

GRACE CHAPEL

BYLAWS

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Articles

Article 1: Name and Location

Section 1.1: Name

The name of this church shall be Grace Chapel, Inc.

Section 1.2: Location

Grace Chapel is a multi-site church whose principal location is Lexington, Massachusetts.

Article 2: Purpose

Section 2.1

The purpose of this church shall be to promote the advancement of the Kingdom of Christ. It shall seek this end through the public worship of God, the preaching of the Gospel, consistent Christian living by its members, personal evangelism, missionary endeavor, Christian community, prayer, and Christian education.

Section 2.2

Believing that the Church of Jesus Christ is One Church, and is One Body, whose Head is Jesus Christ, this church is pledged to work with all who love the Lord Jesus and look for His appearance. To this end, Grace Chapel shall be constituted as a church, wherein all of those who love Jesus Christ and desire to serve Him may join in one common effort. Those elements that have caused confusion and division in the past within the Church of Jesus Christ shall not be permitted to destroy the unity of the body. To this end, this church shall be sympathetic and tolerant in spirit with respect to those areas of fellowship with the body of Christ in which Bible believing Christians have held different points of view. The Statement of Faith (Article 3) to which this church adheres finds its general expression in all of the great confessions of the true Church of Jesus Christ.

Section 2.3

To legally implement this purpose, this church is incorporated under the laws of the Commonwealth of Massachusetts, so that duly authorized persons can, in the name of Grace Chapel, Inc., buy, sell, own, lease, mortgage, or otherwise handle real estate, or carry on any business transaction pertinent to the maintaining of this church.

Article 3: Statement of Faith¹

1 - The Bible

We believe that the Bible, consisting of sixty-six books of the Old and New Testaments, was given by Divine inspiration and is the Word of God (2 Tim. 3:16,17; 2 Peter 1:19-21; I Thess. 2:13).

That it constitutes the only perfect rule and final authority in all matters pertaining to Christian faith and practice (Acts 17:11; Isa. 8:20).

2 - The Godhead

We believe there is only one living and true God, the Creator, Preserver, and Ruler of the universe (Gen. 1:1; Heb. 11:3; Neh. 9:6; Heb. 1:2, 3; Psalm 103:19; Eph. 1:11) perfect, infinite, and eternal (Matt. 5:48; I Kings 8:27; Psalm 90:2) and that He is unchangeable in His being, wisdom, power, holiness, justice, goodness, love and truth (Mal. 3:6; I Tim. 1:17; Gen 17:1; Isa. 6:3; Psalm 19:9; Ex. 34:6; John 3:16).

We believe God eternally exists in three Persons, namely, the Father, the Son, and the Holy Spirit, Who are equal in Their Divine perfection and harmonious in the execution of their distinct offices (Matt. 28:19; John 5:17; John 14:16, 17; John 15:26; Eph. 2:18).

3 – The Father

We believe in God the Father Almighty, Maker of heaven and earth. He is Father to His eternal Son, Jesus Christ, whom He raised from the dead, by and for His glory (Matt. 11:25; Luke 10:21; 1 Cor. 8:6; Eph. 1:3; Rom. 6:4; Phil. 2:9-11). He is also Father to all who are adopted as His sons and daughters through faith in Jesus Christ (Gal. 4:5-6; Eph. 1:5). He has made himself known to us through His Son, through the Spirit and through the Scriptures, and has blessed us in Christ with every blessing of the Spirit (1 Cor. 2:10; Eph. 1:3; 3:5; Heb. 1:1-3). He has sovereignty over us, affection toward us, and glory for us (1 Cor. 15:27-28; John 3:16; 2 Thess. 2:16; 1 John 3:1). To Him belong all glory and honor (1 Pet. 4:11; Gal. 1:5).

4 - The Son

We believe that, in the fullness of time, the eternally pre-existent Son humbled Himself and assumed human nature by being born of the Virgin Mary, thus uniting organically and indissolubly the Divine and human natures in their completeness in the unique Person of Jesus Christ (Isa. 9:6, Matt. 1:18-25; John 1:14; I Tim. 3:16; Heb. 2:14).

We believe that God has provided redemption for humanity through the mediatorial work of Christ, Who voluntarily offered Himself on Calvary as a perfect sacrifice for sin, the just suffering for the unjust, bearing sin's curse, and tasting death for everyone (Matt. 20:28; Heb. 9:11, 12; I Pet. 3:18; Gal. 3:13; Heb. 2:9; I Tim. 2:5, 6).

We believe that on the third day He rose from the dead in the body, which had been laid in the tomb. He ascended into heaven where He reigns at the right hand of the Father, where He performs the ministry of intercession and from where He must reign until all things are in full submission to His

¹ The Statement of Faith, previously a separate document known as the Articles of Faith, was moved into the Constitution and Bylaws as a new Article on June 11, 2007

Lordship. He shall come again, personally and visibly, to complete His saving work and to consummate the eternal plan of God.

5 - The Holy Spirit

We believe that the Holy Spirit is the third Person of the Trinity and that He proceeds from the Father and the Son (John 15:26); His principal ministry, since His advent at Pentecost, is to reprove or convict the world of sin, of righteousness, and of judgment (John 16:8-11); to restrain the progress of evil until God's purposes are accomplished (2 Thess. 2:7); to bear witness to the truth preached (Acts 5:30-32); to regenerate those who repent of their sins and exercise faith in Christ (John 3:3-8; Titus 3:5); to instruct, comfort and guide God's children (John 14:16-18,26; 16:13); to sanctify them (2 Thess. 2:13; 1 Peter 1:1-3); to empower them for life and service (Rom. 8:2; Acts 1:8; Eph. 3:16; 1 Cor. 2:1-4; 1 Thess. 1:5); and to give life to their mortal bodies (Rom. 8:11).

6 - Humanity

(a) Our Creation

We believe that human beings were created by a special act of God; that we were created in the image and likeness of God, possessing personality and innocence; that we were endowed with power of rational and responsible choice in view of moral ends; and that the purpose of his creation was to glorify God (Gen. 1:27; Col. 3:10; Acts 17:24-28).

(b) Our Fall

We believe Adam and Eve were subject to trial in the Garden of Eden in order to test their loyalty to their Maker (Gen 2:15-17). Under trial, they lost their holy estate, were alienated from God and became depraved physically, mentally, morally and spiritually, by voluntarily transgressing His positive command and yielding to the enticement of Satan. In consequence of the fact of disobedience, the entire human race became involved in guilt and in corruption so that in every heart there is, by nature, that evil disposition which eventually leads to irresponsible acts of sin and to just condemnation (Gen. 3:1-6; Rom. 5:12, 18; 3:10-12, 23; 1:19-31; Eph. 4:18; I John 1:8-10).

7 - Salvation

We believe that salvation is wholly of grace (Eph. 2:8-9; Titus 3:5); being planned by the Father, provided for by the blood of the Son, and applied by the Holy Spirit (Eph. 1:1-3; John 3:3-5). In justification the believer is absolved of his guilt and declared righteous in the sight of God (Rom. 5:1, 9; 4:4, 5; Acts 13:39). In adoption the believer is constituted a member of the household of God (Rom. 8). In regeneration the principle of a new life is implanted in our hearts (John 3:3; Titus 2:14). In sanctification the principle of the new life is strengthened and developed increasingly (Rom. 6:8). In glorification this work will come to its perfect culmination in an ultimate and complete renewal of human nature (1 Cor. 13: 1 John 5:11-13). Repentance and faith are essential attitudes to be found in any one person who rightly claims the blessing of salvation. They emphasize the fact that it is not through human merit of any kind but the grace of God that redemption is achieved.

8 - The Church

We believe that the Church invisible and universal is an organism composed of the redeemed of all ages. We believe that the Church is manifest locally and visibly through companies of believers in Christ, voluntarily joined together and meeting at stated times for worship, to observe the ordinances (Acts 2:46, 47; 20:7; 1 Cor. 16:2; Acts 6:1-6; 14:23); that it is the duty of the Church to give the Gospel as a witness to all people (Matt. 28:18-20; Acts 1:8), to build itself up in the most holy faith (Jude 20, 21; Eph. 4:11-12, 16; Acts 20:32), and to glorify God (1 Peter 4:11).

9 - Ordinances

We believe that Christian ordinances are outward rites appointed by Christ, not as a means of salvation, but as visible signs and seals of the facts and realities of salvation.

(a) Baptism

We believe that baptism by water is the public confession of Christ as Savior and Lord. It is a symbol of one's union, by faith, with Christ in death, burial, and resurrection, and, therefore, is to be administered to those who have given evidence of faith in Christ as their personal Savior (Matt. 28:19; Mark 16:16; Acts 2:38-41; Rom. 6:3-5; Col. 2:12; Acts 8:36-39).

(b) The Lord's Supper

We believe that the Lord's Supper should be observed by all believers in obedience to the command: "This do in remembrance of Me." It consists in partaking of the consecrated emblems of bread and wine; and symbolizes the death of Christ for the remission of our sins and our continual dependence upon Him for our sustenance. It witnesses that mystical union of the believer with Christ (John 15). The union of believers around the Lord's table should be open to all who are in right relationship one with another, and with the Lord, (Matt. 26: 26-30; Luke 22:19-20; 1 Cor. 10; 11:23-26).

10 - Last Things

We believe that at the end of the age, Christ will descend from Heaven, the dead shall be raised bodily, that they shall be judged by God, and that those redeemed will enter into full possession of eternal bliss in the presence of God, and the wicked shall be condemned to eternal death. (1 Pet. 4:7; 1 Cor. 7:29-32; Heb. 1:10-12; Acts 1:11; Acts 24:15; Matt. 25:31-46).

Article 4: Church Covenant²

We believe that the Holy Spirit of God has drawn us to follow Jesus Christ as our Lord and Savior. We have publicly confessed our faith and have been baptized. Following in the footsteps of the saints who have gone before us, we both joyfully and thoughtfully enter into covenant with one another in the presence of God, the angels and the people of this fellowship.

Empowered by the Holy Spirit, we commit to a common life, which is characterized by the love of Christ. Together we will do all we can to pursue Godly knowledge, holiness, spiritual care and the expansion of this fellowship. We will regularly engage in worship and the celebration of baptism and communion. We will hold one another accountable to the discipline of Christ-likeness, and we will ground our lives in Christian doctrine. We will 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 the nations.

We pledge to engage in family and private worship, to teach our children the ways of Christ and the content of Scripture. We commit to speak of our faith to our friends and family. In the world beyond the church, we will strive to live Christ-like lives. In our work, we will be honorable; in our commitments and vows, we will be faithful. And in our personal behavior, we will be people of integrity. We renounce the temptations to gossip and uncontrolled anger. We will be restrained in our wants and responsible in the use of our money. Our behavior and relationships will conform to the moral standards set forth in scripture. When we fall short of those standards, we will respond in repentance, receiving God's forgiveness and His grace to pursue a godly lifestyle. We will be advocates of biblical justice and reconciliation in human affairs. We will resist evil and any appearance of it that offends others. In contrast, we will do all we can to advance the kingdom of God.

We will care for one another in Christian love. We will pray for one another, come to each other's aid in times of sickness and difficulty. We will be sensitive to each other's feelings and respectful toward one another in our communications. When we have been offended, we will not strike back. And when we have done wrong, we will acknowledge our responsibility. Together we will pursue the ways of forgiveness and reconciliation, and, as Jesus taught, to do it as quickly as possible.

Finally, we promise that if the day comes when we are led of God to leave this congregation, we will unite as soon as possible with another congregation where we can continue our commitment to the spirit of this covenant and the teaching of God's Word.

(Covenant adopted 2 June 1996)

² The Covenant, previously a separate document, was moved into the Constitution and Bylaws as a new Article on June 11, 2007

Article 5: Principles of Organization

Section 5.1

Recognizing that Jesus Christ is the head of this church, and that the Senior Pastor, called by God, is the spiritual leader of the church under the authority of the Board of Elders. The church shall elect a Board of Elders, which shall have the authority to organize, guide, and direct all church activities. This authority shall be in accordance with the Word of God and the Bylaws of Grace Chapel.

Section 5.2

The responsibility of the Board of Elders shall be carried out through the following:

1. Office of the Senior Pastor, including the pastoral staff and other employed personnel to carry on the various ministries of the church and serve the needs of the Body of Christ
2. Committees established by the Board of Elders.
3. Assisting Elders
4. Task Forces established by the Board of Elders

Article 6: Membership

Section 6.1: Membership

The Membership of this church shall include such persons who profess faith in Jesus Christ as Lord and Savior and give evidence of a true Christian experience, affirming the views of faith and practice set forth in Article 3: Statement of Faith, and agreement with these Bylaws.

Section 6.2: Admission of Members

Membership shall be by approval of the Board of Elders under the following conditions:

1. By being baptized as a believer, or giving evidence of a previous baptism as a believer, and giving a public confession of faith in and allegiance to Jesus Christ as Lord and Savior and by completion of the membership process including, meeting with an assigned group of Elders to give witness of their faith in Christ. On a case-by-case basis, after interviewing a candidate and assessing their personal convictions on baptism and its relationship to their confession of faith, the Board of Elders may accept into membership candidates previously baptized in other Christian traditions. Such candidates shall be otherwise qualified for membership, shall have a history of knowing, following and serving Christ in the local church, and shall be able to affirm the church's teaching position on baptism, or
2. By reinstatement.

Section 6.3: Separation of Members

The name of an individual may be removed from the official church roll under the following circumstances:

1. By death.
2. By member's desire for separation. A member requesting a letter of separation or transfer will be given same upon recommendation by the Board of Elders.
3. By desire of the church members.
 - A. Any member guilty of gross misconduct and having been admonished by the Board of Elders and not evidencing real repentance, may be dismissed by three-fourths vote of the Board of Elders.
 - B. In keeping with their covenant to Grace Chapel, when members move away, they are expected to unite with some other church. It shall be the responsibility of the Board of Elders annually to communicate with all members from whom, following a period of one year after moving, this church has received no record of their having united with another church, to inquire concerning their membership status. If a second year elapses without such members having united with another church, the Board of Elders may take action to remove such person(s) from membership. Such members will be notified in writing that their membership is terminated.
 - C. The Board of Elders shall review the church roll annually to determine the status of all members. Members who have been unjustifiably absent for six months from regular church services during the preceding year shall be interviewed by a pastor or by an Elder concerning the reasons for their absence and their membership status. If, during this interview, they indicate that they no longer desire actively to fulfill the duties of members, they shall be advised that they may request a letter of separation. If, after six months following this meeting, the members have not resumed an active status or have not requested a letter of separation, the Board of Elders shall take action to remove such person(s) from membership. Such person(s) will be notified in writing that their membership is terminated.

Article 7: Pastors and Staff

Section 7.1: Pastoral Qualifications

The New Testament uses the following terms for pastor: pastor (I Peter 5:2-4), elder, bishop, and overseer (Titus 1:5-7, Acts 20:17, 28). All pastors shall meet the biblical qualifications for the office as set forth in I Timothy 3:1-7 and shall subscribe without reservation to the Statement of Faith, Church Covenant, and Bylaws of Grace Chapel, including its appendices.

Section 7.2: Office of the Senior Pastor

The church may have an Office of the Senior Pastor, which shall consist of a Senior Pastor and an Executive Pastor. The Office of the Senior Pastor shall report to and is responsible to the Board of Elders.

Section 7.3: Senior Pastor Selection

When the position of Senior Pastor becomes vacant, the Board of Elders shall appoint a Senior Pastor Search Committee which shall take the necessary steps to recommend a candidate for the pastoral office to the Board of Elders consistent with the statement of qualifications as set forth in Section 7.1.

Upon a three-fourths vote of approval by the Board of Elders, the candidate shall be recommended to the church members for approval. An affirmative vote by written ballot of two-thirds of the members voting shall be necessary to extend a call. Upon acceptance of a call, the Senior Pastor and spouse shall automatically become members of this church.

Section 7.4: Role of the Senior Pastor

The Senior Pastor, under the authority of the Board of Elders, is the spiritual leader of the church, responsible for preaching/worship ministries, providing vision for overall church policy, giving spiritual encouragement to its leaders, and for overseeing the operation of the church.

The Office of the Senior Pastor shall have one vote on the Board of Elders. The Senior Pastor shall serve as an ex-officio member of all other boards and committees of the church without vote, unless otherwise specified in the Bylaws.

Section 7.5: Senior Pastor's Contract

The Board of Elders shall have sole responsibility to enter into a contract for employment with the Senior Pastor. Once a pastor is selected and has duly executed the contract for employment as the Senior Pastor, the terms of the agreement shall become part of the records of the Minutes of the Board of Elders and shall remain confidential within that Board. The agreement may be terminated at the will of the Senior Pastor provided the Senior Pastor shall give at least 30 days notice to the Board of Elders or by will of three-fourths of the Board of Elders and approval of two-thirds of the church members voting on this issue.

Section 7.6: Interim Senior Pastor

If the need for an Interim Senior Pastor arises, the Board of Elders shall be responsible for selecting and, upon a three-fourths vote of the Board of Elders, recommending a candidate to the church members for approval. An affirmative vote by written ballot of two-thirds of the members voting shall be necessary to extend a call. Upon acceptance of a call, the Interim Senior Pastor and spouse shall automatically become members of this church.

Section 7.7: Executive Pastor

The church may have an Executive Pastor who would serve under the authority of the Senior Pastor. The Executive Pastor's responsibility would be that of chief-of-staff of the church, directing all activities of the church staff and its programs, managing day-to-day operations, and leading the strategic planning process. The Executive Pastor is a participating member of the Board of Elders and shall automatically become a member of this church.

Section 7.8: All Other Pastoral Staff

Other Pastoral Staff may be employed to assist in those duties that the Senior Pastor and the Board of Elders shall delegate. Pastoral Staff shall automatically become members of this church.

Section 7.9: Employment of Pastoral Staff

Additions to the Pastoral Staff as required to staff any pastoral role as described in Sections 7.7 and 7.8 shall be made on recommendation to the Board of Elders from the Senior Pastor, or in his absence, upon recommendation from the Chairman of the Board of Elders. All candidates shall require the approval of three-fourths of the Board of Elders to be employed by the church. In addition, those positions deemed by the Elders to be at a senior level will also require an affirmative vote by two-thirds of the members voting in accordance with section 9.2 of these bylaws..

Section 7.10: Termination of Pastoral Staff

The employment of all pastors, with the exception of the Senior Pastor, may be terminated upon the recommendation of the Senior Pastor provided there is approval of three-fourths of the Board of Elders.

Article 8: Boards, Officers, and Committees

Section 8.1

All elected officers and members of boards and committees shall be members of this church in good standing. Elected officers and board and committee members shall assume office on the day of their elections, except the audit committee, which shall assume a one-year term on November 1st each year. Non-members may serve in such areas of ministry as may be permitted under policies and conditions established by the Board of Elders. All nominees for church offices and committees shall be members and meet the qualifications for Elders as outlined in Acts 6:3, I Timothy 3:2-12 and Titus 1: 6-9 (see Appendices B and C).

1. Board of Elders

- A. Purpose. The Board of Elders shall be the spiritual guardians of the church and be responsible for the spiritual development of the church, according to the teachings of Scripture and the Constitution and Bylaws.
- B. General Responsibilities. The Board of Elders shall be responsible for assuring the management of the activities of the church on behalf of the members. They will provide guidance to the Senior Pastor in the spiritual oversight and the administration of the total ministry of the church. They will approve the hiring and dismissal of pastors and staff according to Article 7. They will approve applications or removals from membership and assure scriptural administration of the ordinances of the church (i.e., communion, baptism). They will approve objectives, budgetary and financial plans; and policies and programs. They will assure the ministry conforms to the teaching of Scripture, these Bylaws, and the stated purposes of the church.
 - 1) A Chairman, Vice-Chairman, Committee Chairs and Secretary of the Board of Elders shall be elected by the Board of Elders from their membership.
 - 2) The Board of Elders shall be responsible for the assignment of specific and/or general responsibilities of the pastoral staff, church boards, officers, committee members, and other personnel of Grace Chapel.
 - 3) The Board of Elders shall maintain an annual evaluation process to assess their own effectiveness.

- 4) At least annually, the Board of Elders shall conduct thorough strategic and operational reviews of the ministry to review goals, assess performance, and evaluate resource and ministry effectiveness and assure programs are consistent with church objectives.
- C. Qualifications. Elders shall meet the requirements as outlined in Acts 6:2-4, I Timothy 3:2-12 and Titus 1: 6-9 (see Appendices B and C)
 - D. Number. The Board of Elders shall consist of the Senior Pastor and at least ten but no more than twenty members elected from the congregation. The term of the office for elected Elders shall be four years with approximately one-fourth of the terms expiring each year. Any elected member who has served as an Elder for eight consecutive years shall not be eligible for reelection to the same office for at least one year. A quorum shall consist of a majority of the voting members.
 - E. Organization. The Board of Elders shall maintain standing committees to assist in the effective carrying out of the responsibilities stated in this Article. The standing committees are responsible for bringing their recommendations to the Board of Elders.

1.) Finance Committee

a.) Purpose. The purpose of the Finance Committee shall be to:

- 1.) Recommend the annual budget and provide monthly reports on the financial position of the church. Establish procedures and systems for sound and efficient financial and business controls within the church.
- 2.) Assure the provision, safeguard and maintenance of the church facilities and assets.
- 3.) And other purposes as defined in the 'Finance Committee Charter' as approved by the Board of Elders

b.) Chair. The Chair of the Finance Committee fulfills the responsibilities of Church Treasurer and shall have authority to enter into and sign any and all documents, which pertain to contracts between the church and other entities or persons subject to Articles 8 (Boards, Officers and Committees) and 13 (Contractual Authorities). The Committee Chair shall give such bond as may be required by the church at its expense.

c.) Number. The Finance Committee shall consist of at least two Elders, of whom two shall serve as Committee Chair and Vice-Chair; at least two Assisting Elders; the Executive Pastor, if any; and the Director of Operations, or his or her functional equivalent. The Senior Pastor shall be an ex-officio member.

2.) Nominating Committee

A. The Nominating Committee shall consist of:

- 1.) Two Elders appointed by the Board of Elders (excluding the incumbent chairman), one of whom serves as chair.
- 2.) Four at-large members of the congregation elected by the congregation at the annual meeting. At least one of these members must be an Assisting Elder.

B. The Nominating Committee shall serve a term of one year. No member of the Nominating Committee shall be eligible for nomination to office.

C. Active members of the congregation who wish to suggest nominees for offices and committees called for within the Bylaws may submit names to the Nominating Committee 120 days prior to the annual congregational meeting. The committee shall consider the qualification of the suggested nominees and any additional nominees suggested by the committee.

D. The Nominating Committee shall prepare a list of potential nominees to present to the Board of Elders for its review at least 90 days prior to the annual congregational meeting. Upon ratification of these recommendations by the Board of Elders, it shall be the committee's duty to contact the appropriate number of candidates for the offices to be filled and then to have the names of all nominees who are willing to serve printed upon a ballot.

E. The slate of nominees shall be posted to the congregation not less than 60 days prior to the annual congregational meeting. Within the next 30 days, any member of the congregation knowing of reasons why a nominee is not biblically qualified shall give such evidence to the Nominating Committee for consideration. Should a nominee be disqualified, the Nominating Committee shall submit another qualified nominee.

F. The slate of nominees shall be submitted to the congregation for ratification. Should any nominee fail to be elected, the Nominating Committee shall submit new nominations at a special congregational meeting to be called within 30 days of the annual congregational meeting.

3.) Audit Committee

A. Each year the members of the church shall elect an Audit Committee consisting of three members, one of whom shall serve as chair. The term of office for Audit Committee member shall be one year. Anyone who has served as an Audit Committee member for three consecutive terms shall not be eligible for reelection to the same office for one year. The Audit Committee shall be responsible for auditing or for causing to be audited by an independent, certified accounting firm, within the greater Boston area, all the books of the church and all church-related organizations on an annual basis. The results of the audit shall be provided to the Board of Elders for review and comment. The Audit Committee shall be responsible to provide periodic reports on its work to the Board of Elders. The Audit Committee shall submit a written report to the congregation with the final audited financial statements within four months of the end of the fiscal year. The Audit Committee and/or an independent certified accounting firm as retained by the Audit Committee on behalf of the Board of Elders, shall have free access to the books and financial records of all organizations within the church.

B. In addition, the Audit Committee's responsibilities are further defined and expanded upon as defined in its 'Audit Committee Charter', as approved by the Board of Elders.

4.) Other Elder Committees

A. Purpose. The Board of Elders may create other committees as necessary to help carry out its charter.

B. Number. The number of elders serving on these committees can vary by the needs of the committee. The profile and makeup of the other members of the committees is determined by the Board of Elders.

2. The Assisting Elders

A. Purpose. The Assisting Elders shall perform various non-governing duties in assistance to the Board of Elders as determined and directed by the Board of Elders.

B. Organization. As needed, the Board of Elders will appoint Assisting Elders for a two-year term. Assisting Elders may be re-appointed for additional terms. Elders leaving the board at the end of their terms automatically become Assisting Elders for a two –year term.

3. Moderator.

A. Each year the members of the church shall elect a moderator whose term of office shall be one year. Any person who has served as moderator for three consecutive terms shall not be eligible for re-election as moderator for one year. The Moderator shall preside at all congregational meetings and shall assist the Board of Elders in establishing an agenda for all such meetings, shall direct the clerk to give notice of all congregational meetings provided for by these Bylaws.

4. Clerk.

A. Each year the members of the church shall elect a Clerk whose term of office shall be one year. Anyone who has served as Clerk for three consecutive terms shall not be eligible for reelection to the same office for one year. The Clerk shall give, or cause to be given, notice of all congregational meetings (in the absence of the Clerk, such notices may be given by any person as directed by the Moderator); shall record all proceedings of the meetings of the congregation in a book to be kept for the purpose; and shall perform such other duties as may be assigned by the Board of Elders.

Section 8.2: Removal from Office

Any officer of the church whose conduct is such that it might bring reproach upon the church or who fails to carry out his or her job in a responsible manner (refer to 1 Tim. 3:1-13, Titus 1:7-9), shall be disqualified by a three-fourths vote of the Board of Elders.

Section 8.3: Filling Vacancies

Vacancies in any office of the church shall be filled for the unexpired term by nomination by the Nominating Committee and election by the Board of Elders.

Article 9: Meetings

Section 9.1: Devotional Meetings

1. The church shall meet regularly each week and as frequently as necessary for worship and the preaching of the Gospel

2. The church shall meet for the observance of the Lord's Supper upon the first Lord's Day of the month and/or such other times as the Elders may decide.
3. The church will provide as many opportunities as possible throughout the week for people to meet for prayer and intercession
4. The church shall conduct Christian education for all ages, for the study and teaching of the Bible.

Section 9.2: Congregational Meetings

1. The annual congregational meeting shall be held within 60 (sixty) days after the end of the fiscal year on a day to be determined by the Board of Elders.
2. Congregational meetings shall be held for the purpose of reviewing nominations of officers and committee members, of receiving the annual reports of the officers, boards, and committees of this church, reviewing the annual budget, and for the consideration of such other matters as is proper to come before said meeting. The Board of Elders shall modify the main motions for the voting ballot in light of the congregational feedback at the congregational meeting. The meeting will be recorded and made available to the congregation so that all members may be fully informed prior to voting.
3. Notice of congregational meetings, stating the place and time, shall be posted by the Clerk in a conspicuous place near all the principal entrances of the church buildings at least seven days prior to the meeting.
4. Special congregational meetings may be called at any time by the Senior Pastor, Moderator, the Chairman of the Board of Elders, the Board of Elders, or by written request of at least 10% of the active members of this church. Notice of each such meeting and the object for which it is called shall be given from the pulpit at least one week in advance of the date of the meeting and said notice shall be posted seven days in advance of said meeting.
5. Qualifications of Voters: All matters pertaining to the purchase, sale, or mortgaging of property shall be voted on only by members who are 18 years of age or older.
6. Voting: Binding congregational decisions on main motions shall require that votes be cast by at least Twenty Five percent (25%) of the church members, in good standing, qualified voters. A majority of such members voting on any particular matter shall be required to decide any questions presented unless these Bylaws specify otherwise. All officer, board and committee elections shall require a two-thirds majority for election. Voting on main motions shall be by written ballot at all Grace Chapel campuses on a single Sunday no later than 30 days following a congregational meeting. Final main motions to be voted on shall be posted at least three days prior to the congregational vote.

Article 10: Auxiliary Organizations

Section 10:1

Any organization regularly meeting in the church buildings and/or having the name of this church included in its official name shall be considered as an auxiliary organization of this church. The constitution of any such organization shall be drawn so as not to conflict with the Bylaws of the church and shall be subject to approval of the Board of Elders. Meetings should be held at such times as not to

conflict with the meetings of this church. Organizations shall provide an annual report to the Board of Elders prior to the annual congregational meeting. Any special activities of auxiliary organizations shall be subject to the prior approval of the Board of Elders.

Section 10.2

The Board of Elders may withdraw or refuse the use of church property or its name from or to any auxiliary organization whose purposes, objectives or conduct are not consistent with the stated purposes and objectives of this church.

Article 11: Church Year

Fiscal Year. The fiscal year of the church shall begin on the first day of May and close on the 30th day of April.

Article 12: Rules of Order

Meeting Procedures: These Bylaws shall govern meeting procedures. *Robert's Rules of Order Revised* may be used as a guide in procedural matters at the discretion of the Moderator.

Article 13: Contractual Authorities

Section 13.1

The Board of Elders shall appoint the financial authorities of the church. However, no one shall have the authority to mortgage, pledge, assign, contract, assume new debt, acquire or dispose assets or otherwise legally commit or bind the church for more than 10% of its total assets to any person, entity, municipal, state or federal organization or agency unless that person, persons, committee or group has been authorized to so commit or bind the church by a two-thirds majority of the church members voting

Article 14: Amendments

Section 14.1: Bylaws

These Bylaws, excluding Article 3: Statement of Faith, may be amended, altered, waived, or repealed by a two-thirds majority of the church members voting, provided that the proposed change in the Bylaws has been referred to the Board of Elders, prior notice of at least 30 days has been given to the members of the church, and in accordance with the provisions of Section 9.2 of these Bylaws.

Section 14.2: Statement of Faith

Article 3: Statement of Faith, may be amended by a three-fourths majority of the church members voting, provided that the proposed change to Article 3 has been approved by three-fourths of the Board of Elders, prior notice of at least 30 days has been given to the members of the church, and all other provisions of Section 9.2 have been met.

Article 15: Validity of These Bylaws

The ratification of this set of Bylaws makes null and void any previous set of Bylaws and any amendments thereto. These Bylaws were published in writing at least 30 days prior to their acceptance and were accepted by an affirmative vote of two-thirds of the members voting in accordance with Section 9.2, with the exception of Article 3: Statement of Faith, which has its own set of requirements as set forth in Section 14.2.

Article 16: Division and Dissolution

Section 16.1: Division

In the event that the membership of the church becomes divided in its beliefs, doctrines, policies, practices, conduct, or any other aspects relating to the purposes for which this church was formed, and with the result that the division creates individual groups unable to work together with common effort to accomplish the purposes for which this church was formed, then, in such event, the ownership and operation of the property, and all of its facilities, together with the name of this church, shall be vested with that group which, by its convictions and practices, continues with the Statement of Faith, as submitted to and approved by the members .

Section 16.2: Dissolution

In the event of dissolution of this church, with the result that there is no continuing body to conduct the work for the purposes for which it was initially formed, a special board will be appointed by the Board of Elders with at least one member-at-large of the church appointed by the Chairman of the Board of Elders to arrange for disposition of the property as follows, and a majority decision of the special board shall govern in the fulfillment of their duties hereunder. (If any or all of such offices do not exist, the members of the church will appoint a qualified person or persons from its membership to make a full complement of five special board members.)

1. The special board shall use its best efforts to sell all assets for the largest realizable return, either through private or public sale.
2. From the proceeds thereof, the special board shall distribute the money in the following order:
 - A. Pay all current and long-term obligations of the church,
 - B. Pay all commitments of the church under the Missionary Budget,
 - C. With the residual sum, after paying obligations and commitments in items A. and B. above, give:
 - 1) One-third of such residual sum to the church in the town of Lexington, Massachusetts

with the largest number of active members and which conducts its ministry under Statement of Faith similar to those adopted by this church; if no such church exists in the town of Lexington, then this sum will be given to that church in the Greater Boston area with the largest number of active members and which conducts its ministry under Article 3: Statement of Faith as defined in these Bylaws.

- 2) One-third of such residual sum to the theological school in the Commonwealth of Massachusetts with the largest enrollment of students being trained for the ministry and which conducts its educational program under Statement of Faith similar to that adopted by this church. In the event that there is not a qualified school in the Commonwealth of Massachusetts, then a school in any other state may be selected which meets the qualification of agreement with Article 3: Statement of Faith as defined in these Bylaws.
- 3) One-third of such residual sum divided equally among all organizations, which shared in the Missionary Budget of this church for the most recent fiscal year of the church. In the event that there was no Missionary Budget in the most recent fiscal year, then the Board of Elders will give the entire one-third of the residual sum to a missionary organization which conducts its efforts under Article 3: Statement of Faith as defined in these Bylaws.

Appendices

Appendix A: Principles of Church Leadership

"For we are God's fellow workers; you are God's field, God's building. According to the grace of God, which was given me, as a wise master builder, I laid a foundation, another is building upon it. But let each man be careful how he builds upon it." (I Cor. 3:9 & 10)

God's plan for leadership is revealed in Scripture. He launched the Church by giving certain individuals specific gifts "--apostles, prophets, evangelists, pastors and teachers." These believers under the direction of the Holy Spirit initiated the Christian movement and brought local churches into existence through their teaching and preaching. (Eph. 4:11-13 and Rom. 15:20)

"For this reason I left you in Crete that you might set in order what remains, and appoint elders in every city as I directed you." (Titus 1:5)

"Be on guard for yourselves and for all the flock among whom the Holy Spirit has made you overseers, to shepherd the Church of God which He purchased with His own blood." (Acts 20:28)

As churches were established in the faith, and when more than one person became qualified, elders were appointed to continue the pastor-teaching ministry in each local church. To the elders was given the ultimate responsibility for the oversight of that particular church body, and the shepherding of its members. (Acts 20:28; I Tim. 3:1-7; Acts 14:23; Titus 1:5-9; I Tim. 5:17; I Peter 5:1-4; Acts 20:28-32)

"Let the elders who rule well be considered worthy of double honor, especially those who work hard at preaching and teaching." (I Tim. 5:17)

Some elders would give more time to the spiritual leadership than others and would be called to fill more demanding responsibilities. They therefore would be worthy of "double honor" (usually understood as monetary compensation.)

"And the twelve summoned the congregation of the disciples and said, 'It is not desirable for us to neglect the word of God in order to serve tables. But select from among you brethren, seven men of good repute, full of the spirit and of wisdom, who we may put in charge of this task.'" (Acts 6:2-3)

As necessary, Assisting Elders were also appointed to serve the church, particularly in undertaking those areas of need that would otherwise prohibit the elders and other leaders (pastor and staff) from performing their Biblical responsibilities. (Acts 6:1-7)

These leaders, along with all members of each local body form a unique organism--a visible and functioning expression of the universal Church. Grace Chapel recognizes this Biblical pattern for the plurality of godly leadership, under the oversight and watchcare of elders and the supportive leadership of Assisting Elders.

"Obey your leaders and submit to them, for they keep watch over your souls as those who will give account. Let them do this with joy, not grief, for this would not be profitable for you." (Heb. 13:17)

In response to the Biblical pattern of leadership, members of the body are taught in Scripture to lovingly support their leaders and to submit to their leadership. (I Cor. 16:16 and I Thess. 5:12 & 13)

Appendix B: The Biblical Role of Elders

1. Shepherd the Flock:

Serving in all humility, elders are to guide, direct, guard and protect the members of the body, seeking to meet their needs and assist in any way possible, warning against harmful influences and guarding against false teachers. (Acts 20:28ff and I Pet. 5:1-3)

2. Lead Through Example:

Elders are to provide a Scriptural role model and are to set a pattern before the flock of a rightly ordered life--with a single purpose, to glorify God. (I Pet. 5:3)

3. Teach and Exhort:

Elders are to see that the flock is fed through insightful and accurate Biblical instruction and admonition. (I Tim. 3:2; Titus 1:9)

4. Refute Those Who Contradict Truth:

Elders are to confront those who are teaching what they should not teach or who are continuing in a pattern of behavior contradictory to Biblical truth. Thus, are to keep closing potential entrances for Satan, so that the truth of Christ will remain credible to both the congregation and the community. (Acts 20:29-31; Titus 1:9)

5. Manage the Church of God:

Elders are to oversee the life of the church, with the assistance of Assisting Elders and other godly leaders. They must be people who can "rule well." (I Tim. 3:5 and 5:7)

6. Pray for the Sick:

Elders are to pray for the spiritual and physical well being of members of the congregation. (James 5:14)

Appendix C: The Biblical Qualifications for Elders

"An overseer then must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, not contentious, free from the love of money. He must be one who manages his own household well, keeping children under control with all dignity...and not a new convert, he must have a good reputation with those outside the church so he may not fall into reproach and the snare of the devil." (I Tim. 3:2-7)

"If a man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion...above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word...that he may be able both to exhort in sound doctrine and refute those who contradict." (Titus 1:6-9)

1. Above Reproach Elders must be blameless, presenting no patterns of Scriptural disobedience or grounds for accusation.
2. Husband of one wife: Elders must be devoted spouses (if married).
3. Temperate: Elders must be self-controlled, enslaved to nothing, free from excesses.
4. Prudent: Elders must be sober, sensible, wise, balanced in judgment, not given to quick, superficial decisions based on immature thinking.
5. Respectable: Elders must demonstrate a well-ordered life and good behavior.
6. Hospitable: Elders must be unselfish with their personal resources. They must be willing to share blessings with others.
7. Able to Teach: Elders must be able to communicate the truth of God and exhort sound doctrine in a non-argumentative way (II Tim. 4:2 & 2:24)
8. Not Addicted to Wine: Elders must be free from addictions, and must be willing to limit their liberty for the sake of others.
9. Not pugnacious: Elders must be gentle and characterized by forbearance and tenderness--not having a quick temper.
10. Not Contentious: Elders must not be given to quarreling or selfish argumentation.
11. Free From the Love of Money: Elders must not be stingy, greedy or out for sordid gain. They should not be preoccupied with amassing material things, but rather should be a model of giving.
12. Manage Own Household well: Elders must have a well-ordered household, a healthy family life and well-behaved children. (Pertains to those children still under the authority of the parents.)
13. Not a New Convert: Elders must not be new believers. They must have been Christians for long enough to demonstrate the reality of their conversion and the depth of their spirituality.

14. Good Reputations with Outsiders: Elders must be well respected by unbelievers, and must be free from hypocrisy.
15. Not Self-Willed: Elders must not be stubborn, insensitive or prone to force opinions on others. They must be more interested in service than self-pleasure.
16. Not Quick Tempered: Elders must be able to exercise self-control and patience in difficult situations.
17. Loves What is Good: Elders must desire the will of God in every decision.
18. Just: Elders must be fair and impartial. Their judgments must be based on Scriptural principle.
19. Devout: Elders must be reverent, continually desiring to be separated from sin. They must be devoted to prayer, the study of Scripture and the guarding of their own spiritual walk. (Acts 20:28)
20. Holding Fast the Faithful Word: Elders must be stable in the faith, obedient to the Word of God, continually seeking to be controlled by the Holy Spirit.