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## Bylaws

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These Bylaws govern the affairs of Grace Bible Church of North Texas (the “Church”), a non-profit corporation organized under the Texas Non-Profit Corporation Act (the “Act”).

### **Article I – Offices**

#### *1.01. Principal Office.*

The principal office of the Church shall be located at such place as shall be designated from time to time by the Board of Elders (sometimes referred to as the “Elder Board” or the “Board”). The initial principal office is the same as the initial registered office.

#### *1.02. Registered Office and Registered Agent.*

The Articles of Incorporation of the Church (“Articles of Incorporation”) set forth the address of the initial registered office of the Church and the name of its initial registered agent at such address. The Board may change the registered office and the registered agent as provided in the Act. The registered office may be, but need not be, the same as the Church’s principal office.

### **Article II – Purpose**

The Church is organized for religious purposes (including eleemosynary, missionary and educational purposes). Our commission is to obey the command of our Lord Jesus Christ as stated in the following passage: “And Jesus came up and spoke to them, saying, ‘All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the

Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age” (Matthew 28:18-20).

### **Article III – Doctrinal Statement**

The Church’s Doctrinal Statement is that certain document entitled “Grace Bible Church Doctrinal Statement” dated June 18, 2002, signed by the initial directors named in the Articles of Incorporation and filed with the corporate records at the principal office of the Church, as revised January 24, 2006.

### **Article IV – Membership**

#### ***4.01. Corporate Members.***

The Church shall have no members as contemplated by Article 2.08 A of the Act and as provided in the Articles of Incorporation (“corporate members”). Full power and authority to control, manage and conduct the affairs of the Church is vested in the Board of Elders, which is composed of all Elders at the time in office. Any and all action which otherwise would require approval by corporate members shall require only approval of the Board of Elders, and all rights and powers that would otherwise vest in corporate members shall vest in the Board.

#### ***4.02. Church Members.***

References in these Bylaws to “church members” or “members of the church” do not refer to corporate members (there being

none), but rather do refer to persons who have been admitted to membership in the Church (sometimes called “church membership”) in the manner set forth in these Bylaws and have neither resigned as permitted in Section 5.09 nor been removed from church membership. Church members shall have such rights and powers as are or may be conferred upon them by these Bylaws. Notwithstanding the conferring of such rights and powers upon church members, they are not and shall not be deemed to be corporate members.

### **Article V – Church Membership**

#### ***5.01. Purpose of Church Membership.***

The congregation of Christian believers who are church members shall constitute a spiritual body (sometimes referred to herein as the “Church” or the “church”), united for the spiritual purposes set forth in the Articles of Incorporation and in these Bylaws.

#### ***5.02. Eligibility for Church Membership.***

Church membership shall be open to all persons who confess Jesus Christ as their Lord and Savior, who have been baptized, and who give no cause for denial of church membership as set forth in Section 5.05. Church membership carries with it certain freedoms and privileges within the congregation and is based on formal review by the Board of Elders or a duly appointed committee thereof as to the qualification of the individual making application for church membership. Church membership is not assignable inter vivos by any church member nor shall church membership vest in any personal representative, heir, or devisee.

### *5.03. Voting Privileges.*

Membership in this church shall not vest in any church member any proprietary rights in the Church or any of its assets but shall only entitle the church member to vote at a meeting of church members on those matters that the Board of Elders chooses to submit to the church membership. The granting of opportunities to vote on such matters does not grant to church members any power or authority to control, manage or conduct the affairs of the Church, and any such vote shall have only such effect, if any, as may be determined by the Board of Elders. In all cases, voting privileges are restricted to members who are in good standing, who are not under any disciplinary action, and who have passed their eighteenth birthday. The privilege of voting is not assignable inter vivos by any church member nor shall it vest in any personal representative, heir, or devisee. No proxy or absentee voting shall be permitted unless expressly provided for in the notice of the meeting in respect of which the proxy or absentee vote is sought to be exercised.

### *5.04. Applications for Church Membership.*

All requests for church membership shall be made to a Pastor, an Elder, or a Deacon. As soon as practicable after the making of such a request the person shall be given an application for church membership and copies of these Bylaws and the Doctrinal Statement. Thereafter, a Pastor, Elder or Deacon shall meet with the applicant when convenient to review the completed application and discuss the Doctrinal Statement and Bylaws and the applicant's qualification for membership. In order to become a church member, an applicant must: (a) be qualified under Section 5.02, (b) signify in writing his or her submission to the

Doctrinal Statement and the Bylaws, and (c) testify publicly before the Board of Elders or a duly appointed committee thereof at a meeting for prospective members. Upon satisfaction of all such requirements and approval of such committee or the Board of Elders, the applicant shall become a church member.

### *5.05. Denial of Church Membership.*

If at any time during the application process the Board of Elders or a duly appointed committee thereof determines that the applicant does not exhibit saving faith or that there is lack of sufficient evidence of a godly lifestyle, church membership shall be denied. The decision made by the Board of Elders shall be final and there shall be no appeal to any court from that decision.

### *5.06. Admission of Applicants.*

Applicants admitted to church membership shall, if possible, present themselves at a worship service designated by the Board of Elders, at which service such applicants shall publicly affirm their membership commitment (see Section 5.07) and be publicly acknowledged as members.

### *5.07. Responsibilities of Members.*

Members shall seek to participate in the support and ministries of the Church, exercise their spiritual gifts for the mutual benefit of all in the church body, live their lives in a God honoring manner, and submit to the rule of the Elders.

### 5.08. Church Discipline.

(a) The threefold purpose of church discipline is to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1), to glorify God by maintaining purity in the local church (1 Corinthians 5:6), and to edify believers by deterring sin (1 Timothy 5:20).

(b) Members of the church and all other professing Christians who regularly attend or fellowship with the church who err in doctrine or engage in conduct that violates Scripture, as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18 and in accordance with the following:

(i) It shall be the duty of any member of the church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration.

(ii) If the erring individual does not heed this warning, then the warning member shall again go to the erring individual, seeking his or her repentance and restoration, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval.

(iii) If the erring individual still refuses to heed this warning, then it shall be brought to the attention of the Board of Elders, or a duly appointed committee thereof. If the Board of Elders or such committee determines – after thorough investigation in accord with the procedures prescribed by pertinent Scripture,

including Matthew 18:15-18 and 1 Timothy 5:19 – that there is sufficient evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly-scheduled worship service.

(iv) If, however, the erring individual does not repent in response to the church in its collective call to repentance, then at a regularly scheduled worship service he or she shall be publicly dismissed from the fellowship of the congregation and, if such person is a church member, from membership in the church.

(v) If the erring individual, after such dismissal, heeds the warning, demonstrates repentance to the satisfaction of the Board of Elders or a duly appointed committee thereof, and requests reinstatement before the Board of Elders or such committee, then he or she shall be publicly restored to all the privileges and responsibilities of fellowship and/or church membership.

(c) Notwithstanding the foregoing, the Board of Elders in the exercise of its discretion may proceed directly to the third stage of church discipline, (i.e. the informing of the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e. the dismissal from the fellowship and/or membership of the church) when one or more of the following have occurred;

(i) Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole church (1 Cor. 5:1-5);

(ii) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the elders and then chosen to disregard the direction and reproof of the elders (Romans 16:17); or

(iii) Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).

(d) All church members, and all other professing Christians who regularly attend or fellowship with the church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraphs, forfeit and waive the right to resign from the church. Resignations from church membership are possible only by members who are in good standing and who are not under any disciplinary action.

(e) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Board of Elders (or a duly appointed committee thereof), a member, non-member regular attendee, or other individual may be notified that he or she is not to be present upon Church premises for such a period of time as may be deemed necessary for the safety and well-being of others on Church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

### *5.09. Resignation and Removal from Membership.*

(a) Any church member who is in good standing and who is not under any disciplinary action has the right to resign from the church either (i) in writing, or (ii) by so advising an Elder or a Deacon. Any such resignation shall become effective immediately.

(b) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Board of Elders, or a duly appointed committee thereof, if any church member (a) shall have ceased to attend worship services and shall have advised any Deacon or Elder that he or she does not intend to return to the church, or (b) shall not have attended a worship service at the Church for a period of three months or longer, then in either such case, such person's membership may be terminated by resolution of the Board of Elders or such committee.

### *5.10. Annual Business Meeting.*

An annual business meeting of church members shall be held at the principal place of worship of the church (as the same from time to time shall be designated by the Board of Elders) in February of each year or as soon thereafter as practicable. At the annual business meeting the church members shall receive reports of the affairs of the Church, and such other business as the Board of Elders may determine shall be transacted.

### *5.11. Special Business Meetings.*

Special business meetings of the church members may be called at any time by the Board of Elders.

### ***5.12. Notice of Business Meetings.***

(a) Notice of the annual business meeting of church members shall be given from the pulpit for two successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin for two successive Sundays prior to such meeting.

(b) Notice of special business meetings of church members shall be given from the pulpit at least seven days prior to the meeting and shall also be published in the regular church bulletin of the Sunday immediately preceding the day of the meeting.

### ***5.13. Quorum.***

At all business meetings of church members, whether annual, special or adjourned, the members present shall constitute a quorum for the transaction of business.

## **Article VI – Elders**

### ***6.01. Powers.***

The affairs of the Church shall be managed by the Board of Elders, which is the “Board of Directors” as defined in Article 1.02 A (7) of the Act. The Board of Elders shall have full power and authority to control, manage and direct all of the affairs and activities of the Church. Without limiting the generality of the foregoing, and in addition to all other powers enumerated by these Bylaws, it is hereby expressly declared that the Board of Elders shall have the following powers:

(a) To select and remove all the officers, agents, pastors, staff, and employees of the Church; to prescribe duties for them consistent with the Scriptures, with the law, with the Articles of Incorporation, and with these Bylaws; and to fix the terms of their offices and their compensation.

(b) To make such disbursements from the funds and properties of the Church as are required to fulfill the purposes of the Church, and generally to conduct, manage, and control the activities and affairs of the Church and make such rules and regulations consistent with the Scriptures, with the law, with the Articles of Incorporation, and with these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.

(d) To establish policies and practices for the church consistent with the purposes of the Church.

(e) To borrow money and incur indebtedness for the purposes of the Church and to cause to be executed and delivered, in the Church’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

### ***6.02. Duties.***

The Elders shall control, manage and direct all of the affairs and activities of the Church. They shall faithfully govern the Church and carry out their responsibilities to oversee the Church and to shepherd, teach, and discipline (1 Peter 5:1-4). The Elders shall care for the Church and its spiritual condition and guard the purity of its doctrine.

### *6.03. Number of Elders.*

The Church shall have not less than three Elders unless the number of Elders in office shall have been reduced to less than three by death, removal or resignation of one or more Elders. In any such event, the remaining Elders shall as soon as practicable follow the procedures set out in these Bylaws to increase the number to three. Notwithstanding the desirability of having at least three Elders at all times, under no circumstances shall any Elder be required to approve a person as an Elder without being satisfied as to his qualification for the office.

### *6.04. Qualifications.*

Each Elder (a) must be a church member who has been an active participant in the services and ministries of the Church and has demonstrated the highest moral and spiritual character, the heart of a servant and shepherd, and soundness in doctrine, wisdom and judgment, and (b) must possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9. Any man who aspires to the office of elder must also be in agreement with the affirmations of the Doctrinal Statement or have only such disagreements as determined by the Board of Elders to be acceptable. Any such disagreements will be communicated to the Church when a man is presented to the Church as a formal candidate under Section 6.05 (b).

### *6.05. Nomination, Selection and Tenure of Office.*

(a) Periodically, as the need becomes apparent, the Pastor or an Elder will address the congregation inviting church members to recommend qualified men for consideration to

fill the office of Elder. In addition, men may step forward and submit themselves for consideration, and the Board of Elders may approach a man they consider qualified and ask him to consider serving as an Elder.

(b) Candidates for Elder will be interviewed by the Board of Elders, and/or a duly appointed committee thereof, to determine their qualification to serve in the office. The Board of Elders shall establish and maintain a written procedure for identifying, qualifying, and approving new Elders. Such procedures shall be available for inspection by any member upon request. If approved by the unanimous vote of all Elders then in office, the candidate will be presented to the congregation as a formal candidate, and church members will be invited to examine the candidate and raise any questions or objections they may have to his serving as an Elder. The period of examination shall be determined by the Board of Elders, and any objections, together with the reasons for objection, shall be communicated in writing to the Board of Elders within such period. Either during or as soon as practicable after the expiration of the period of examination, the Board of Elders will examine the objections and any accompanying reasons and make such investigation as they may deem appropriate.

(c) Promptly after expiration of the examination period and such further period of time as may be needed to complete any examination and /or investigation, the Board of Elders will meet to formally approve or reject the candidate as an Elder. Upon the unanimous affirmative vote of all Elders then in office, the candidate shall be elected to the office of Elder and shall immediately commence serving as a member of the Board of Elders. As soon as practicable thereafter, an appropriate announcement to the effect that the candidate has become an Elder shall be made to the congregation.

(d) Each Elder shall hold office for life, subject to (i) resignation by the Elder, and (ii) removal as provided in these

Bylaws.

(e) An Elder has the right to resign his office as Elder at any time. Such resignation shall be made in writing to the Board of Elders. If he subsequently should desire to serve again as an Elder, he must submit himself as a candidate and pass through the interview, examination and approval process set out in (b) and (c) above and again receive the final approval of the Board of Elders.

### ***6.06. Removal of Elders.***

(a) Any church member may bring an accusation of disqualification of an Elder, provided all relevant biblical standards are satisfied.

(b) Subject to the provisions of subsection (c) of this Section, the Board of Elders may remove an Elder from office if it determines that: (i) he is disqualified according to the standards specified in these Bylaws, (ii) he is unable to serve by reason of physical or mental incapacitation, (iii) he has persistently failed to discharge his duties as an Elder, or (iv) that other reasonable and sufficient cause exists.

(c) The affirmative vote of a majority of all other Elders then in office shall be required to remove an Elder. Such vote must be taken at a meeting of the Board of Elders duly called and held in accordance with these Bylaws and the following specific requirements: (i) Not less than two weeks advance written notice of such meeting shall be personally delivered to the Elder proposed to be removed (the “charged Elder”); (ii) Such notice shall specify the grounds for removal and identify the person making the charge; (iii) If the charged Elder is legitimately unable to attend the meeting, or if the time or place thereof is unreasonable under the circumstances, the meeting shall be rescheduled to an appropriate time and place

in order to afford the charged Elder a reasonable opportunity to be present; (iv) The charged Elder shall be entitled at the meeting to interrogate the person or persons making any charges against him; (v) If the charged Elder refuses or fails without reasonable cause (as determined by the Board of Elders) to attend the properly scheduled meeting, the meeting may proceed without him.

(d) A vote to remove in accordance with subsection (c) shall become effective immediately, and there shall be no appeal to any court.

### ***6.07. Decisions of the Board of Elders***

Except as otherwise expressly provided in these Bylaws, the unanimous vote of all Elders present at a meeting shall be required to constitute the act of the Board of Elders.

### ***6.08. Meetings***

(a) Regular and Special Meetings. All meetings of the Board of Elders shall be conducted according to scriptural principles such as set forth in Philippians 2:2-8. The Board may provide for regular meetings of the Board by resolution stating the time and place of such meetings. Special meetings of the Board may be called at any time by any Elder.

(b) Notice. No notice need be given of regular meetings of the Board. Notice of special meetings of the Board shall be given to each Elder not less than three nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Notice of any meeting may be waived in writing either before

or after the meeting.

(c) Participation. No Board meeting shall be deemed validly held unless each Board member either (i) is present in person, (ii) participates by telephone (as permitted by Section 6.09), (iii) waives his right to be present in writing (either before or after the meeting), or (iv) unreasonably refuses to attend the meeting.

### ***6.09. Participation in Meetings by Conference Telephone***

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another.

### ***6.10. Action Without Meeting***

Any action required or permitted to be taken by the Board may be taken without a meeting if all Elders then in office individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

### ***6.11. Rights of Inspection***

Every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the Church

for any purpose reasonably related to his interest or duties as an Elder. Such inspection of books, records and documents should be made at the principal office or such other place as the Board may order.

### ***6.12. Board Committees***

(a) Committees of the Board may be appointed by resolution adopted by the unanimous vote of all Elders at the time in office. Committees shall be composed of two or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, provided, however, that none of the following powers may be delegated to any such committee:

- (i) The approval of any action which Texas law requires to be approved by the Board itself.
- (ii) The filling of vacancies on the Board or on any committee.
- (iii) The amendment or repeal of the Doctrinal Statement or these Bylaws or the adoption of a new Doctrinal Statement or new Bylaws.
- (iv) The amendment or repeal of any resolution of the Board.
- (v) The appointment of other committees of the Board.
- (vi) The approval of any self-dealing transactions as defined in the Act.

(b) The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such

committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

### *6.13. Fees and Compensation*

(a) Elders (as such) shall not receive any compensation for their services; however, nothing herein contained shall be construed to preclude any Elders from serving the Church in any other capacity and receiving compensation there for.

(b) No person receiving compensation directly or indirectly from the Church shall participate in determining the nature or amount of such compensation.

## **Article VII – Deacons**

### *7.01. Power of Deacons*

Individual Deacons and the Board of Deacons (which consists of all Deacons at the time in office) function under the delegated authority and supervision of the Elder Board.

### *7.02. Number of Deacons*

There is no minimum or maximum number of Deacons.

### *7.03. Qualifications*

Each Deacon (a) must be a church member who has been an active participant in the services and ministries of the church and has demonstrated the highest moral and spiritual character, the heart of a servant, and soundness in wisdom and judgment, and (b) must be qualified for the office according to the standards set forth in Acts 6:3 and 1 Timothy 3:8-12.

### *7.04. Duties*

The Board of Deacons shall have such duties as shall be assigned to them by the Board of Elders.

### *7.05. Nomination, Selection, and Tenure of Office*

(a) Periodically, as the need becomes apparent, the Pastor or an Elder will address the congregation inviting church members to recommend qualified men for consideration to fill the office of Deacon. In addition, men may step forward and submit themselves for consideration, and the Elder Board may approach a man they consider qualified and ask him to consider serving as a Deacon.

(b) Candidates for Deacon shall be interviewed by the Elder Board, and/or a duly appointed committee thereof, to determine their qualification to serve in the office. If approved by the Elder Board, the candidate will be presented to the congregation as a formal candidate, and church members will be invited to examine the candidate and raise any questions or objections they may have to his serving as a Deacon. The period of examination shall be determined by the Elder Board, and any objections, together with the

reasons for objection, shall be communicated in writing to the Elder Board within such period. Either during or as soon as practicable after the expiration of the period of examination, the Elder Board will examine the objections and any accompanying reasons and make such investigation as they may deem appropriate.

(c) Promptly after expiration of the examination period and such further period of time as may be needed to complete any examination and /or investigation, the Elder Board will meet to formally approve or reject the candidate as a Deacon. Upon the affirmative vote of the Elder Board, the candidate shall be elected to the office of Deacon and shall immediately commence serving as a member of the Deacon Board. As soon as practicable thereafter, an appropriate announcement to the effect that the candidate has become a Deacon shall be made to the congregation.

(d) Each Deacon shall hold office for a term of three years, subject to (i) resignation by the Deacon, and (ii) removal as provided in these Bylaws.

(e) A Deacon has the absolute right to resign his office as Deacon at any time. Such resignation shall be made in writing to the Elder Board. If he subsequently should desire to serve again as a Deacon, he must submit himself as a candidate and pass through the interview, examination and approval process set out in (b) and (c) above and again receive the final approval of the Elder Board.

### *7.06. Removal of Deacons*

(a) Any church member may bring an accusation of disqualification of a Deacon, provided all relevant biblical standards are satisfied.

(b) Subject to the provisions of subsection (c) of this Section, the Elder Board may remove a Deacon from office if it determines that: (i) he is disqualified according to the standards specified in these Bylaws, (ii) he is unable to serve by reason of physical or mental incapacitation, (iii) he has persistently failed to discharge his duties as a Deacon, or (iv) that other reasonable and sufficient cause exists.

(c) A determination to remove in accordance with subsection (b) shall become effective immediately, and there shall be no appeal to any court.

### *7.07. Decisions of the Deacon Board*

Except as otherwise expressly provided in these Bylaws, the unanimous vote of all Deacons present at a meeting shall be required to constitute the act of the Deacon Board.

### *7.08. Meetings*

(a) Regular Meetings. The Deacon Board may provide for regular meetings of the Deacon Board by resolution stating the time and place of such meetings.

(b) Special Meetings. Special meetings of the Deacon Board may be called at any time by the Chairman of the Deacon Board or by the Chairman of the Elder Board.

## **Article VIII – Officers**

### ***8.01. Officer Positions.***

The officers of the Church shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Church may also have such other officers as may be determined by the Board of Elders.

### ***8.02. Election.***

The officers of the Church, except such officers as may be appointed in accordance with the provisions of Section 8.03 or Section 8.05 of this Article, shall be chosen annually by the Board of Elders. Each officer shall serve for a term of one year and until his successor shall have been elected and qualified, subject to earlier resignation by, or removal of, such officer.

### ***8.03. Subordinate Officers.***

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

### ***8.04. Removal and Resignation***

An officer who is an Elder may be removed from his office only for the reasons and in accordance with the procedures set forth in these Bylaws for the removal of an Elder. Any other officer may be removed at any time for or without cause by the Board of Elders without prejudice to the rights, if any, of such officer under any contract to which the Church may be a party. Any officer may resign at any time without prejudice to the rights, if any, of the Church under any contract to which the officer is a party by giving written notice to the Board of Elders or to the Chairman or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### ***8.05. Vacancies***

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

### ***8.06. Inability to Act***

In the case of absence or inability to act of any officer of the Church and of any person herein authorized to act in his place, the Board of Elders may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Board may select.

### ***8.07. Chairman***

The Chairman shall be an Elder. He shall preside at all meetings of the Board. He shall be an ex officio member of all the standing committees, if any, and shall have such additional powers and duties as may be prescribed by the Board or these Bylaws.

### ***8.08. Vice-Chairman***

The Vice-Chairman shall be an Elder and in the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman. When so acting, he shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board or these Bylaws.

### ***8.09. Secretary***

The Secretary shall be an Elder. He shall

(a) keep, or cause to be kept, at the principal office of the Church in the State of Texas or such other place as the Board may order, (i) one or more books of minutes of all meetings (x) of Church members, (y) of the Board, and (z) of committees of the Board, (ii) the original and a copy of the Articles of Incorporation and of the Bylaws, as amended to date, (iii) a church membership register, or a duplicate membership register, showing the names of the Church members and their addresses, and (iv) the seal of the Church (if any),

(b) give, or cause to be given, notice of all meetings of the

Board and any committees thereof required by these Bylaws or by law to be given, and

(c) have such other powers and perform such other duties as may be prescribed by the Board.

### ***8.10. Treasurer***

The Treasurer may be, but need not be, an Elder. He shall (a) keep and maintain, or cause to be kept and maintained, correct and complete books and records of account of the Church, (b) deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Board, (c) disburse, or cause to be disbursed, the funds of the Church as may be ordered by the Board, (d) render, or cause to be rendered, to the Chairman and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Church, (e) make, or cause to be made, financial reports to the Board whenever requested and at the annual meeting of church members, and (f) have such other powers and perform such other duties as may be prescribed by the Board of Elders.

### ***8.11. Assistant Secretaries.***

The Board may elect one or more Assistant Secretaries who shall perform the duties of the Secretary whenever the Secretary is absent or unable to act.

### ***8.12. Assistant Treasurers.***

The Board may elect one or more Assistant Treasurers who shall perform the duties of the Treasurer whenever the Treasurer is absent or unable to act.

## **Article IX – Pastors**

### ***9.01. Qualifications.***

Each Pastor must meet all the qualifications for Elder specified in these Bylaws.

### ***9.02. Duties.***

The Pastor shall be an ex officio member of all councils and committees, and he shall be responsible to the Board of Elders. He shall arrange for and conduct all public and regular services of the church and shall be responsible for general oversight of the spiritual welfare of the church. In the absence of the Pastor, the Board of Elders, or a duly appointed committee thereof, shall be responsible to arrange for the public and regular services of the church.

### ***9.03. Selection and Tenure.***

Each Pastor shall be selected by the unanimous vote of all Elders then in office and shall remain in office for an indefinite period of time subject to the following provisions:

(a) Any Pastor may be dismissed for or without cause by the vote of a majority of the Elders (exclusive of the Pastor)

present at a duly called and held meeting of the Board. Such dismissal shall become effective immediately or at such other time as the Board may determine, provided, however, that the Pastor shall continue to receive the compensation and benefits he was receiving at the time of such vote of dismissal for such period of time (which shall be not less than thirty days) as shall be determined by the Board.

(b) Any Pastor may resign upon at least thirty days notice.

## **Article X – Ordination**

### ***10.01. General***

Ordination refers to the unanimous recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, qualification to serve, and the authority of this church to perform any and all functions of a Pastor or Minister. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

## **Article XI – Miscellaneous**

### ***11.01. Execution of Documents, Contracts***

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

### *11.02. Amendments to Church Documents*

The Doctrinal Statement and these Bylaws may be altered, amended or repealed, and a new Doctrinal Statement and/or new Bylaws adopted at any time by unanimous vote of all Elders at the time in office.

### *11.03. Teachers, Misionaries and Ministry Leaders*

All teachers, missionaries and ministry leaders will be interviewed and approved by the Board of Elders or a duly appointed committee thereof to determine their respective qualifications to act in such capacity. For any such persons who are not members of Grace Bible Church, including guest speakers, such qualifications will include, but not be limited to, a willingness to submit to the Doctrinal Statement and to the Board of Elders.

### *11.04. Dissolution*

Upon dissolution of the Church, the Board of Elders shall cause all of its assets to be distributed to one or more organizations with purposes similar to those of the Church that qualify as exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

### *11.05. Instruments in Writing*

All checks, drafts and other instruments payable to the Church or to its order, and all checks, drafts and other instruments or contracts of the Church, shall be endorsed

or signed, as the case may be, by such officers and/or agents, as the Board of Elders may from time to time by resolution designate.

### *11.06. Waivers.*

A waiver sent by fax or e-mail shall satisfy any requirement for a written waiver, and attendance at a meeting constitutes waiver of notice thereof unless objection is made at the meeting.

### *11.07. Definitions*

Unless otherwise indicated, references herein (a) to Sections refer to sections of these Bylaws, (b) to these (or the) Bylaws, the Doctrinal Statement and/or the Articles of Incorporation refer to these Bylaws, the Doctrinal Statement and/or the Articles of Incorporation of the Church as they may from time to time be amended and in effect, and (c) to the Act refer to the Act as it may be from time to time amended and in effect. The term “Church”, whether capitalized or not, refers to either the corporate entity or the spiritual body, or to both, depending on the context.