

Article One

Name and Location

Section 1 Name of Corporation

The name of this corporation shall be Gospel of Grace Fellowship

Section 2 Location of Corporation

The principle office of this corporation shall be in the city of Minnetonka, county of Hennepin, State of Minnesota, whose post office address is 5125 Mayview Road, Minnetonka, Minnesota, 55345

Article Two

Purpose

This corporation is organized for religious purposes (including charitable purposes as described in the Scripture). Our mission is three-fold: first, to reach the lost with the Gospel of Jesus Christ as commissioned by our Lord when He said "...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 have commanded you..." (Matthew 28:19-20); second, to equip the saints for the work of ministry by devoting ourselves to prayer, fellowship, searching the Scriptures, and the Lord's Supper (Acts 2:42); and third, to strive together with one mind and one spirit around the truth of the Gospel as Paul exhorts the church to do in Philippians 1:27 "Only let your manner of life be worthy of the gospel of Christ, so that whether I come and see you or am absent, I may hear of you that you are standing firm in one spirit, with one mind striving side by side for the faith of the gospel."

Article Three

Statement of Faith

1. We believe the Scriptures, the 39 canonical books of the Old Testament, and 27 canonical books of the New Testament, are the inspired Word of God, without error, revealed for the salvation of man and therefore the only source and guide for faith, doctrine, and life.
2. We believe in one God, Creator of all things, infinitely perfect and eternally existing in three persons: Father, Son, and Holy Spirit, each of Whom is co-equal, co-eternal, and co-essential.
3. We believe in the true deity of our Lord Jesus Christ and His true humanity, in His virgin birth, in His sinless life, in His miracles, in His substitutionary death through His blood shed at Calvary, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
4. We believe that Adam and Eve were created in the image of God, but were tempted by Satan and fell, plunging all mankind into sin and spiritual darkness causing all of humanity to be separated from God. Because of this, regeneration by the Holy Spirit is absolutely necessary for salvation.
5. We believe that the shed blood of Jesus Christ and His resurrection provide the only ground for justification and salvation for all who repent of their sin and

trust in the finished work of Jesus Christ. These are truly born again and so become the children of God.

6. We believe that the Lord's Supper and Water Baptism are ordinances to be observed by the church during this present day. The Lord's Supper is the means by which we remember Christ's sacrificial death and the promise of His return for those who trust in Him. Baptism by immersion is a demonstration of the believer's new life in Christ. They are, however, not to be regarded as a means of salvation.
7. We believe the present ministry of the Holy Spirit is to glorify the Lord Jesus Christ, convict men of sin, regenerate the sinner, indwell, guide, instruct, and empower the believer for godly living and service. We believe this includes His distribution and operation of gifts, as mentioned in Romans 12 and 1 Corinthians 12, according to His will, for the building and edification of the Body of Christ. The presence of gifts is for honoring God by humbly serving His people, and do not prove a superior spirituality or Christian maturity. No true gift of the Spirit today provides any new revelation, nor are there any authoritative apostles or prophets that function in the same capacity as those in the Scriptures.
8. We believe in the bodily resurrection of the dead, of the unbeliever to the resurrection of judgment and everlasting punishment, and the believer to the resurrection of eternal life.
9. We believe in the literal fulfillment of Biblical prophecy. We affirm the continued place of national Israel in God's plan. There will be a literal rapture of the church, a great tribulation, and the bodily return of Christ to bring judgment upon the nations and salvation to Israel. He will then set up a 1,000-year reign in Jerusalem followed by the final judgment.
10. We believe in the Doctrines of Grace as articulated in the five Solas of the Reformation: Scripture alone, Christ alone, Grace alone, Faith alone, to the Glory of God alone.

Article Four

Membership

Section 1 Obtaining Membership Status

A person may become a member of Gospel of Grace Fellowship by declaring in writing faith in Jesus Christ as Lord and Savior and a willingness to abide by the membership requirements of the church and stating a willingness to submit to the leadership of this church body.

Section 2 Membership Requirements

Each member must openly confess Jesus Christ as his or her Lord and Savior (John 3:3, Romans 10:9-10, and Ephesians 1:22-23), be living in fellowship with Him, and be part of the one Body of Christ (1 Corinthians 12:13, Ephesians 1:22-23). Each member shall desire to exhibit a Christian life that is consistent with the teaching of God's Word, and shall be faithful in attendance, in prayer, and in financial support of the church. He or she shall be in submission to the church community and the authority of the Elders of the church (Hebrews 13:17). Each member must also affirm belief in the essential doctrines listed in the statement of faith in Article 3. The essentials are points 1-8, & 10. Members less than 19 years of age are honorary in status and do not hold voting rights.

Section 3 Acceptance of Membership

Upon receiving the application for membership, and the review and approval of the Board of Elders, the applicant will be received as a new member.

Section 4 Denial of Membership

If, upon review of an application for membership, the Board of Elders determines that the applicant fails to confess Jesus Christ as his or her Lord and Savior, or lacks the willingness to submit to biblical standards and conduct, membership shall be denied.

Section 5 Responsibilities of Members

Members shall seek to exercise their spiritual gifts for the mutual benefit of all the church body and shall submit to the loving care of the Elders.

Section 6 Church Discipline

The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and 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). Members and regular attenders of this church who continue in serious doctrinal error or engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline. How the Elders deal with matters that are seriously wrong varies with the situation. In all matters, the discipline used should not be used vindictively, but with a desire to restore the believer without compromising the truth. The process of discipline should not become public except as a deliberate step when the matter has become so serious that it is appropriate for the body as a whole to be involved (Matthew 18:15-17). If all steps of church discipline have been exhausted then the church body will sever all fellowship with the unrepentant person (2 Thessalonians 3:14-15).

In addition to church discipline, civil authorities must be involved when illegal activity is evident or reported, including (but not limited to) child or spousal abuse (see Romans 13:1-7). Church staff must also direct people to proper professional counseling when they are not trained or qualified to do so themselves.

Section 7 Definition of Active Membership

Active members are those members who have been accepted by the elders per Section 3 of Article 4 and attend regularly. Regular attendance is defined as a member attending corporate services at least once a month. Members shall indicate that they are active at Gospel of Grace Fellowship by verifying their membership during semi-annual membership verification periods. A verification form will be made available throughout a one (1) month period twice in every calendar year. Members who have not verified membership during the two (2) prior membership verification periods shall be placed in inactive status by the elders and may lose their right to vote or hold office. Efforts will be made by the pastoral staff and the Board of Elders to encourage faithful attendance, but after failure to verify membership in the past two (2) membership verification periods, the Board of Elders may consider dismissal from active member status, which would be effective by a majority vote of the Board of Elders. Exceptions may be made by the Board of Elders in cases, including but not limited to: missionary service, military service, students, shut-ins and part-time residents.

Members in inactive status requesting reinstatement are required to make written request to the Board of Elders who will consider and act upon their request.

Article Five Property Rights

No ownership interest, if any, that any member may have in the corporation by virtue of his or her membership status can be assigned, transferred, or conveyed. Such interest, if any, in the corporation ceases upon the death of the member and ceases when the member either withdraws or is expelled as a member from the church.

Article Six Board of Elders

Section 1 Elders as Directors of the Corporation

The Board of Elders shall function as the legally constituted Board of Directors of the corporation.

Section 2 Number of Elders

The Board of Elders shall consist of as many members as shall be determined by the Board of Elders themselves. There shall be, however, a minimum of three (3) members on the Board of Elders at all times.

Section 3 Qualifications of Elders

To be qualified to become an Elder, a man must be a member in good standing of Gospel of Grace Fellowship and shall reflect the qualities as set forth in 1 Timothy 3:1-7, Titus 1:5-9, and Acts 20:17-35.

Section 4 Selection of Elders

The Board of Elders shall select persons who meet the qualifications of Section 3 to become Elders or to fill vacancies on the Board of Elders. Their term as Elder shall commence once they have been affirmed by three-fifths of the active members of the congregation present at the time of affirmation meeting, a quorum of which would be three-fifths of the total active membership of the congregation.

The Board of Elders shall have the authority to appoint an interim Elder to remain on the Board of Elders until his status is terminated or affirmed by the process described above.

Section 5 Quorum and Voting Requirements

The greater of Three-fifths of the Board of Elders or two (2) shall be required for a quorum.

All motions, resolutions, or other matters before the Board of Elders shall require a majority vote of all of the Elders who are members of the Board for passage thereof.

Section 6 Term of Office

The term of office of each Elder shall continue for three (3) years unless they resign or are dismissed. An Elder may be reaffirmed to subsequent terms by the process described in Section 4. There shall be no limit to the number of terms an Elder may serve.

Section 7 Removal of Elders

The removal of an Elder shall be in accordance with 1 Timothy 5:17-24.

If an Elder seeking a subsequent term fails to be affirmed by three-fifths of the congregation, he shall be examined by a committee, as described in Article 7, Section 2, to determine if the removal of the Elder is on biblical grounds. If the failure to affirm the Elder to a subsequent term is found to have biblical support, he shall be removed from

office. If no biblical grounds can be found to deny the Elder a subsequent term, the threshold for reaffirmation shall be reduced to a simple majority of the active membership of the congregation.

An Elder may also be removed at any time for biblical reasons, including sin and failure of duty by two-thirds of the Elders or three-fifths of the active membership of the congregation.

Section 8 Meetings

Regular meetings of the Board of Elders shall be held at times and at places set by the Board of Elders at a previous meeting. There shall be a minimum of four meetings per year. Special meetings of the Board of Elders may be convened subsequent to the acknowledgement of notice of said meeting by all board members. Any Elder may waive his notice of a special meeting in writing. Additional action may be taken by the Board of Elders without a meeting if conducted by email and approved by a majority of the Elders.

Every year the Elders shall, at least once, hold a congregational meeting.

Section 9 Duties and Responsibilities

While all Elders will listen to and consider the contributions of the members and consult them as necessary, the Elders will make the ultimate decisions for the church.

- a. The Board of Elders shall be responsible for the spiritual oversight of the church.
- b. The Board of Elders will determine the principles, operating procedures, and doctrines of the church.
- c. The Board of Elders shall have the authority and duty to appoint any needed persons to help facilitate the church operations and any persons necessary to accomplish the purposes set forth in Article II of the Articles of Incorporation.
- d. The Board of Elders shall regulate the operation and business affairs of the church.
- e. The Board of Elders shall have the authority to authorize licensing or registration of ministers.
- f. The Board of Elders shall establish ordination procedures.

Article Seven **Committees & Boards**

Section 1 Elder Appointed Boards

To promote efficient handling of Board of Elders matters, the Board may appoint and establish various committees or boards. These committees and boards shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Board of Elders.

Section 2 Oversight Committee

In the event that an Elder is not reaffirmed to a subsequent term, an oversight committee shall be convened to determine the biblical reasons for denying him reaffirmation as required by Article 6, Section 7.

The membership of the oversight committee shall be appointed by Deacons serving on the day prior to the reaffirmation vote.

Existing Elders may not serve on the oversight committee.

There shall be a minimum of five (5) members of the oversight committee.

Article Eight

Deacons

Section 1 Qualifications

The Deacons shall consist of members (both men and women) possessing the qualifications described in 1 Timothy 3:8-13.

Section 2 Selection of Deacons

The Deacon board shall nominate additional deacons as needed. They shall be appointed by a vote of the greater of three-fifths or two (2) Elders.

Section 3 Responsibilities

The Deacons are responsible to assist the Elders in caring for the general well being of the flock, and the general welfare of the facility. The term of office for each Deacon is perpetual and shall continue until he or she resigns or has been dismissed by the Board of Elders with a two-thirds majority vote.

Article Nine

Officers

There shall be appointed by the Board of Elders as officers of the corporation a President, Secretary, and Treasurer who shall hold office until they resign or are terminated by the Board of Elders. The duties and authority of each officer shall be that which is delegated by the Board of Elders.

Article Ten

Ministers

Section 1 Qualifications

A Minister(s) shall be a man who is recognized as having spiritual leadership qualities. He shall meet the qualifications for spiritual leadership set forth in 1 Timothy 3:1-7 and Titus 1:6-9. He shall also be an example to the believers (1 Timothy 4:12).

Section 2 Duties

A Minister(s) shall provide spiritual leadership for the church. He shall have such specific duties as are delegated to him by the Board of Elders. A Minister(s) shall have such authority as shall be conferred upon him by the Board of Elders.

Section 3 Ordination

A man who meets the qualifications for spiritual leadership as set forth in Section 1, and having been recognized by the Board of Elders to be qualified, may be ordained as Minister by the Board of Elders.

Section 4 Term

A Minister(s) shall hold his position until he resigns or his resignation is called for by the Board of Elders. A two-thirds majority vote is needed for dismissal.

Article Eleven

Amendments

Amendment of either the Articles of Incorporation or the Bylaws of this corporation can be made only by the Board of Elders at a regular meeting or a special meeting called for that purpose and accepted by a two-thirds majority vote.

All amendments to the Articles of Incorporation or the Bylaws must be ratified by three-fifths vote of the active membership of the congregation. Amendments are not effective unless and until they are ratified.

Article Twelve

Dissolution

In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for [religious,] charitable or educational purposes as shall at the time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986. The organizations to which this distribution shall be made shall be selected by the Board of Elders of this corporation.