

**BYLAWS
GRACE FIRST BAPTIST CHURCH, INCORPORATED
SAN ANTONIO, TEXAS**

These Bylaws will supersede all Bylaws ratified prior to the date of ratification of this document.

Ratification date: January 10, 2011

WHEREAS, Grace First Baptist Church, Incorporated (or “Church” or “Church Body”), was originally organized on June 6, 1975 and held its first worship service on June 22, 1975;

WHEREAS, Grace First Baptist Church, Incorporated, was incorporated on March 14, 1985;

WHEREAS, these Bylaws were first implemented and ratified on March 14, 1985, and later amended and re-ratified on several occasions, including most recently in July 2000 and on May 14, 2007; and

WHEREAS, the members of Grace First Baptist Church, Incorporated, desire to again amend and ratify these Bylaws to further ensure their effectiveness and reliability;

NOW, THEREFORE, beginning with its legal adoption thereof, we, the Church Body of believers of Grace First Baptist Church, Incorporated, shall be governed by the following Bylaws:

ARTICLE I

NAME

The name of the corporation shall be Grace First Baptist Church, Incorporated, of San Antonio, Texas and shall be a religious corporation incorporated under the laws of the State of Texas. The central office shall be located at 2514 Observation Drive, San Antonio, Texas 78227.

ARTICLE II

PURPOSE

The purpose of this corporation is to:

- a. Worship God according to the Holy Bible, primarily the King James Version.
- b. Promote the religious, civic, educational, and personal development of Church members and the community at large as they relate to Christian teaching in accordance with the Holy Bible.

- c. Seek to fulfill this calling through worship services, through a program of Christian nurture by which our members may be built up in their faith and love, through proclamation of the Gospel by word and deed, and through ministering to human need in the name of Jesus Christ.

ARTICLE III

DOCTRINAL STATEMENT

Grace First Baptist Church, Incorporated, believes the Holy Bible is the infallible, all-sufficient, inspired Word of God and the authority in matters of faith, doctrine, and Christian living.

We believe there is one God eternally existent in three persons: Father, Son and Holy Spirit.

We believe in the deity of Christ; His virgin birth; His shed blood for our atonement; His bodily resurrection; His ascension into Heaven there to be our intercessor; His lordship over all creation.

We believe that man was created in the image of God but fell into sin, perpetuated to all his descendants, and thus all people are universally sinful by nature and by choice and therefore lost. All men are sinners and have within themselves no possible means of salvation without Christ.

We believe that the Holy Spirit convicts of sin, makes believers children of God through the new birth, assures them of Heaven, and by His indwelling enables Christians to live a godly life.

We believe in salvation by grace through faith; that salvation is the free gift of God, not by any virtue or works of man, but received only by personal faith in the Lord Jesus Christ as personal Lord and Savior; and all true believers possess the gift of eternal life, a perfect righteousness, childship in the family of God, and the divine guarantee that they shall never perish.

We believe that Satan exists; that he was defeated and judged at the cross, and therefore his final doom is certain.

We believe in the second coming of Christ; the time being unrevealed but always imminent; that when He comes He will first by resurrection of the dead and the translation of the living remove from the earth His waiting church; then pour out the righteous judgments of God upon the unbelieving world; then afterwards, with His church, establish His glorious and literal kingdom over all the nations.

We believe in the priesthood of all believers, that Christ is our Great High Priest and through Him every born-again person has direct access into God's presence without the need of a human priest; that the believer has the right and responsibility personally to study and interpret the Scriptures guided by the Holy Spirit.

We believe that a New Testament church is an organized body of born-again baptized believers practicing scriptural ordinances and actively engaged in fulfilling the Great Commission.

We believe the two scriptural ordinances given to the local church are baptism by immersion of believers only, and the Lord's Supper to be partaken of by obedient Christians as a memorial of His suffering and death on the Cross.

We believe in the separation of church and state and the autonomy of the local church; that the state shall make no law regarding the establishment of religion or the free exercise thereof; that this church shall manage its own affairs and shall not be subject to any other religious body or organization; that God has ordained both the church and the state, and has delegated authority to each; the authority of one must not interfere with the other; however, this does not mean that the state is to be non-religious nor does it mean that the church and its members may not be involved in the political processes of this nation.

ARTICLE IV

BAPTIST CHURCH COVENANT

Grace First Baptist Church, Incorporated, also has adopted the following covenant as a means by which its members may express their intent to accept the lordship of Jesus Christ in the affairs of daily life:

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the name of the Father, and the Son and Holy Ghost, we do now in the presence of God, Angels, and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love, to strive for the advancement of this church, in knowledge, holiness and comfort; to promote its prosperity and spirituality; to sustain the worship, ordinances, discipline and doctrines; to contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor, and the spread of the Gospel through all nations.

We also engage to maintain family and secret devotions; to religiously educate our children; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings; faithful in our engagements; and exemplary in our deportment; and to avoid tattling, back biting, and excessive anger; to abstain from the sale and use of intoxicating drinks as a beverage; and to be zealous in our efforts to advance the Kingdom of our Savior.

We further engage to watch over one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to cultivate Christian sympathy in feeling and courtesy in speech. To be slow to take offense, but always ready for reconciliation and mindful of the rules of our Savior to secure it without delay.

We moreover engage that when we remove from this place we will, as soon as possible, unite with some other church where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE V

CHURCH POLITY AND PROCEDURE

Biblical Basis:

Ephesians 1

19. And what is the exceeding greatness of his power to us-ward who believe, according to the working of his mighty power,
20. Which he wrought in Christ, when he raised him from the dead, and set him at his own right hand in the heavenly places,
21. Far above all principality, and power, and might, and dominion, and every name that is named, not only in this world, but also in that which is to come:
22. And that put all things under his feet, and gave him to be the head over all things to the church,
23. Which is his body, the fullness of him that filleth all in all.

Ephesians 5

23. For the husband is the head of the wife, even as Christ is the head of the church: and he is the saviour of the body.

Colossians 1

17. And he is before all things, and by him all things consist.
18. And he is the head of the body, the church: who is the beginning, the firstborn from the dead; that in all things he might have the preeminence.

SECTION 1. GOVERNANCE

- a. Christ is the head of the church and its supreme authority.
- b. The governance of Grace First Baptist Church, Incorporated, having a congregational form of government, is vested in the membership that comprises the Church Body. The Church membership shall have final authority on all matters unless otherwise specified by these Bylaws or by the Church Body. The assumption of authority by any individual or group apart from the duties and responsibilities placed on them under the provisions

of these Bylaws is inconsistent with the spirit and intent of these Bylaws and the will of the members of this Church Body.

- c. The Pastor, the Deacons, the Board of Directors, the Church Clerk, the Treasurer, and the Church's auxiliaries (defined in Article XIII, Section 1) are all charged with certain duties and responsibilities, described in the Holy Bible and/or these Bylaws, and all must work for one common goal, which is the betterment of the members of Grace First Baptist Church, Incorporated, and to "Go ye therefore, and teach all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Ghost: Teaching them to observe all things whatsoever I have commanded you: and, lo, I am with you always, even unto the end of the world" (Matthew 28:19-20).
- d. The Pastor is the spiritual leader and oversees the Church, with certain and appropriate checks and balances. The Church Body recognizes that God, with the Church Body participating, has appointed the Pastor of the Church as its leader, and as such, gives the Pastor flexibility to achieve his vision for the Church within the constraints of the Holy Bible and these Bylaws. The Church affirms the concepts of Pastor, Bishop, and Elder(s) in the Holy Bible; however, it embodies these positions and roles into the "Pastor."
- e. The Church affirms that the two offices of the Church designated in the Holy Bible are Bishop and Deacon.
- f. While the Holy Bible does not mention a board of directors, the Church, being incorporated, affirms the need to interface with the State of Texas and other governmental bodies and hence has created a Board of Directors.
- g. The Church Leadership, embodied by the Pastor, Deacons, and Board of Directors, may meet periodically to discuss business matters of the Church to seek a unified direction for the Church Body's consideration. Where matters are prescribed in these Bylaws or otherwise to the Pastor, Deacons, or Board of Directors, that governing body maintains responsibility for that matter, and the Church Leadership provides guidance, direction, and recommendation of approval or disapproval to both the responsible governing body and the Church Body. Any recommendation of approval or disapproval specifically required in these Bylaws shall come at the earliest time possible by that governing body, but in no event longer than three (3) months; otherwise, the recommendation shall be deemed an abstention by that governing body. Where action by the Church Body on any item in these Bylaws requires the recommendation of approval or disapproval by a governing body in order for the Church Body to take action on the item, an abstention by the governing body shall remove that requirement on the Church Body. Final approval or disapproval, unless otherwise specified in these Bylaws, is the responsibility of the Church Body.

SECTION 2. CHURCH BUSINESS CONDUCT

All Church business shall be “done decently and in order” (I Corinthians 14:40). Robert’s Rules of Order shall guide all business procedure, unless otherwise provided for in these Bylaws.

SECTION 3. GENERAL RULES FOR VOTING AND CHURCH BUSINESS PROCEDURE

- a. To vote on any Church action or Church election, a member must be eighteen (18) years old or older.
- b. Unless otherwise specified in these Bylaws, any vote for Church action or Church election shall occur only at a regular or called Church business meeting (described in Article XII).
- c. Unless otherwise specified in these Bylaws, any meeting requiring a vote for Church action or Church election shall be announced at minimum in the Church bulletin the Sunday prior to the regular or called Church business meeting.
- d. Unless otherwise specified in these Bylaws, any vote for Church action or Church election shall require a quorum of forty (40) members.
- e. Unless otherwise specified in these Bylaws, any vote for Church action or Church election shall require a majority (50% + 1) of the members present to take action or prevail in an election.
- f. Any vote for Church action or Church election shall be in person by the member casting the vote, unless absentee vote is specified in these Bylaws or unless absentee vote is allowed by vote of the Church Body. Absentee voting shall be by mailed statement or ballot received at least twenty-four (24) hours prior to the beginning of the time period for voting, unless otherwise specified in the Church’s manual or other document containing internal policies and procedures not detailed in these Bylaws, or by Church vote detailing such absentee vote process.
- g. Church action or Church election described above in this Article V, Section 3 shall not include the internal activity or election of Church auxiliaries, committees, boards, and ministries, including any internal action or election of the Deacons’ Ministry (described in Article VIII), any internal action or election of the Board of Directors (described in Article IX), or action by the Deacons’ Ministry described in Article XII, Section 2.

SECTION 4. POLICIES AND PROCEDURES

The Church shall maintain and periodically update as it sees fit a manual or other document containing internal policies and procedures not detailed in these Bylaws. Where a conflict arises between these Bylaws and any manual or other document containing internal policies and procedures not detailed in these Bylaws, these Bylaws shall prevail.

ARTICLE VI

CHURCH MEMBERSHIP

SECTION 1. ADMISSION OF A MEMBER

- a. Membership is granted upon the Pastor or his designee, or during a time of transition in Pastors, upon the Chairman of the Deacons' Ministry, the Interim Pastor, or the Spiritual Leader, or for each his designee, extending the right hand of fellowship.
- b. A person desiring membership with this Church may become a member in the following manner:

1. By baptism:

A person who confesses Jesus Christ as Lord and Savior and is baptized by immersion may be received as a member of this Church.

2. By letter:

A person who has formerly been a member of a Christian Church, confessed Jesus Christ as Lord and Savior, and been baptized by immersion may be received as a member of this Church by letter of transfer from any other Christian Church.

3. By experience:

A person who has formerly been a member of a Christian Church, but who is unable to present a letter from that church, but who has confessed Jesus Christ as Lord and Savior and been baptized by immersion may be received as a member of this Church.

4. By Watchcare:

A person who is a member of another Christian Church and who has confessed Jesus Christ as Lord and Savior and been baptized, and is in this community for a brief period of time not exceeding one year, except students may unite under Watchcare during the entire time they are enrolled in a local institution of learning and except those as determined by the Pastor on a case-by-case and limited basis who may be in this community for a period of time exceeding a year, such as certain military service, may be received into the congregation of the Church (without the designation of Church membership) for that time period under Watchcare.

- c. Familiarity with the Church's doctrinal statement (Article III), the Baptist Church Covenant (Article IV), and these Bylaws are a requirement of every member. Church

orientation and training are offered to adult members, and if a member is unable to attend and all efforts have otherwise been exhausted to make Church orientation and training available to such a member, the Pastor, on a case-by-case basis, may determine the appropriateness of the time and manner of the Church orientation and training for such a member.

SECTION 2. TERMINATION OF MEMBERSHIP

a. By letter:

Any member in good standing who desires a letter of transfer and a recommendation to any other Christian Church may receive it upon his/her request.

b. By removal:

Should a member become an offense to the Church and/or its good name by reason of immoral or unchristian conduct, or by consistent breach of his/her covenant vows, the Pastor and Deacons of the Church shall immediately call a meeting with the member and every effort shall be made to bring the member to repentance. Should the efforts be rejected, the Pastor and Deacons of the Church shall immediately call a meeting of the Church Body for the purpose of terminating the member's membership. Should the member then repent after termination of his/her membership, the Pastor and Deacons of the Church shall immediately call a meeting of the Church Body to consider restoration of his/her membership.

c. By suspension:

A member who fails to participate in at least the service of worship, financial support, or educational program of the Church for two or more years will be removed from the Church's rolls, unless such inactivity is due to health, travel, or other reasons acceptable to the Church Body. Upon removal from the Church's rolls by the Church, said member will thereafter cease to be a member of the Church.

d. By death:

Upon notification of the death of a member, his/her records will be removed from the active records of the Church.

SECTION 3. RIGHTS AND PRIVILEGES

Unless otherwise specified in these Bylaws, a member is entitled to all rights and privileges of full participation in the life and work of this Church.

SECTION 4. UPDATE OF CHURCH ROLLS

The Church shall periodically update its Church rolls for any purposes prescribed in these Bylaws.

ARTICLE VII

PASTOR

Biblical Basis:

Jeremiah 3

15. And I will give you pastors according to mine heart, which shall feed you with knowledge and understanding.

Acts 20

17. And from Miletus he sent to Ephesus, and called the elders of the church.
28. Take heed therefore unto yourselves, and to all the flock, over the which the Holy Ghost hath made you overseers, to feed the church of God, which he hath purchased with his own blood.

Ephesians 4

11. And he gave some, apostles; and some, prophets; and some, evangelists; and some, pastors and teachers;
12. For the perfecting of the saints, for the work of the ministry, for the edifying of the body of Christ;
13. Till we all come in the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ:
14. That we henceforth be no more children, tossed to and fro, and carried about with every wind of doctrine, by the sleight of men, and cunning craftiness, whereby they lie in wait to deceive;
15. But speaking the truth in love, may grow up into him in all things, which is the head, even Christ:
16. From whom the whole body fitly joined together and compacted by that which every joint supplieth, according to the effectual working in the measure of every part, maketh increase of the body unto the edifying of itself in love.

I Timothy 3

1. This is a true saying, If a man desire the office of a bishop, he desireth a good work.
2. A bishop then must be blameless, the husband of one wife, vigilant, sober, of good behavior, given to hospitality, apt to teach;

3. Not given to wine, no striker, not greedy of filthy lucre; but patient, not a brawler, not covetous;
4. One that ruleth well his own house, having his children in subjection with all gravity;
5. (For if a man know not how to rule his own house, how shall he take care of the church of God?)
6. Not a novice, lest being lifted up with pride he fall into the condemnation of the devil.
7. Moreover he must have a good report of them which are without; lest he fall into reproach and the snare of the devil.

I Timothy 4

6. If thou put the brethren in remembrance of these things, thou shalt be a good minister of Jesus Christ, nourished up in the words of faith and of good doctrine, whereunto thou hast attained.
7. But refuse profane and old wives' fables, and exercise thyself rather unto godliness.
8. For bodily exercise profiteth little: but godliness is profitable unto all things, having promise of the life that now is, and of that which is to come.
9. This is a faith saying and worthy of all acceptance.
10. For therefore we both labour and suffer reproach, because we trust in the living God, who is the Saviour of all men, specially of those that believe.

I Timothy 5

17. Let the elders that rule well be counted worthy of double honour, especially they who labour in the word and doctrine.

Titus 1

5. For this cause left I thee in Crete, that thou shouldest set in order the things that are wanting, and ordain elders in every city, as I had appointed thee:
6. If any be blameless, the husband of one wife, having faithful children not accused of riot or unruly.
7. For a bishop must be blameless, as the steward of God; not selfwilled, not soon angry, not given to wine, no striker, not given to filthy lucre;
8. But a lover of hospitality, a lover of good men, sober, just, holy, temperate;
9. Holding fast the faithful word as he hath been taught, that he may be able by sound doctrine both to exhort and to convince the gainsayers.

James 5

14. Is any sick among you? let him call for the elders of the church; and let them pray over him, anointing him with oil in the name of the Lord:

I Peter 5

1. The elders which are among you I exhort, who am also an elder, and a witness of the sufferings of Christ, and also a partaker of the glory that shall be revealed:
2. Feed the flock of God which is among you, taking the oversight thereof, not by constraint, but willingly; not for filthy lucre, but of a ready mind;
3. Neither as being lords over God's heritage, but being ensamples to the flock.
4. And when the chief Shepherd shall appear, ye shall receive a crown of glory that fadeth not away.

SECTION 1. CALL OF THE PASTOR

a. Current Associate Minister or Pulpit Committee

When there is a 1) vacancy in the position of Pastor or 2) precedent to a vacancy, upon the delivery of express written declaration of retirement with a date certain in accordance with this Article VII, Section 2(b)(2), the Church Body shall vote to exercise one of two options: i) to extend the call of Pastor to one of its current Associate Ministers, who is available by both interest in the position of Pastor and by meeting the qualifications established in I Timothy 3:1-7 and Titus 1:5-9 as determined by the Church Body, beginning notice and voting procedures of this Article VII, Section 1(b-d), or ii) to instruct the Deacons' Ministry (or "Deacons") to select from the congregation a Pulpit Committee of seven (7) members, to be approved by the Church Body, to conduct a pastoral search. If there is no current Associate Minister available as described above, the Deacons' Ministry shall automatically create a Pulpit Committee by selecting from the congregation a Pulpit Committee of seven (7) members, to be approved by the Church Body, to conduct a pastoral search, beginning the Pulpit Committee process described in this Article VII, Section 1(a)(5-6). If a Pulpit Committee is created, a current Associate Minister may become a candidate for Pastor through any application or other process established by the Church Body and/or the Pulpit Committee.

1. The decision as to whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee shall occur at a regular or called Church business meeting, the meeting or decision process at such meeting, whichever is appropriate, being chaired by the Chairman of the Deacons. Notice of the regular or called Church business meeting designated to include the vote on the question of whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee shall be posted in the Church bulletin and read in Sunday Morning Service three (3) consecutive Sundays prior to the regular or called Church business meeting designated to include the vote on the question of whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee. The notice at minimum shall explain that a vote on the question of whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee will occur and the date, time, and location of the regular or called Church business meeting designated to include the vote on the question of

whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee.

2. On the question of whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee, a minimum of one-half (1/2) of the Church's members must cast a vote at the regular or called Church business meeting designated to include the vote on the question of whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee. If the minimum is not reached, a new regular or called Church business meeting date must be set and the notice procedures described in this Article VII, Section 1(a)1 must again be followed.
 3. A majority (50% + 1) vote by written ballot of the members voting at the regular or called Church business meeting designated to include the vote on the question of whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee is required to either extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee.
 4. Absentee voting shall be allowed for the vote on the question of whether to extend the call of Pastor to one of the Associate Ministers or to institute a Pulpit Committee (see Article V, Section 3(f)).
 5. If a Pulpit Committee is created, written guidance maintained in the Church's manual or other document containing internal policies and procedures not detailed in these Bylaws, or by Church vote detailing such guidelines, any and/or all approved by the Church Body, shall be provided to and heeded by the Pulpit Committee. The Pulpit Committee shall brief the Church Body regularly throughout the process. The Pulpit Committee shall investigate the qualifications of every candidate under consideration in accordance with I Timothy 3:1-7 and Titus 1:5-9.
 6. The Pulpit Committee shall recommend a candidate or list of candidates, in accordance with any direction provided the Pulpit Committee by the Church Body in the guidelines described in this Article VII, Section a(5), for consideration by the Church Body for an extension of a call of Pastor, at which time the Pulpit Committee shall automatically dissolve.
- b. Notice of Vote to Extend Call of Pastor

The vote to extend a call of the Pastor shall occur at a called Church business meeting, chaired by the Chairman of the Deacons. Notice of the called Church business meeting (see Article XII, Section 2) designated to include the vote to extend a call of Pastor shall be posted in the Church bulletin and read in Sunday Morning Service three (3) consecutive Sundays prior to the called Church business meeting designated to include the vote to extend a call of Pastor. The notice at minimum shall explain that a vote to

extend a call of Pastor will occur and the date, time, and location of the called Church business meeting designated to include the vote to extend a call of Pastor.

c. Voting Process

1. To extend a call of Pastor, a minimum of one-half (1/2) of the Church's members must cast a vote at the called Church business meeting designated to include the vote to extend a call of Pastor. If the minimum is not reached, a new called Church business meeting date must be set and the notice procedures described in this Article VII, Section 1(b) must be followed.
2. A majority (50% + 1) vote by written ballot of the members voting at the called Church business meeting designated to include the vote to extend a call of Pastor is required to extend a call of Pastor. In the event no candidate receives a majority vote (50% + 1), the two candidates receiving the two highest number of votes will enter into a runoff. In the event no candidate receives a majority vote (50% + 1) and there are more than two candidates receiving the two highest number of votes and at least one of those two highest number of votes is equal in value to another number of votes, then all of those candidates receiving the two highest number of votes will enter into a runoff. In the event of a runoff vote, new notice and voting procedures and requirements shall continue to apply (see this Article VII, Section 1(b-c)) until one candidate prevails.
3. Absentee voting shall be allowed for the vote to extend a call of Pastor and any runoff procedures (see Article V, Section 3(f)).

- d. The Pastor shall be called for an indefinite period of time to serve as a full time Pastor. The Pastor's salary and benefits and any amendment process shall be fixed by contract at the time of the call and in accordance with these Bylaws and with any manual or other document containing internal policies and procedures not detailed in these Bylaws then in existence and may be changed by vote of the Church Body at any regular or called Church business meeting, provided that such change follows required budget or budget amendment processes, if appropriate, and has a recommendation of approval or disapproval by the Board of Directors and the Deacons' Ministry when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)).

SECTION 2. REMOVAL OF THE PASTOR:

- a. Should the Pastor become an offense to the Church and/or its good name by reason of immoral or unchristian conduct, or by consistent breach of his covenant vows, the Deacons of the Church shall immediately call a meeting with the Pastor and every effort shall be made to bring the Pastor to repentance. Should the efforts be rejected, the Deacons shall immediately call a meeting of the Church Body for the purpose of

terminating his pastorship. Should the Pastor then repent after termination of his pastorship, the Deacons shall immediately call a meeting of the Church Body to consider restoration of his pastorship.

b. A Pastor may otherwise be removed for the following reasons:

1. By reason of the Pastor or Church:

The relationship between the Pastor and Grace First Baptist Church, Incorporated, may be severed by either party giving to the other thirty (30) days notice in writing with an explanation for the severing of the relationship. At the time of Church action to sever its relationship with the Pastor, the Pastor shall have the opportunity to state his position to the Church Body. Upon the expiration of the thirty (30) days notice, unless retracted by the Church Body, the position of Pastor shall immediately become vacant.

2. By retirement of the Pastor:

In the event the Pastor retires from the pastorship, by express written declaration stating such retirement, the position of Pastor shall immediately become vacant upon the date of delivery or the stated date, whichever is latest.

3. By disability of the Pastor:

In the event the Pastor becomes incapacitated or is otherwise physically or mentally unable to effectively conduct the duties of the office as determined by the Church Body, the Church Body may declare the position vacant.

4. By death of the Pastor:

In the event of the Pastor's death, the position of Pastor shall immediately become vacant.

SECTION 3. RESPONSIBILITIES OF THE PASTOR

a. The Pastor shall be in charge of the worship services of the Church and the spiritual growth, development, welfare, and well-being of the Church Body, to include though not limited to the following:

1. The Pastor or his appointee shall administer the ordinances within the Church.

2. The Pastor shall be responsible for any ordination and involvement of ministers, shall have final approval on all those who are invited into the pulpit, and may arrange for any rotation of Associate Ministers into the preaching schedule.

- b. The Pastor shall act as Director-in-Chief of general Church activities, to include though not limited to the following:
1. The Pastor shall oversee all day-to-day matters or operations, working closely with the Deacons' Ministry.
 2. Creation of new positions and major changes in duties and responsibilities, salary and benefit, and contracts of employees are the responsibility of the Pastor and require the recommendation of approval or disapproval by the Board of Directors and the Deacons' Ministry when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)). Final approval or disapproval is the responsibility of the Church Body.
 3. The Pastor shall recommend an annual balanced budget to the Church Body, working closely with the Board of Directors and the Deacons' Ministry. The responsibility for visionary leadership and direction of the Church belong to the Pastor. The proposal of a balanced budget requires the recommendation of approval or disapproval by the Board of Directors and the Deacons' Ministry when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)). Final approval or disapproval is the responsibility of the Church Body. Any amendments to an approved budget require the recommendation of approval or disapproval by the Board of Directors and the Deacons' Ministry when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)). Final approval or disapproval of any budget amendments is the responsibility of the Church Body.
 4. The Pastor may recommend any changes to land, buildings, easements, and fixed asset holdings or other facilities to the Church Body, working closely with the Board of Directors. The responsibility for visionary leadership and direction of the Church belong to the Pastor. The proposal of any changes to land, buildings, easements, and fixed asset holdings or other facilities, except a decision by the Church Body regarding the relocation or building (by new construction or major renovation) of its central sanctuary and/or central facilities described below, requires the recommendation of approval or disapproval by the Board of Directors when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)). Final approval or disapproval is the responsibility of the Church Body.
 - i. All changes to land, buildings, easements, and fixed asset holdings or other facilities, unless otherwise determined by the Church Body, shall be governed by Article V, Section 3, General Rules for Voting and Church Business Procedure, except that a decision by the Church Body regarding

the relocation or building (by new construction or major renovation) of its central sanctuary and/or central facilities shall first require the Church Body to exercise one of two options: 1) maintain the status quo or 2) relocate or build.

- ii. The decision as to whether to maintain the status quo or relocate or build shall occur at a regular or called Church business meeting. Notice of the regular or called Church business meeting designated to include the vote on the question of whether to maintain the status quo or relocate or build shall be posted in the Church bulletin and read in Sunday Morning Service three (3) consecutive Sundays prior to the regular or called Church business meeting designated to include the vote on the question of whether to maintain the status quo or relocate or build. The notice at minimum shall explain that a vote on the question of whether to maintain the status quo or relocate or build will occur and the date, time, and location of the regular or called Church business meeting designated to include the vote on the question of whether to maintain the status quo or relocate or build.
- iii. On the question of whether to maintain the status quo or relocate or build, a minimum of one-half (1/2) of the Church's members must cast a vote at the regular or called Church business meeting designated to include the vote on the question of whether to maintain the status quo or relocate or build. If the minimum is not reached, a new regular or called Church business meeting date must be set and the notice procedures described in this Article VII, Section 3(b)4(ii) must again be followed.
- iv. A majority (50% + 1) vote by written ballot of the members voting at the regular or called Church business meeting designated to include the vote on the question of whether to maintain the status quo or relocate or build is required to either to relocate or build (by new construction or major renovation) the Church's central sanctuary and/or central facilities.
- v. Absentee voting shall be allowed for the vote on the question of whether to maintain the status quo or relocate or build (see Article V, Section 3(f)).
- vi. Once the Church Body has decided to either maintain the status quo or relocate or build and if the Church Body chooses to relocate or build, all decisions regarding the details of such relocation or building occurring after the decision to relocate or build shall be governed by Article V, Section 3, General Rules for Voting and Church Business Procedure, unless otherwise determined by the Church Body.

5. The Pastor shall oversee Church programming and program commitments, both internally and externally, and establish and develop additional programming and auxiliaries as needed.
 6. The Pastor shall represent the Church in all appropriate external organizations and activities.
 7. The Pastor shall approve any and all events to be sponsored by or held in any part of the Church edifice or on Church property.
 8. The Pastor shall Chair all regular and called Church business meetings, unless he appoints the Chairman of the Deacons' Ministry, the Vice-Chairman of the Deacons' Ministry, or the Chairperson of the Board of Directors, or if none of the aforementioned are available, a Church member, to do so, or unless the called Church business meeting was called by some other entity other than the Pastor, in which case if the meeting was called by a vote of the Deacons as prescribed in Article XII, Section 2(b), the Chairman of the Deacons' Ministry shall Chair the called Church business meeting, or if the Church Body called the business meeting as prescribed in Article XII, Section 2(b), the Church Body shall designate a Chair of the called Church business meeting, or unless otherwise specified in these Bylaws.
 9. All employees of the Church are under the direct supervision of the Pastor and are hired and dismissed by the Pastor with timely and appropriate notification to the Church Body.
- c. Any member or employee who is disrespectful to the Pastor or members of this Church within the confines of the Church property may be silenced by the Pastor until such time as reconciliation has taken place.
 - d. The Pastor shall serve as an ex-officio member of all auxiliaries, committees, boards, and ministries of the Church, including the Board of Directors, except the Pastor will not sit on any Pulpit Committee.
 - e. The Pastor shall be responsible for all other activities otherwise designated to the Pastor in these Bylaws.
 - f. The Pastor is at all times responsible to the Church Body.

SECTION 4. TRANSITION BETWEEN PASTORS

In the event the Pastor's position becomes vacant, the Chairman of the Deacons shall ensure that the spiritual needs of the Church Body until an Interim Pastor or Spiritual Leader is selected by the Church Body. The Chairman of the Deacons shall serve as the Director-in-Chief of general

Church activities (see Article VII, Section 3(b)) during this transition until an Interim Pastor is selected by the Church Body, except the Chairman of the Deacons shall not hire or dismiss any existing personnel and shall keep in place and not change or amend any existing policies, procedures, or general operations, all unless the Church Body approves otherwise. If a Spiritual Leader is selected by the Church Body, the Chairman of the Deacons shall continue to serve as the Director-in-Chief of general Church activities (see Article VII, Section 3(b)) during this transition, with the exceptions aforementioned, until a Pastor is selected by the Church Body. The interim period between pastors, whether under the direction of an Interim Pastor or a Spiritual Leader or the Chairman of the Deacons, is not a time for reshaping the Church's long-term vision, direction, and ministry, program commitments, or constitutional documents, as the responsibility for visionary leadership direction of the Church belongs to the incoming Pastor. An Interim Pastor or Spiritual Leader will serve in the manner described below until a new Pastor is called.

The requirements, duties, and responsibilities of an Interim Pastor or a Spiritual Leader are as follows:

a. Requirements:

1. An Interim Pastor shall be an ordained Baptist minister of the Gospel and shall have previously served as a pastor of a Christian Church. A Spiritual Leader shall be an ordained Baptist minister of the Gospel and a member of Grace First Baptist Church at the time of selection by the Church Body.
2. The Interim Pastor or Spiritual Leader shall in all other respects be qualified to serve as the Interim Pastor or Spiritual Leader of the Church.

b. Duties and Responsibilities:

1. The Interim Pastor or Spiritual Leader shall be in charge of the worship services of the Church and the spiritual growth, development, welfare, and well-being of the Church Body during this transition.
 - i. The Interim Pastor or Spiritual Leader or his appointee shall administer the ordinances within the Church.
 - ii. The Interim Pastor or Spiritual Leader shall be responsible for any ordination and involvement of ministers, shall have final approval on all those who are invited into the pulpit, and may arrange for any rotation of Associate Ministers into the preaching schedule, except that the Chairman of the Deacons' Ministry may require the rotation into the

preaching schedule of potential candidates for the permanent pastoral position upon recommendation by a Pulpit Committee, if instituted.

- iii. An Interim Pastor or Spiritual Leader shall work to continue the Church's worship and spiritual activities, to serve as a spiritual guide to the Church during this time of transition, to celebrate God's past direction and focus on the future with faith and hope, to focus the Church on the biblical role of pastoral leadership, to honor the role of the Pastor and to encourage the Church to be prayerful, faithful, and spiritually minded during the selection of God's choice and servant to fill this vital role in the Church, to reflect upon the core values and mission of the Church, to encourage congregational fellowship, unity, and responsibility while in transition, to strengthen and prepare the Church to joyfully receive the incoming Pastor, and to continue to focus God's people on His Word and a life of prayer, worship, thanksgiving, and loving service of Christ.
2. Upon appointment as Interim Pastor, the Interim Pastor shall assume all Director-in-Chief of general Church activities duties (see Article VII, Section 3(b)), except the Interim Pastor shall not hire or dismiss any existing personnel, shall keep in place and not change or amend any existing policies, procedures, or general operations, and shall not participate in any Pulpit Committee or other pastoral selection efforts, all unless the Church Body approves otherwise.
 3. The Interim Pastor or Spiritual Leader shall work alongside the Chairman of the Deacons to provide a unified, harmonious program and assist in congregational communication.
- c. The Interim Pastor or Spiritual Leader's salary and benefits and any amendment process shall be fixed by contract at the time of the call and in accordance with these Bylaws and with any manual or other document containing internal policies and procedures not detailed in these Bylaws then in existence and may be changed by vote of the Church Body at any regular or called Church business meeting, provided that such change follows required budget or budget amendment processes, if appropriate, and has a recommendation of approval or disapproval by the Board of Directors and the Deacons' Ministry when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)).
 - d. Permanent Pastor Candidacy

The Interim Pastor or Spiritual Leader shall be eligible to become a candidate for the permanent pastoral position of the Church.

ARTICLE VIII

DEACONS' MINISTRY

Biblical Basis:

Acts 6

1. And in those days, when the number of the disciples was multiplied, there arose a murmuring of the Grecians against the Hebrews, because their widows were neglected in the daily ministrations.
2. Then the twelve called the multitude of the disciples unto them, and said, It is not reason that we should leave the word of God, and serve tables.
3. Wherefore, brethren, look ye out among you seven men of honest report, full of the Holy Ghost and wisdom, whom we may appoint over this business.
4. But we will give ourselves continually to prayer, and to the ministry of the word,
5. And the saying pleased the whole multitude; and they chose Stephen, a man full of faith and of the Holy Ghost, and Philip, and Prochorus, and Nicanor, and Timon, and Parmenas, and Nicolas, a proselyte of Antioch,
6. Whom they set before the apostles; and when they had prayed, they laid their hands on them.

Philippians 1

1. Paul and Timotheus, the servants of Jesus Christ, to all the saints in Christ Jesus which are at Philippi, with the bishops and deacons:

I Timothy 3

8. Likewise must the deacons be grave, not doubletongued, not given to much wine, not greedy of filthy lucre;
9. Holding the mystery of the faith in a pure conscience.
10. And let these also first be proved; then let them use the office of a deacon, being found blameless.
11. Even so must their wives be grave, not slanderers, sober, faithful in all things.
12. Let the deacons be the husbands of one wife, ruling their children and their own houses well.
13. For they that have used the office of a deacon well purchase to themselves a good degree, and great boldness in the faith which is in Christ Jesus.

SECTION 1. SELECTION OF A DEACON

- a. There shall be a Deacons' Ministry of seven (7) or more Deacons.
- b. As the need arises, as determined by the Pastor both in timing and number, potential candidates for the office of Deacon, who are available and are believed to meet the qualifications established in I Timothy 3:8-13 by the member nominating, shall be nominated by members of the Church Body at a regular or called Church business meeting.
 - 1. A notice shall be posted in the Church bulletin three (3) consecutive Sundays prior to a regular or called Church business meeting designated to include nominations for the office of Deacon.
 - 2. The notice at minimum shall explain the number of Deacons needed, the date, time, and location of the meeting designated to include nominations for the office of Deacon, and the criteria required.
- c. Upon nomination and acceptance of the nomination, nominees will complete a minimum of six (6) months training conducted by the Pastor or his designee, with participation by the Chairman of the Deacons' Ministry. This training is, in part, aimed to establish whether or not the nominee meets the qualifications established in I Timothy 3:8-13.
- d. Upon satisfactory completion of this training as determined by the Pastor and upon the recommendation and at the discretion of the Pastor, a selectee or selectees for the office of Deacon shall be presented to the Deacons and Ordination Selection Board, established by the Pastor, for questioning.
- e. The selectee or selectees for the office of Deacon shall then be presented to the Church Body by the Pastor.
- f. The selectee or selectees for the office of Deacon shall be ordained by the Pastor.

SECTION 2. REMOVAL OF A DEACON

- a. Should a Deacon become an offense to the Church and/or its good name by reason of immoral or unchristian conduct, or by consistent breach of his covenant vows, the Pastor and remaining Deacons of the Church shall immediately call a meeting with the Deacon and every effort shall be made to bring the Deacon to repentance. Should the efforts be rejected, the Pastor and remaining Deacons of the Church shall immediately call a meeting of the Church Body for the purpose of terminating the Deacon in his role as Deacon. Should the Deacon then repent after termination of his role as Deacon, the Pastor and remaining Deacons of the Church shall immediately call a meeting of the Church Body to consider restoration of his role as Deacon.

b. A Deacon may otherwise be removed for the following reasons:

1. By reason of the Deacon or Church:

The relationship between the Deacon and Church may be severed by either party giving to the other thirty (30) days notice in writing with an explanation for the severing of the relationship. At the time of Church action to sever its relationship with the Deacon, the Deacon shall have the opportunity to state his position to the Church Body. Upon the expiration of the thirty (30) days notice, unless retracted by the Church Body, the position of Deacon shall immediately become vacant.

2. By termination of membership:

In the event the Deacon becomes a member of another church, the position of Deacon shall immediately become vacant.

3. By retirement of the Deacon:

In the event the Deacon retires from the Deacons' Ministry, the position of Deacon shall immediately become vacant.

4. By disability of the Deacon:

In the event the Deacon becomes incapacitated or is otherwise physically or mentally unable to effectively conduct the duties of the office as determined by the Church Body, the Church Body may declare the position vacant.

5. By death of the Deacon:

In the event of the Deacon's death, the position of Deacon shall immediately become vacant.

SECTION 3. RESPONSIBILITIES OF A DEACON

a. A Deacon's principal responsibility is ministrations, or the act or an instance of serving or giving aid or ministering through service, and the administrative or other support of the Church and its members.

1. The Deacons are to be servants of the Church.

2. The Deacons may administer the ordinances within the Church when appointed by the Pastor or when otherwise needed.

3. The Deacons shall aid the Pastor in day-to-day matters or operations, in accordance with the Pastor's long-term vision, direction, ministry, and program commitments, the Church Body's direction, and these Bylaws.
 4. The Deacons shall serve as counsel to advise and confer with the Pastor in all matters pertaining to the welfare and work of the Church.
 5. The Deacons shall be zealous to guard the unity of spirit within the Church in the bond of peace and harmony and shall have oversight of general misconduct within the Church.
 6. The Deacons shall assist the Pastor in knowing and ministering to the physical needs, the moral needs, and the spiritual struggles of the members of the Church and shall be responsible for the benevolence efforts of the Church, visit the bereaved, the sick, the shut-in, and conduct other similar duties as required by the Holy Bible, the Pastor, the Church Body, or these Bylaws.
- b. Annual budgets or budget amendments require the recommendation of approval or disapproval by the Deacons' Ministry, in addition to the Board of Directors, when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)).
 - c. The Chairman of the Deacons shall serve as an ex-officio member of the Board of Directors.
 - d. The Deacons' Ministry shall coordinate and discuss matters pertaining to the interest of the Church with the Pastor and the Board of Directors prior to making a presentation to the full body.
 - e. The Deacons shall be responsible for all other activities otherwise designated to the Deacons in these Bylaws.
 - f. The Deacons are at all times responsible to the Church Body and to the Pastor.

SECTION 5. DEACONS' MINISTRY OFFICERS AND TERM OF OFFICE

- a. The Deacons shall choose among themselves Officers, including a Chairman, a Vice Chairman, and a Secretary.
- b. An Officer of the Deacons' Ministry shall serve a maximum of two (2) consecutive terms consisting of three (3) years each.

ARTICLE IX

BOARD OF DIRECTORS

Biblical Basis:

Ezra 7

26. And whosoever will not do the law of thy God, and the law of the king, let judgment be executed speedily upon him, whether it be unto death, or to banishment, or to confiscation of goods, or to imprisonment.

Ecclesiastes 8

2. I counsel thee to keep the king's commandment, and that in regard of the oath of God.

Matthew 17

27. Notwithstanding, lest we should offend them, go thou to the sea, and cast a hook, and take up the fish that first cometh up; and when thou hast opened his mouth, thou shalt find a piece of money; that take, and give unto them for me and thee.

Matthew 22

21. Then saith he unto them, Render therefore unto Caesar the things which are Caesar's; and unto God the things that are God's.

Romans 13

1. Let every soul be subject unto the higher powers. For there is no power but of God: the powers that be are ordained of God.

Titus 3

1. Put them in mind to be subject to principalities and powers, to obey magistrates, to be ready to every good work.

I Peter 2

13. Submit yourselves to every ordinance of man for the Lord's sake: whether it be to the king, as supreme;
14. Or unto governors, as unto them that are sent by him for the punishment of evil doers, and for the praise of them that do well.

SECTION 1. SELECTION OF A MEMBER OF THE BOARD OF DIRECTORS

- a. The Board of Directors (the “Board”) shall consist of nine (9) members, excluding the ex-officio members of the Pastor, Chairman of the Deacons, and Treasurer. Nothing in this Section shall prevent the Board from acting when there are less than nine members of the Board during times of transition of Board members or selection.
- b. A member of the Board of Directors shall be at least eighteen (18) years of age on the date of selection and be a member of the Church.
- c. The Board of Directors shall recommend qualifications necessary to serve on the Board of Directors, in addition to this Article IX, Section 1(b) above, which shall be approved by the Church Body.
- d. In the event there is a vacancy on the Board of Directors, the Board of Directors shall set a timeline for filling the vacancy, which shall include posting notice of the vacancy in the Church bulletin three (3) consecutive Sundays, a deadline for receipt of candidate applications, a review of applications by the remaining members of the Board of Directors, an interview process by the remaining members of the Board of Directors, and a presentation by the Board of Directors of the most qualified candidate or candidates for the vacant position for approval and/or selection by the Church Body, based upon the approved qualifications and the experience, expertise, and discretion of the Board of Directors in reviewing the candidate or candidates. The number of presented candidates may or may not exceed the number of vacant positions.
- e. In the event the number of presented candidates does not exceed the number of vacant positions, the candidate or slate of candidates shall be approved by a majority vote (50% + 1) of the members voting at the regular or called Church business meeting designated to include an election of Board of Directors members. In the event the number of presented candidates does exceed the number of vacant positions, a member of the Board of Directors is elected with a majority vote (50% + 1) of the members voting at the regular or called Church business meeting designated to include an election of Board of Directors members. In the event no candidate receives a majority vote (50% + 1), the two candidates receiving the two highest number of votes will immediately enter into a runoff. In the event no candidate receives a majority vote (50% + 1) and there are more than two candidates receiving the two highest number of votes and at least one of those two highest number of votes is equal in value to another number of votes, then all of those candidates receiving the two highest number of votes will immediately enter into a runoff.
- f. The time period from vacancy to filling a vacancy on the Board of Directors shall not exceed ninety (90) days. On the 91st day, if the vacancy has not been filled by the above process, the Pastor may fill the position within thirty (30) days. If a vacancy is not filled in the aforementioned time periods, the Church Body may fill the position by selection of an individual to serve by majority vote (51% + 1) of those in attendance at a regular

Church business meeting, or otherwise reconsider the process for filling a vacancy on the Board of Directors.

- g. A member of the Board of Directors shall serve no more than ten years. However, a member of the Board of Directors in office as of July 10, 2000 will be grandfathered with lifetime tenure.
- h. The Pastor, Chairman of the Deacons, and Treasurer shall serve as ex-officio members with voting rights (unless casting a vote on a particular item is a conflict of interest).

SECTION 2. REMOVAL OF A MEMBER OF THE BOARD OF DIRECTORS

- a. Should a Member of the Board of Directors become an offense to the Church and/or its good name by reason of immoral or unchristian conduct, or by consistent breach of his covenant vows, the Pastor and Deacons of the Church shall immediately call a meeting with the Member of the Board of Directors and every effort shall be made to bring the Member of the Board of Directors to repentance. Should the efforts be rejected, the Pastor and Deacons shall immediately call a meeting of the Church Body for the purpose of terminating his/her role as a Member of the Board of Directors. Should the Member of the Board of Directors then repent after termination of his/her role as a Member of the Board of Directors, the Pastor and Deacons shall immediately call a meeting of the Church Body to consider restoration of his/her role as a Member of the Board of Directors.

- b. A Member of the Board of Directors may otherwise be removed for the following reasons:

- 1. By reason of the completion of term:

Upon the completion of 10 years of service by a Member of the Board of Directors or the death of a lifetime Member of the Board of Directors, that Member of the Board of Directors' term will end and the position of Member of the Board of Directors shall immediately become vacant.

- 2. By reason of the Member of the Board of Directors or Church:

The relationship between the Member of the Board of Directors and Church may be severed by either party giving to the other thirty (30) days notice in writing with an explanation for the severing of the relationship. At the time of Church action to sever its relationship with the Member of the Board of Directors, the Member of the Board of Directors shall have the opportunity to state his/her position to the Church Body. Upon the expiration of the thirty (30) days notice, unless retracted by the Church Body, the position of Member of the Board of Directors shall immediately become vacant.

3. By termination of membership:

In the event the Member of the Board of Directors becomes a member of another church, the position of Member of the Board of Directors shall immediately become vacant.

4. By retirement of the Member of the Board of Directors:

In the event the Member of the Board of Directors retires from the Board of Directors, the position of Member of the Board of Directors shall immediately become vacant.

5. By disability of the Member of the Board of Directors:

In the event the Member of the Board of Directors becomes incapacitated or is otherwise physically or mentally unable to effectively conduct the duties of the office as determined by the Church Body, the Church Body may declare the position vacant.

6. By death of the Member of the Board of Directors:

In the event of the Member of the Board of Director's death, the position of Member of the Board of Directors shall immediately become vacant.

SECTION 3. RESPONSIBILITIES

- a. The Board of Directors shall hold in trust (for the benefit of the Church Body) certain property belonging to the Church – land, buildings, easements, and fixed assets. The Board shall take all necessary measures for its protection, management, and upkeep, working closely with the Pastor and Deacons. The Board of Directors and Church shall maintain adequate property and liability insurance coverage for all Church property and facilities. The Board shall have the power to buy, mortgage, lease, or transfer any property upon specific vote of the Church Body authorizing such action.
- b. The Board of Directors, working closely with the Pastor and Deacons' Ministry, shall oversee all signing of contracts not otherwise placed under the authority of another individual or entity by these Bylaws and the signing of other legal documents of the Church not otherwise placed under the authority of another individual or entity by these Bylaws, both upon specific vote of the Church Body authorizing such action.
- c. Any activity that threatens the solvency of the Church, including legal action both by or against the Church, all debt incurrence and obligations, changes in any land, buildings, easements, and fixed asset holdings and other facilities, and any encumbrances

requiring ongoing obligations require the recommendation of approval or disapproval by the Board of Directors when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)).

- d. Annual budgets or budget amendments require the recommendation of approval or disapproval by the Board of Directors, in addition to the Deacons' Ministry, when presented to the Church Body, without which action on the item by the Church Body shall not occur (see instruction in Article V, Section 1(g)).
- e. The Board of Directors shall not be involved in day-to-day matters or operations.
- f. The Board of Directors shall be the interfacing entity with all governmental regulatory bodies.
- g. The Board of Directors shall perform such other duties as are explicitly imposed upon it by the Church and State.
- h. The Board of Directors shall coordinate and discuss matters pertaining to the interest of the Church with the Pastor and the Deacons' Ministry prior to making a presentation to the full body.
- i. The Board of Directors shall be responsible for all other activities otherwise designated to the Board of Directors in these Bylaws or by the Church Body.
- j. The Board of Directors at all times responsible to the Church Body and to the Pastor.

SECTION 4. BOARD OF DIRECTOR OFFICERS AND TERM OF OFFICE

- a. The Board of Directors shall choose among themselves officers, including a Chairperson, a Vice Chairperson and a Secretary. Ex-officio members shall not serve as officers on the Board of Directors.
- b. An Officer of the Board of Directors shall serve a maximum of two (2) consecutive terms consisting of three (3) years each.

SECTION 5. MEETINGS

- a. The Board of Directors shall hold at minimum regular bimonthly meetings, set by the Chairperson. A called meeting of the Board of Directors may be called by the Pastor, the Chairperson of the Board of Directors, or agreement of two-thirds (2/3) of the remaining elected Members of the Board of Directors not including the Chairperson. All Members of the Board of Directors shall receive at minimum three (3) days notice of all regular or called meetings of the Board of Directors.

- b. A quorum for a regular or called meeting of the Board of Directors shall consist of a majority (50% + 1) Members.
- c. All Board of Directors meetings are closed meetings, unless otherwise determined by the Board of Directors.

ARTICLE X

CHURCH CLERK

SECTION 1. SELECTION AND REMOVAL OF A CHURCH CLERK

- a. The Church Clerk may be appointed by the Pastor and shall be a member of the Church. If no Church Clerk is appointed, the responsibilities of a Church Clerk shall be designated to a Church staff member by the Pastor.
- b. The Church Clerk shall serve at his/her pleasure and at the will of the Pastor.

SECTION 3. RESPONSIBILITIES

- a. The Church Clerk shall keep a complete record of regular and called Church business meetings.
- b. The Church Clerk shall keep a record of the names and addresses of the members, with dates and manner of admission, and maintain records related to baptism, deaths, marriages, resolutions, and other similar records.
- c. The Church Clerk shall assist in preparing resolutions for members of the Church as required.
- d. All official documents and records shall remain in the Church office.
- e. The Church Clerk is at all times responsible to the Church Body and to the Pastor.

ARTICLE XI

TREASURER

SECTION 1. SELECTION OF A TREASURER

- a. The Treasurer shall be elected by the Church Body and shall be a member of the Church.
- b. The Church Body shall determine the qualifications necessary to serve as Treasurer.

- c. In the event there is a vacancy in the Treasurer position, the vacancy shall be posted in the Church bulletin three (3) consecutive Sundays prior to a regular or called Church business meeting designated to include an election of Treasurer.
- d. The notice at minimum shall explain that the position is vacant, the date, time, and location of the meeting designated to include an election of Treasurer, the qualifications required, and any member interested in serving as Treasurer must submit their name to the Church Secretary at least twenty-four (24) hours prior to a regular or called Church business meeting designated to include an election of Treasurer.
- e. A Treasurer is elected with a majority vote (50% + 1) of the members voting at the regular or called Church business meeting designated to include an election of Treasurer. In the event no candidate receives a majority vote (50% + 1), the two candidates receiving the two highest number of votes will immediately enter into a runoff. In the event no candidate receives a majority vote (50% + 1) and there are more than two candidates receiving the two highest number of votes and at least one of those two highest number of votes is equal in value to another number of votes, then all of those candidates receiving the two highest number of votes will immediately enter into a runoff. In the event there are no candidates, a Treasurer shall be appointed by the Pastor.
- f. The Treasurer shall serve no more than ten years. However, the Treasurer in office as of July 10, 2000 will be grandfathered with lifetime tenure.

SECTION 2. REMOVAL OF A TREASURER

- a. Should a Treasurer become an offense to the Church and/or its good name by reason of immoral or unchristian conduct, or by consistent breach of his covenant vows, the Pastor and Deacons of the Church shall immediately call a meeting with the Treasurer and every effort shall be made to bring the Treasurer to repentance. Should the efforts be rejected, the Pastor and Deacons shall immediately call a meeting of the Church Body for the purpose of terminating his/her role as a Treasurer. Should the Treasurer then repent after termination of his/her role as a Treasurer, the Pastor and Deacons shall immediately call a meeting of the Church Body to consider restoration of his/her role as a Treasurer.
- b. A Treasurer may otherwise be removed for the following reasons:
 - 1. By reason of the termination of term:

Upon the completion of 10 years of service by a Treasurer or the death of a lifetime Treasurer, that Treasurer's term will end and the position of Treasurer shall immediately become vacant.

2. By reason of the Treasurer or Church:

The relationship between the Treasurer and Church may be severed by either party giving to the other thirty (30) days notice in writing with an explanation for the severing of the relationship. At the time of Church action to sever its relationship with the Treasurer, the Treasurer shall have the opportunity to state his/her position to the Church Body. Upon the expiration of the thirty (30) days notice, unless retracted by the Church Body, the position of Treasurer shall immediately become vacant.

3. By termination of membership:

In the event the Treasurer becomes a member of another church, the position of Treasurer shall immediately become vacant.

4. By retirement of the Treasurer:

In the event the Treasurer retires from the position of Treasurer, the position of Treasurer shall immediately become vacant.

5. By disability of the Treasurer:

In the event the Treasurer becomes incapacitated or is otherwise physically or mentally unable to effectively conduct the duties of the office as determined by the Church Body, the Church Body may declare the position vacant.

6. By death of the Treasurer:

In the event of the Treasurer's death, the position of Treasurer shall immediately become vacant.

SECTION 3. RESPONSIBILITIES

- a. The Treasurer shall receive all monies belonging to the Church.
- b. The Treasurer shall ensure the deposit of all monies received in a bank selected by the Church within twenty-four (24) hours.
- c. The Treasurer shall oversee and be responsible for the funds of the Church and ensure that all the deposits and withdrawals are made in the name of and/or according to the procedures set by Grace First Baptist Church, Incorporated.
- d. The Treasurer shall keep separate accounts of all funds received or contributed for designated purposes.

- e. The Treasurer shall make available to the Pastor, the Board of Directors, and members of the Deacons' Ministry copies of all financial reports prior to each regular Church business meeting.
- f. The Treasurer shall submit to the Church a financial report reflecting the financial condition of the Church at each regular Church business meeting.
- g. The Treasurer shall ensure all funds are properly protected, all funds are properly accounted for, and accounts and processes are properly audited.
- h. Members of all finance-related committees shall work under the supervision of the Treasurer, unless otherwise specified by the Church Body or these Bylaws.
- i. The Treasurer of this Church shall be bonded or otherwise appropriately insured against loss caused by lack of competence or by fraud or dishonesty.
- j. The Treasurer shall be responsible for ensuring all state and federal financial documents are properly and timely filed with the appropriate agency.
- k. The Treasurer shall serve as an ex-officio member of the Board of Directors.
- l. The Treasurer is at all times responsible to the Church Body and to the Pastor.

ARTICLE XII

BUSINESS MEETINGS

SECTION 1. REGULAR CHURCH BUSINESS MEETINGS

- a. The regular Church business meetings of the Church shall be held each month on the second (2nd) Monday of each month at 7:00 p.m.
- b. A regular Church business meeting may be rescheduled or canceled when deemed necessary and approved by the Pastor. However, a minimum of six (6) regular Church business meetings must be held each year.
- c. All requirements of Article V, Section 3, General Rules for Voting and Church Business Procedure apply, unless otherwise specified in these Bylaws.

SECTION 2. CALLED CHURCH BUSINESS MEETINGS

- a. A called Church business meeting is one that is held other than each month on the second (2nd) Monday of each month at 7:00 p.m.

- b. A called Church business meeting may be called by the Pastor, a two-thirds (2/3) vote of the Deacons' Ministry, a majority vote of the Church Body at a regular or called Church business meeting, or by requirement of these Bylaws (see Article VII, Section 1(b)). A called Church business meeting by one of the aforementioned individuals or entities shall not be negated or cancelled by another of the aforementioned individuals or entities.
- c. All requirements of Article V, Section 3, General Rules for Voting and Church Business Procedure apply, unless otherwise specified in these Bylaws.

SECTION 3. CHAIR OF BUSINESS MEETINGS

- a. Meetings are chaired in accordance with Article VII, Section 3(b)(8).
- b. In the event, none are available in accordance with Article VII, Section 3(b)(8), the Church Body shall designate a business meeting Chair.

SECTION 4. AGENDA BUSINESS MEETINGS

- a. For regular Church business meetings or called Church business meetings called by the Pastor, the Pastor sets the agenda. For all other Church business meetings, the entity calling the meeting sets the agenda. At all meetings, there shall be opportunity for members to add agenda items under New Business.

ARTICLE XIII

CHURCH AUXILIARIES/COMMITTEES/BOARDS/MINISTRIES

SECTION 1. This Article applies to all auxiliaries, committees, boards (apart from the Deacons' Ministry described in Article VII and the Board of Directors described in Article VIII), and ministries (together "auxiliary" or "auxiliaries").

Section 2. A list of all auxiliaries shall be maintained by the Church. The establishment of any new auxiliaries or the termination of existing auxiliaries shall be the responsibility of the Pastor (see Article VII, Section 3(b)(5)).

Section 3. All auxiliary members must be members of this Church, with the exception of members of the Youth Department and those under Watchcare.

SECTION 4. All auxiliaries are subordinate to and under the complete jurisdiction of the Pastor and Church Body.

SECTION 5. Each auxiliary shall elect its own officers. These officers shall not take office until officially installed.

SECTION 6. Each auxiliary may operate its own affairs as long as there is no conflict with or violation of the Holy Bible or the Bylaws of this Church.

SECTION 7. Auxiliaries shall not establish or maintain any arrangement, agreement, or account or incur any type of financial obligation in the name of the Church.

SECTION 8. Each auxiliary of this Church shall furnish the Church Clerk with a written report of its meetings within seven (7) days after the meeting.

SECTION 9. All auxiliary presidents and/or a designated representative of each auxiliary shall attend all Church business meetings.

SECTION 10. Resignation of any auxiliary elected or appointed officer must be done in writing by addressing it to the attention of the Pastor and Church.

ARTICLE XIV

AMENDMENT

SECTION 1. SUBMITTED AND PROPOSED AMENDMENT

- a. Any member at any time may submit an amendment, alteration, or revision (together "amendment" or "amendments") to these Bylaws.
- b. In addition to this Article XIV, Section 1(a), a Bylaws Committee may be appointed by the Pastor to separately review the Church Bylaws for any necessary amendment for consideration by the Church Body. Review of these Bylaws every three (3) to five (5) years is preferred. Such Bylaws Committee may at any time submit an amendment to these Bylaws.
- c. Any amendment shall be submitted at a regular or called Church business meeting ("Submitted Amendment"). The Submitted Amendment may be further amended, altered or revised at such regular or called Church business meeting.
- d. A majority vote (50% + 1) of the members present the regular or called Church business meeting in which the amendment is submitted is required to then propose the amendment to the Church Body for approval/disapproval consideration ("Proposed Amendment") and to begin the amendment notice and approval/disapproval voting process.

SECTION 2. NOTICE OF PROPOSED AMENDMENT

- a. No less than four (4) weeks after a Submitted Amendment becomes a Proposed Amendment, the first notice of the Proposed Amendment to these Bylaws shall be posted in the Church bulletin and read in Sunday Morning Service. This notice posting and reading shall occur three (3) consecutive Sundays prior to a regular or called Church business meeting designated to include an approval/disapproval vote on the Proposed Amendment.
- b. The notice at minimum shall explain that an amendment has been proposed and the date, time, and location of the meeting designated to include the vote on the Proposed Amendment. The notice may include any general or specific language that is approved by the Church Body describing the Proposed Amendment.

SECTION 3. APPROVAL/DISAPPROVAL VOTING PROCESS

- a. A minimum of one-half (1/2) of the Church's members must cast a vote at the meeting designated to include the vote on the Proposed Amendment to amend these Bylaws.
- b. A majority vote (50% + 1) of the members voting at a regular or called Church business meeting designated to include the vote on the Proposed Amendment shall be necessary to approve an amendment and amend these Bylaws.
- c. If the quorum requirement in this Article XIV, Section 3(a) is not met or the Proposed Amendment is not passed, the Proposed Amendment fails and the process concludes unless restarted, beginning again at Section 1 of this Article XIV.

CERTIFICATION

These Bylaws were approved and ratified at a meeting of the Church Body by a majority vote (50% + 1) of the members voting on January 10, 2011.