

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

Preamble

For the glory of Jesus Christ, our Lord, Grace Chapel is established to represent Christ and the global Church who are atoned for by His sacrifice and justified by his resurrection (Ephesians 1:7; Romans 4:25) to carry out our God-ordained responsibilities as a local church to do the following:

- A. ***Worship Jesus Christ in spirit and truth.*** We will continually display the glory of God and the truth of Christ to our local community. We will do this by providing followers of Jesus Christ the corporate opportunity to give recognition, honor, and glory to God as their Creator, Sustainer, and Savior and Lord. We will regularly gather in Christ's name, preach the Gospel, and celebrate the ordinances of baptism and communion (John 4:24).
- B. ***Represent Christ and Biblical truth in the world.*** God does not call us to transform the world; instead, He calls us to live as transformed people in a lost world, reaching those in that world with the saving gospel of Christ. As new creations in Christ, we bear His image as redeemed people living in right standing with God and for His purposes. The Church's mission is to represent God on Earth, stand for the truths of Scripture in our culture (2 Corinthians 5:20), and make Christ known (Mark 16:15).
- C. ***Empower believers for the work of ministry.*** We will equip the saints for the work of service and build up the body of Christ to achieve unity, knowledge of the Son of God, and maturity that is measured by the fullness of Christ. We aim to make Christ known locally and globally by fulfilling the Great Commission and obeying the Great Commandment (1 Corinthians 12:12; Matthew 28:16–20; Matthew 22:34–40).
- D. ***Make disciples of Christ.*** We will encourage, train, and participate in loving and effective evangelism in the local community and worldwide. The basic work of any Christian ministry is to preach the Gospel of Jesus Christ in the power of God's Spirit and to see people transformed and growing in maturity in Christ (Colossians 1:28).

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

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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 to such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be but need not be, identical to 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.

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 inspired, inerrant, and infallible revelation of the Bible, both 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

All those who attend Grace Chapel are invited and encouraged to participate in the membership process (outlined below).

A. A Biblical Case for Membership.

When a person believes in Jesus Christ and repents from their old way of living, he or she becomes a part of the family, fellowship, and body of Christ (1 Peter 2:5, 9-10; Romans

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12:4-5). Committing to a local church is the natural outcome of salvation in Christ – it confirms what God has done in a person’s life. 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 (1 Corinthians 12:12-27). It includes living in a mutual covenant relationship between believers individually committed to love, encourage, guard, and serve each other, to participate and minister in this local church so that we all become more like Jesus.

B. Membership Process

Membership Matters classes (also referred to as “Belong”) are offered several times per year. Prospective members must begin their process of formal membership by attending one of those meetings. The course explains membership at Grace Chapel and gives information about the church and its mission, values, and doctrines. After attending a Membership Matters session, a congregant may apply to become a member by filling out the Membership Commitment Form. Subsequently, each candidate will be invited to meet with an Elder to get to know the applicant and discuss their life, spiritual journey, involvement at Grace Chapel, and their agreement with the church’s Doctrinal Statement and Member Covenant. Upon completion of the interview, if the Elder believes that they have a convincing profession of faith and they have been or agree to be baptized, the Elder will nominate the applicant for membership, and at the next Members Meeting the application will be presented to the other members for approval.

C. Membership requirements

To be considered as a prospective member, an individual must (in addition to completing the process above):

1. Have a clear declaration of trusting in Christ alone for their eternal salvation.
2. Have been baptized as a believer.
3. Have a positive testimony as one who is living for Jesus in their daily life.
4. Be at least 18 years old.

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D. Membership Meetings

These meetings will occur at least once per year. Membership Meetings will include:

1. Affirmation by the members of newly nominated Elders
2. Affirmation by the members of newly nominated Deacons.
3. Affirmation by the members of newly nominated Members.
4. Releasing members (who leave the church or the area).
5. Disciplining members (under the direction of the Elders).
6. Affirmation by the members of proposed changes by the Elders to the Members Covenant.
7. Staff and/or Elders will share additional information regarding annual budgets, ministry plans, outreach programs, etc., and solicit input and feedback.

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. Generally, in this document, the term "Elders" means 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 establish meeting agendas, facilitate Council meetings and ensure that the Elders follows their own rules of governance.
- D. Vice-Chairman.** The Council shall select from among themselves a 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 of those entrusted to their care and leadership by the Holy Spirit (Acts 20:28).
- 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 ensure 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 demonstrating shepherding qualities (1 Timothy 3 and Titus 1). All Elders must agree with and submit to the Member Covenant and Doctrinal Statement.
- H. **Selection.** Men who serve as Elders must have the biblical qualities of an Elder (1 Timothy 3:1-7, Titus 1:6-9) and be Grace Chapel members. While participating in the Elder's training process, and with consideration of their biblical qualifications and suitability for service, those identified and approved by the Council as "Council Qualified" will subsequently be presented to the members of the church for affirmation as a Council Elder. Once the members affirm, the Council will vote to admit the participant as a Council Elder.
- I. **Term.** "Council Elders" serve for a term of three years. If needed and approved by the other Elders, a man can serve as an Elder for one additional year. The Senior Pastor (and any Executive Pastors) serves as an Elder without terms. An Elder may take a short sabbatical from active service for personal reasons with the agreement of other Council Members. Each Elder shall be affirmed annually by the Council for continuation as a Council Elder. The terms "Elders", "Active Elders", "Elder Council" and "Council Elders" are synonymous. Anyone not considered to be one of those is not considered to be an Elder in any way. Those who formerly were Elders must choose to serve again and be invited by the Council and approved by the Council within three years of the end of their term or will need to re-qualify (re-qualification should include participation in a new training and re-affirmation process as deemed appropriate by the active Council). Those who formerly were Elders and

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may wish to serve again may take some time off after finishing a term but must demonstrably stay active and connected within the church over the 3-year period, e.g.:

- Intentionally shepherding.
- Serving as a mentor or teacher in the church's men's leadership training program.
- Serving as a Deacon.
- Continuing their Elder shepherding ministry or assisting another Elder in shepherding.
- Significantly participating in or leading a ministry area.

Any Elder may be removed with or without cause by a vote or written consent of 75% or more of the entire Elder Council currently serving.

- J. **Organization.** The Council of Elders may designate any committee, coordinator, or administrator as 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 process by which they evaluate themselves and each other.
 2. They are to rule in the spiritual and physical affairs of the congregation (1 Timothy 3:4–5; 5:17).
 3. Elders are expected to serve the council and the church at large by working skillfully together (Psalm 78:72) and exercising each Council member's individual giftings and strengths (e.g., preaching, teaching, administration, encouragement, care) in the service of seeking to maximize the Lord's spiritual impact through Grace Chapel. No Elder is expected to possess all gifts; however, all Elders are expected to be able to teach the Word of God, which includes the ability to communicate and defend doctrine.
 4. They are to equip the saints for personal ministries (Ephesians 4:11–12).
 5. They are to care for the spiritual and practical needs of the congregation like the biblical analogy of a shepherd caring 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).

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7. They are to pray for the sick and anoint with oil if requested (James 5:13–16).
 8. They are to ensure the propriety of all financial activities, including periodic audits or reviews of the financial records (2 Corinthians 8:20–21).
 9. They are to seek to make all decisions: according to biblical principles, according to the church's biblical purpose, and in accordance with the *Decision-Making Process* (see Article 13). (Philippians 1:1, 27–28; 1 Corinthians 1:10).
- L. **Staffing.** Elders will participate in the staffing process (hiring, separation, and reassignment) described below (1 Peter 5:1–5). The Senior Pastor shall inform the Council of the impact on 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 only. Elders create the job description, set the pay package, define the 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 the process for seeking applicants, interviews/decides on the 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; Acts 20:28-31). Elders are to personally “fight the good fight” (1 Tim 6:12), encourage each other in doing so, and “press on” (Philippians 3:12-15) in doing the work God has called them to do as Elders. Every elder will also be reviewed annually by the other elders on character, competence, shepherding ability and biblical qualifications.

N. **Meetings.**

1. **Regular Meetings.** Regular meetings of the Council of Elders will generally be held every two weeks. Meetings may be held in person or virtually via any available media.
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 meetings of the Council called by them.
3. **Notice.** Elders shall be notified in advance of every Elder meeting, whether regularly scheduled, ad hoc, or emergency, via electronic or other media, at any venue. Notice of any regular meeting may also be given orally at an earlier regular meeting. No meeting may occur without all Elders being notified in advance within a reasonable timeframe before the meeting.
4. **Quorum.** A majority of the whole Council of Elders shall constitute a quorum (including via telephone or other electronic means), and the act of 75% or more of the entire Elder Council currently serving, shall be the act of the Council of Elders, unless the vote of a greater number of Elders is expressly required by these Bylaws. No more than 33 percent of the Elders constituting the quorum may be vocational staff 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 with the consent, setting forth the action so taken, shall be signed (including email, telephone, or other electronic communication) by 75% or more of the entire Elder Council currently serving.

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Article 5

Corporate Officers

- A. **Officers.** The officers of the Corporation shall be President, Secretary, and Treasurer. The Elders may elect 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 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 the President and Secretary.
- B. **Election and Term of Office.** The role of President is filled by the Senior Pastor as long as there is one. In the case that there is not a Senior Pastor the Elders will elect among themselves someone to serve as President.
- 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.** The President may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Elders have authorized to be executed or as within such general authority the Council delegates to the President from time to time.
- 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/Administrator.** 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

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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.

Article 6

Ministerial Staff

- A. **Pastors serving as an Elder.** Any member of the ministerial staff (excluding the Senior Pastor and any Executive Pastors), whose qualifications and functions are those of an Elder, and who participate in the Elder's training process, may be recommended by the Council of Elders to serve as an Elder and presented to the members of the Church for affirmation as an Elder. No member of the ministerial staff shall serve as an Elder until the Council approves them as an Elder. No more than 33 percent of the Elders on the Council may be members of the ministerial staff.
- 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 shall ensure that all employees have an annual review.
- D. **Remuneration.** The Elder Council shall determine the amount of salary in the form of cash, allowances, and benefits to be paid to the Senior Pastor. 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 will ensure that the cost of all HR expenses will not exceed a percentage of contributions predetermined and approved by the Elders.

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- 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.
- C. **Selection.** Men and women who serve as Deacons must have the biblical qualities of a Deacon (1 Timothy 3:8-13) and be members of the church. After due consideration of the biblical qualifications, those individuals, approved by Council of Elders, shall be presented for affirmation as Deacons to the members of the church. Once affirmed by the members, the Council will vote to determine whether to approve the individual as a Deacon.
- D. **Term.** Unless determined otherwise by the Council of Elders, terms shall be three years. Any Deacon may be removed by the Council of Elders with or without cause.
- 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**

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- 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 or the Council.
- C. **Scope.** Each Committee shall be assigned members, a due date, and a charter, by the Council.
- D. **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.
- E. **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.
- F. **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

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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 evidence 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 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.

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Article 12

Amendments

If the Council proposes changes to the Bylaws, the Council shall use its best efforts to announce the proposed changes to the members at least two weeks prior to a Membership Meeting to solicit input and feedback from the members at the Membership Meeting. After soliciting input and feedback from the members on the proposed changes, the Elders may amend the Bylaws as proposed or with such further modifications as determined by the Council, and in each case with the vote or written consent of 75% or more of the entire Elder Council currently serving.

Article 13

Decision-Making Process

This is the process by which the Elder Council makes decisions.

We believe the Lord calls us to be unified around our decisions and direction as a church. Unity is about being united, and not about being unanimous in perspective (1 Cor 1:10). Grace Chapel encourages and welcomes God-honoring discussion and expects Elders to be intentional about understanding and praying through differing perspectives (Prov 15:22).

While we desire to be unanimous in our decision making, decisions are made on the basis of a super-majority, that is, 75% or more of the entire Elder Council currently serving at a Regular or Special meeting (see Article 4.N.2) with a quorum present (see Article 4.N.4) (including email, telephone, or other electronic communication) must vote to approve any and all matters upon which a vote is taken, unless the vote of a greater number of Elders is expressly required by these Bylaws. If the required number of Elders agree, the matter is deemed to be approved by the Elder Council. This does not preclude the option to postpone a decision to provide time for discussion and prayer. When a decision is made, Elders will “speak with one voice or won’t speak at all” regarding the decision or discussion pertaining to it. Elders are expected to be united around the decisions and direction established by the council.



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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: August 21, 2023

Print Name: Josh Weidmann
President