Funds

Section 1. Receipt of Funds

The Corporation shall receive all monies or other properties transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation as shown by said Articles.

Section 2. Investment and Disbursement of Funds

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

Article 13

Corporate Records and Reports

Section 1. Records

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business.

Section 2. Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each calendar year.

**Article 14
Dissolution**

Upon dissolution of this Corporation, the Board of Elders shall cause the assets herein to be distributed to another Corporation with purposes similar to that identified in Article 2 of these Bylaws and Article 2 of the Articles of Incorporation as amended.