

## BYLAWS AND CONSTITUTION OF GRACE CHAPEL (A Colorado Nonprofit Corporation)

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### Preamble

To the glory of God, Grace Chapel is established to carry out the God-ordained responsibilities of the local church:

- A. **Worship of God** – to provide Christians the corporate opportunity to give recognition, honor, and glory to God as their Creator, Sustainer, and Savior; to administer the ordinances of baptism and communion;
- B. **Education** – to stand for the historic, fundamental Christian truths; to equip the saints for the work of service and to build up the body of Christ in order to achieve unity, knowledge of the Son of God, and maturity that is measured by the fullness of Christ;
- C. **Edification** – to provide for means of developing meaningful relationships among believers expressed by caring for, loving, warning, encouraging, and stimulating one another to healthy spiritual lives; and
- D. **Evangelism** – to encourage, train, and participate in loving and effective evangelism in the local community and around the world.

### Article 1

#### Offices

- A. **Business Offices.** The principal office of Grace Chapel (“the Corporation”) in the State of Colorado shall be located in the City of Englewood in Douglas County. The Corporation may have such other offices, either within or without the State of Colorado, as the Elders may determine or as the affairs of the Corporation may require from time-to-time.
- B. **Registered Office.** The Corporation shall have and continuously maintain, in the State of Colorado, a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Elders.

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### Article 2

#### Doctrine

##### Section 1 – Importance of Doctrine

Grace Chapel shall function as an independent, evangelical church committed to the fundamental, historic Christian truths recorded in God’s inerrant revelation – the Old and New Testaments.

##### Section 2 – Doctrinal Statement

The Doctrinal Statement is attached to and considered part of these Bylaws and Constitution. All members must be in agreement with and submit to the Doctrinal Statement. All teachers must wholeheartedly agree with the Doctrinal Statement and agree not to teach contrary to the Doctrinal Statement.

### Article 3

#### Membership

- A. **Purpose.** According to the Scriptures, personal faith in Jesus Christ baptizes the believing individual into the universal body of Christ. The purpose of membership at Grace Chapel is to identify those individuals who have chosen to worship, know, and serve God together in this mutually supportive local body of believers; it includes living in a mutual “covenant relationship” between believers individually committed to love and serve each other and to participate and minister in this local church.
- B. **Requirements.** The membership of this church shall be comprised of persons who:
  - 1. Trust in the death of Christ as payment for their sins and thereby receive eternal life as a gift from God.
  - 2. Are in full agreement with the Doctrinal Statement and are willing to be governed by the Elders.
  - 3. Are endeavoring to live a life free from sin. and actively participating in God’s great mission by loving God, loving others, and making disciples, wherever they are.
- C. **Procedure.**
  - 1. A person should state his/her interest in membership to an Elder, a member of the church staff, or by contacting the church office.
  - 2. A prospective member should satisfactorily complete a membership class and freely sign the Membership Commitment form.

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3. A person accepted for membership will be recognized as a new member.

### D. Privileges.

1. Each member is privileged to enter into the God-ordained responsibilities of the church by participating in its ministry.
2. Each member is privileged and encouraged to regularly and generously give financially to the church as God enables.

### E. Discipline and Removal.

1. In accordance with the Word of God, errant members of the church may be disciplined by the Elders.
2. The membership list will be reviewed annually by the church staff, which will make recommendation as to those inactive persons whose names should be removed from membership.

## Article 4

### Elders

- A. **General Powers.** The affairs of the Corporation shall be governed by the Elders. The Elders shall constitute the “Board of Directors” for the Corporation as provided for in the Restated Articles of Incorporation, and pursuant to Colorado Revised Nonprofit Corporation Act (“the Act”) Section 7–24–101. See Article 5, “Corporate Officers.”
- B. **Council.** The Council of the Elders will be those men who are actively serving and meeting during the current Elder calendar year. There are other Elders who are not meeting with and serving on the Council, as described below (Article 4.I, “Term”). Generally, in this document, the term “Elders” designates the “Council.”
- C. **Chairman.** The Council shall select from among themselves a Chairman, who shall preside at all meetings of the Council of Elders. In general, the role of Chairman is to facilitate Council meetings and ensure that the Elders follows their own rules of governance.
- D. **Vice-Chairman.** The Vice-Chairman shall preside in the absence of the Chairman and assist the Chairman as needed.

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- E. The **Ultimate Authority** of the church rests in Jesus Christ and the Word of God. The governance of Grace Chapel shall rest in biblically-qualified men, known as Elders, who serve the church as Christ's under-shepherds in tending the flock.
- F. **Responsibility** for the operation and governance of Grace Chapel resides with the Elders. The Elders work in plurality and conjunction with the Senior Pastor, but generally delegate the management, planning, organizing, and leading to the Senior Pastor, who maintains a staff to assure that the operational objectives and ends are carried out and achieved.
- G. **Qualifications.** Biblically-qualified Elders are men full of faith, sensitive to the Holy Spirit, and who demonstrate shepherding qualities (1 Timothy 3 and Titus 1). All Elders must agree with and submit to the Doctrinal Statement.
- H. **Selection.** Individuals in the congregation are encouraged to express themselves either verbally or in writing regarding those men they feel have the qualities of an Elder. After due consideration of their biblical qualifications, those recognized unanimously by the Council shall be presented as Elders to the congregation.
- I. **Term.** Once selected, Elders shall serve on the Council for a term not to exceed four years. However, a typical term shall be for a period of three years. Any subsequent term shall require re-evaluation and unanimity by the Council after at least a one-year absence from the Council. All men who serve as Elders shall continue to be regarded as Elders whether or not they are serving on the Council. If an Elder ceases to be qualified or to function as an Elder, he shall be divested of his position by the Council. Elders may not vote regarding their own dismissal. Terms on the Council shall be staggered so that typically no more than one-third of the terms expire at the same time.
- J. **Organization.** The Council of Elders may designate any committee, coordinator, or secretary as deemed necessary for its operations.
- K. **Duties.** Elders shall attend primarily to the spiritual needs of this church including oversight of its entire ministry. This oversight includes the following:
1. They develop and monitor the ends by which the Senior Pastor's performance and achievement will be measured and evaluated.
  2. They are to rule in the spiritual and physical affairs of the congregation (1 Timothy 3:4-5; 5:17).
  3. Some are to preach and teach the Word of God (1 Timothy 5:17; Ephesians 4:11).

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4. They are to equip the saints for personal ministries (Ephesians 4:11–12).
  5. They are to care for the needs of the congregation as a shepherd cares for his flock (1 Peter 5:1–5).
  6. They are to counsel and discipline persons in the congregation in accordance with the Word of God (1 Thessalonians 5:14; 1 Corinthians 5:1–13).
  7. They are to seek to make all decisions: according to biblical principles, according to the church’s biblical purpose, and by unanimity (Philippians 1:1, 27–28; 1 Corinthians 1:10).
  8. They are to pray for the sick and anoint with oil if requested (James 5:13–16).
  9. They are to guarantee the propriety of all financial activities including periodic audits or review of the financial records (2 Corinthians 8:20–21).
- L. **Staffing.** Elders will participate in the staffing process (hiring, separation, and reassignment) as described below (1 Peter 5:1–5). The Senior Pastor shall inform the Council of the impact to operations and budget for all staffing actions.

The level of Elder involvement is broken into three distinct categories:

1. **Elder Led.** For the position of Senior Pastor. Elders create the job description, set the pay package, define process for seeking applicants, and interview/decide on a final candidate. Reassignment and separation decisions reside with the Council.
2. **Elder Involved.** For any paid positions reporting to the Senior Pastor, or whose role is pastoral, or whose job title is that of a Pastor. Church staff/Senior Pastor creates job description, sets pay package, defines process for seeking applicants, interviews/decides on final candidate. One-to-three individuals from the current Council or Elders are involved in the process, including a recommendation to hire. The Council appoints/licenses the final candidate. For reassignment/separation decisions, the Senior Pastor informs and involves one-to-three Elders in the process, and the Council approves final recommendations.
3. **Elder Informed.** For all paid positions other than Senior Pastor and Senior Pastor direct reports. Church staff/ Senior Pastor creates job descriptions, sets pay package, defines process for seeking applicants, and interviews/decides on final candidates. The Senior Pastor approves recommendations on job description, process, pay, and final candidate. For reassignment/separation decisions, church staff/Senior Pastor approves recommendations. The Council should be kept informed of the process and status of each job action.

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M. **Accountability.** Elders will be called upon to give an account to God for the way they have served (Hebrews 13:17; 1 Peter 5:4).

N. **Meetings.**

1. *Regular Meetings.* Regular meetings of the Council of Elders may be held without providing written notice to each Elder.
2. *Special Meetings.* Special meetings of the Council of Elders may be called by or at the request of any two Elders. The person or persons authorized to call special meetings of the Council may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Council called by them.
3. *Notice.* Notice of any special meeting of the Council of Elders shall be given at least two days previously thereto by written notice delivered personally or sent by mail or electronic mail to each Elder at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Elder may waive notice of any meeting. The attendance of an Elder at any meeting shall constitute a waiver of notice of such meeting.
4. *Quorum.* A majority of the whole Council of Elders shall constitute a quorum, and the act of a majority of the Elders present at a meeting at which a quorum is present, shall be the act of the Council of Elders. No more than 33 percent of the Elders constituting the quorum may be Pastors serving as Elders (see Article 6.A).
5. *Informal Action by Elders.* Any action required by law to be taken at a meeting of the Elders, or any action which may be taken at a meeting of the Elders, may be taken without a meeting if a consent in writing (including email or other electronic communication), setting forth the action so taken, shall be signed by all of the Elders.

### **Article 5**

#### **Corporate Officers**

- A. **Officers.** The officers of the Corporation shall be President, Secretary, and Treasurer. The Elders may select or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform

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the duties prescribed, from time-to-time, by the Elders. Any two or more offices may be held by the same person, except the offices of President and Secretary.

- B. **Election and Term of Office.** As needed by Elder and/or staff transitions or removals/vacancies, the Council of Elders shall select from among themselves a President of the Corporation, and from among themselves or staff members, a Secretary, and a Treasurer. New offices may be created and filled at any meeting of the Council of Elders. Each officer shall hold office until his successor shall have been duly selected and shall have qualified.
- C. **Removal.** Any corporate officer selected or appointed by the Council of Elders may be removed by the Council of Elders whenever, in its judgment, the best interests of the Corporation would be served thereby.
- D. **Vacancies.** A vacancy in any corporate office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Elders for the unexpired portion of the term from the personnel referenced in item Article 5.B above.
- E. **President.** At the discretion of the Council of Elders, the Senior Pastor may serve as the President of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Elders has authorized to be executed.
- F. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Elders. Further, the Treasurer shall perform such other duties as from time-to-time may be assigned to him by the Elders.
- G. **Secretary.** The Secretary shall keep the minutes of the meetings of the Elders; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records and of the seal of the Corporation, affixing the seal to any document as required; and in general perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned to him by the Elders.

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### Article 6

#### Ministerial Staff

- A. **Pastors serving as an Elder.** Any member of the ministerial staff, whose qualifications and functions are those of an Elder, may be selected by the Council of Elders as a voting Elder. No more than 33 percent of the Elders on the Council may be members of the ministerial staff, or may constitute a quorum, or may vote on any one motion before the Council.
- B. **Senior Pastor Succession.** In order to protect the Council from sudden loss of Senior Pastor services, the Senior Pastor shall have at least one other pastor familiar with Council and Senior Pastor issues and processes.
- C. **Duties.** Staff members shall function according to their job descriptions as defined by the Senior Pastor under the oversight of the Council of Elders. Each staff member's performance shall be evaluated annually by the Senior Pastor or by their supervisor. The Senior Pastor's performance shall be evaluated annually by the Council of Elders. The Elders must ensure that all employees have an annual review.
- D. **Remuneration.** The Senior Pastor, under the oversight of the Council of Elders, shall determine the amount of salary in the form of cash, allowances, and benefits to be paid to staff members. The Elders shall review the remuneration of the staff at least annually.
- E. **Dismissal.** A staff member shall be dismissed for moral or spiritual degeneration or failure to fulfill their job description. Moral failure of staff will be dealt with in an immediate manner. The Senior Pastor will inform the Council of such failure. The Senior Pastor will have the right to immediately suspend (if an investigation is warranted) or terminate employment of any staff with moral behavior that contradicts the Grace Chapel Employee Handbook.

### Article 7

#### Deacons

- A. **Positions.** As the need becomes apparent to the Council of Elders, service positions shall be established. Persons of capable, spiritual leadership shall fill these positions and be designated as "Deacons." These persons so designated shall constitute the Deacons.
- B. **Qualifications.** The qualities for a Deacon are enumerated in 1 Timothy 3 and Acts 6:1–6.

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- C. **Selection.** Individuals shall be encouraged to express themselves either verbally or in writing regarding any member they feel has the qualities of a Deacon. After due consideration of the biblical qualifications, those individuals, approved by Council of Elders unanimously, shall be presented as Deacons to the congregation.
- D. **Term.** Unless determined otherwise by the Council of Elders, terms shall be three years. Any Deacon who ceases to be qualified or to function as a Deacon may be removed by the Council of Elders unanimously.
- E. **Organization.** The Deacons shall designate a Chairperson, who shall be approved by the Elders. The Deacons may designate any secretary as deemed necessary. Upon appointment, each Deacon shall be given a job description which shall be periodically reviewed.
- F. **Duties.** Deacons shall minister to the temporal needs of the congregation as determined by the Elders.
- G. **Accountability.** Deacons are ultimately accountable to God. They are under the supervision and authority of the Elders. Each deacon shall receive periodic consultation relative to their job description and performance.

### Article 8 Committees

- A. **Committees.** The Council of Elders may designate and appoint one or more committees, each of which may consist of one or more Elders, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Elders in the management of the Corporation; except that no such committee shall have the authority of the Elders in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any Elder or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Elders which by its terms provides that it shall not be amended, altered, or repealed by such committee.
- B. **Chairman.** One member of each committee shall be appointed Chairman by the Committee.

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- C. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- D. **Quorum.** Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- E. **Rules.** Each committee may adopt rules not inconsistent with these Bylaws or with rules adopted by the Elders.

### **Article 9**

#### **Contracts, Checks, Deposits, and Funds**

- A. **Contracts.** The Elders may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- B. **Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time-to-time be determined by resolution of the Elders.
- C. **Deposits.** All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the Elders may select.
- D. **Gifts.** The Elders may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

### **Article 10**

#### **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Council of Elders and committees having any of the authority of the Elders. All books and records of the Corporation may be inspected by any Elder, or his agent or attorney, for any proper purpose at any reasonable time. Members of the church shall be allowed to inspect any document of the Corporation upon reasonable written request for inspection. However, executive session documents or

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other documents which, if released, might cause harm, shall only be released or provided for inspection to a requesting member upon approval by the Council of Elders.

### **Article 11** **Corporation Seal**

The seal of the Corporation shall be in such form as shall be approved by resolution of the Elders. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Secretary for the authentication of contracts or other papers requiring the seal.

### **Article 12** **Amendments**

These Bylaws may be revised or amended as needed by unanimity of the Council of Elders. Any significant changes must be announced from the pulpit on at least one Sunday and communicated through normal communication media and channels for an additional two weeks before the Elders can consider final action. This allows time for individuals in the congregation to provide written or verbal input.

### **Article 13** **Definition of Unanimity**

This is the process by which the Council reaches unanimity.

As used herein, the word “unanimity” shall be defined as follows: if two Elders are opposed to an issue, and after no more than one hour of discussion, the issue is not resolved, the item will be tabled until the next meeting. If after one more hour of discussion, two Elders are still not in agreement, again the item will be tabled. After the third and final hour of discussion and the issue is still not resolved, the item will be dropped. If, after all the discussion, there is only one Elder who is not in agreement, he will either agree to the decision or resign in love.

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**In Witness Whereof**, the undersigned President of **Grace Chapel**, a Colorado Nonprofit Corporation, does hereby certify that the Bylaws contained herein are a true and correct copy of the Bylaws of said corporation.

Date: June 20, 2017

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Print Name: Josh Weidmann

President