

(Ratified January 11, 2009)

ARTICLE I – NAME

This church shall be called "GRACE BRETHREN CHURCH of ORANGE", dba "GRACE CHURCH OF ORANGE", a California religious non-profit corporation.

ARTICLE II – PURPOSE

TO WORSHIP GOD: through public services (both large and small), prayer and helpful resources, to encourage personal and corporate worship of God, recognizing God as the center of our lives and giving Him first place in everything. (Colossians 1:13-18; I Corinthians 10:31; Matthew 6:33; II Corinthians 8:1-5)

TO BUILD UP THE BELIEVER: through teaching, fellowship, caring, encouragement and training, to present every believer spiritually mature in Christ and equipped for effective ministry in the body of Christ. (Ephesians 4:11-16; Colossians 1:28; II Timothy 3:16-17; I Peter 4:10-11)

TO REACH THE LOST: through personal and corporate proclamation of the Gospel to the non-believing world, and recruiting, training, sending and supporting missionaries, to bring spiritually lost people to the confession of Jesus Christ as Lord and Savior, their baptism in water as an act of obedience and public confession, and their membership in the local body of believers, the church. (Matthew 28:18-20; Mark 16:15-16; Luke 24:47-48; Acts 1:8; 2:38-41; Acts 13:1-4; 14:21-28; I Corinthians 9:7-14; I Thessalonians 1:5-8)

ARTICLE III – AUTHORITY

Section 1 – THE BIBLE

The ultimate authority governing the belief and practice of this church is God's Word, the Bible. (II Timothy 3:16-17)

Section 2 – THE MEMBERS

The members of this church are responsible for choosing the CHURCH OFFICERS and bear full responsibility for the facilities and equipment owned by the church. The Constitution, Bylaws and annual budget, and the sale, purchase, or encumbrance of real property and buildings which the church and its related ministries will own and use, are subject to approval by the members.

Section 3 – THE STATE

This church is incorporated and chartered under the laws of the State of California as a non-profit (501-C-3) corporation.

Section 4 – DISTRIBUTION OF PROPERTY

The property and facilities of this church are dedicated to fulfilling its purpose. Upon the liquidation, dissolution or abandonment of the corporation, the property, facilities and funds will inure to a fund, foundation or corporation organized and operated for like religious or charitable purposes, and not to the benefit of any private individual or member.

ARTICLE IV – STATEMENT OF FAITH

We believe and teach the following statements as the basic truths taught in the Bible.

1. **THE BIBLE:** the Word of God, the sixty-six (66) Books of the Old and New Testaments, verbally inspired in all parts, wholly without error as originally given by God, the complete and final written revelation from God, and sufficient as our only rule of faith and practice (II Timothy 3:16-17; II Peter 1:19-21).
2. **THE ONE TRUE GOD:** manifested in three distinct and separate persons: the Father, the Son, and the Holy Spirit, each of Whom is God and to be worshipped as God (Luke 3:22; Matthew 28:19; II Corinthians 13:14).
3. **THE HEAVENLY FATHER:** preexistent deity (Isaiah 9:6), who gave His only begotten Son for the sins of man, (John 3:16), who hears and answers the prayers of believers in Christ (John 16:23), who cares and provides for His children (Matthew 6:25-33), who offers an intimate relationship to all mankind (II Corinthians 1:3; Galatians 4:6; Colossians 1:1-12).
4. **THE LORD JESUS CHRIST:** preexistent deity (John 1:1-3), God manifest in human form (John 1:14), born of a virgin (Matthew 1:18-23), sinless (Hebrews 4:15), crucified for our sins (I Peter 3:18), resurrected bodily from the dead (Luke 24:36-43), ascended to heaven (Acts 1:9-11), and coming back again to establish His Kingdom on Earth (Revelation 21:1-7).
5. **THE HOLY SPIRIT:** preexistent deity (Acts 5:3-4), convicting of sin and guiding into Truth (John 16:7-15), causing spiritual birth (John 3:5), baptizing all believers into the Body of Christ and indwelling at the moment of spiritual birth (I Corinthians 12:13; Romans 8:9), filling and empowering believers for Christian life and service (Ephesians 5:18, 3:16, 4:30; Acts 1:8; Galatians 5:16, 22-23).
6. **MAN:** created in the image of God (Genesis 1:26-28), fell into sin resulting in spiritual death (Genesis 3:1-24; Romans 5:12,

3:23), and now all men and women need a spiritual birth for salvation (John 3:3-5).

7. **THE SALVATION OF MAN:** complete and eternal salvation from sin, death and hell by God's grace alone, received as a gift from God through personal faith in the Lord Jesus Christ and His finished work, secured eternally in Christ (John 10:28-29; Jude 23-24; John 3:16; Ephesians 2:8-9; John 14:6; Romans 10:9-10; I Peter 1:18-19; I John 5:11-13).
8. **CHRISTIAN LIVING:** righteousness, good works, and separation unto God from the evil ways of the world (Romans 12:1-2), manifested by speaking the truth (James 5:12), maintaining the sanctity of the home (Ephesians 5:22-6:4), settling differences between Christians according to the Word of God (I Corinthians 6:1-8), not engaging in carnal strife (Romans 12:17-21), exhibiting the fruit of the Spirit (Galatians 5:22-23), maintaining a life of prayer (Ephesians 6:18; Philippians 4:6; James 5:13-18).
9. **THE CHURCH OF JESUS CHRIST:** one true Church, the body and bride of Christ (Ephesians 1:22-23; 5:22-32; Matthew 16:13-18), composed of all true believers of the present age of Grace (I Corinthians 12:12-13); and the organization of its members in local churches for worship, for edification of believers, and for world-wide gospel witness, each local church being autonomous but cooperating in fellowship and work (Ephesians 4:11-16; Acts 2:41-47).
10. **THE ORDINANCES:** we believe in 1) water baptism by immersion and practice the triune form, baptizing once each in the name of the Father, and of the Son, and of the Holy Spirit (Matthew 28:19), and in 2) remembering our Lord's commands the last night He was with His disciples in the Upper Room and practice a three-fold communion service which includes: the Lord's supper (I Corinthians 11:20-22, 33-34; Jude 12), washing the saints' feet (John 13:1-17), and the communion of the bread and cup (I Corinthians 11:23-26).
11. **THE GREAT COMMISSION:** to preach the Gospel and make disciples of all nations as our Lord commanded (Matthew 28:18-20; Mark 16:15), every believer being a witness for Jesus Christ (II Corinthians 5:11-21), trusting in the power of the Holy Spirit (Acts 1:8), and responsible to pray for (Matthew 9:36-38), support (I Corinthians 9:13-14), and send missionaries into all the world (Romans 10:13-15).
12. **SATAN:** created by God but through pride and sinful ambition rebelled against God (Isaiah 14:13-14; Ezekiel 28:13-17), exists as the adversary and accuser of God's people (Revelation 12:1-10; Ephesians 6:12-18), deceives and blinds people (John 8:44; Genesis 3; II Corinthians 4:4), will be judged by God (John

12:31), and final destiny is eternal punishment in the Lake of Fire (Revelation 12:9-10, 20:10).

13. **THE SECOND COMING OF CHRIST:** the personal, visible and imminent return of Christ to remove His Church from the earth (I Thessalonians 4:13-18) before the tribulation (I Thessalonians 1:9-10; Revelation 3:10), and afterward to descend with the Church to establish His millennial kingdom upon the earth (Revelation 19:11-20:6).
14. **THE FUTURE LIFE:** the conscious existence of the dead (Philippians 1:21-23; Luke 16:19-31), believers in God's presence upon death (II Corinthians 5:8), believers in heaven awaiting the resurrection of the body (John 5:28-29), the judgment and reward of believers (Romans 14:10-12; II Corinthians 5:9-10), the judgment and condemnation of unbelievers (Revelation 20:11-15), the eternal life of the saved (John 3:16, 5:24), and the eternal punishment of the lost (Matthew 25:46; Revelation 20:15).

ARTICLE V – AMENDMENTS

Amendment of this Constitution requires the written affirmative vote of three-quarters (3/4) of the members present and voting at any congregational business meeting, provided that, at least two (2) weeks in advance, 1) notice of the date, time and location of the meeting has been given by public announcement in the regular services of the church, and 2) printed recommended amendments have been made available.

ARTICLE VI – RATIFICATION

Ratification of this Constitution and accompanying Bylaws requires the written affirmative vote of three-quarters (3/4) of the members present and voting at any congregational business meeting, provided that, at least two (2) weeks in advance, 1).notice of the date, time and location of the meeting has been given by public announcement in the regular services of the church, and 2) printed recommended Constitution and Bylaws have been made available. Upon ratification, all prior Constitutions, Bylaws and procedures, and amendments or revisions thereto, shall be of no further force and effect.

(Ratified December 10, 2017)

ARTICLE I – MEMBERSHIP

Section 1 – QUALIFICATIONS

Membership consists of such persons who have:

- A. Confessed Jesus Christ to be their personal Lord and Savior (Romans 10:9-10)
- B. Been baptized as a believer in water by immersion in the name of the Father, and of the Son, and of the Holy Spirit (Matthew 28:19-20)
- C. Consented to the purpose and provisions of the church Constitution and Bylaws (Acts 2:42)
- D. Made application for such membership and have been approved by the Elder Board (Acts 2:38-41)

Section 2 – PARTICIPATION

- A. Members are expected to pursue personal spiritual maturity and apply their spiritual gifts to the ministries of the church.
- B. Members who have not participated in the life of the church for a period of six months will be designated "inactive" by the Elder Board.
- C. Upon renewed participation in the life of the church, an "inactive" member shall be designated "active" by the Elder Board.

Section 3 – VOTING MEMBERS

Members are persons of any age who meet the qualifications of Section 1 above; however, only "active" members 18 years of age and over may vote in congregational business meetings.

Section 4 – REMOVAL

The Elder Board may remove a member from the membership roll for any of the following reasons:

- A. The member submits a written request for removal.
- B. The member does not attend church for one year and does not respond to the Elder Board's written inquiry as to interest. (Hebrews 10:24-25)
- C. The member teaches, distributes literature, or advocates doctrine or practices contrary to the Statement of Faith in the church Constitution. (Titus 3:10-11)

- D. The member continues in sinful practices without repentance. When restoration efforts and church discipline, following the steps of Matthew 18:15-17, fail to bring repentance, the member shall be dismissed. (I Corinthians 5:1-13; Galatians 6:1)

ARTICLE II – CHURCH OFFICERS

Section 1 – ELDERS

A. Qualifications

1. An elder, whether staff or layman, shall meet the Biblical qualifications. (I Timothy 3:1-7; Titus 1:5-9; I Peter 5:1-4)
2. With the exception of the Senior Pastor, he shall have been a member of the church for at least two (2) years that his character and commitment to ministry may be observed.
3. He shall agree to teach and give counsel consistent with the Statement of Faith and the Teaching Positions of Grace Church of Orange.
4. The Senior Pastor shall be an elder and serve as a perpetual member of the Elder Board (see paragraph E below).

B. Confirmation

1. If a member believes that the Holy Spirit is calling him to the office of elder (I Timothy 3:1), he shall make his interest known to the elders.
2. He shall be examined by a Review Committee of three (3) or more elders chosen by the Elder Board. The examination shall review doctrine, character, faith and any other matters pertaining to his qualification.
3. If he qualifies, the Elder Board shall submit his name as nominee for elder to the Council for presentation to the congregation.
4. Confirmation to office shall be in accordance with ARTICLE II, Section 3, A.1, 43, 5, 6.
5. The number of elders shall be determined by the number of individuals scripturally qualified and willing to serve.

C. Role of All Elders

1. The elders shall devote themselves to prayer and to the ministry of the Word, shepherding the congregation in love, providing counsel, discernment and direction to members concerning doctrine and Christian living (Acts 6:4; I Peter 5:1-3; Acts 20:28).

D. Elders-At-Large

1. Those men who have been qualified and confirmed as elders but are not currently serving on the Elder Board shall be Elders-

At-Large and shall perform the duties of elders described in ARTICLE II, Section 1, C.1.

E. Elder Board

1. The elders shall select from among themselves seven (7) to nine (9) individuals to serve as the Elder Board. The Elder Board shall conduct the regular business of the elders for the term of three (3) years. No elder other than the Senior Pastor may serve more than three (3) consecutive terms without a one (1) year leave. Length of terms may be reduced in order to accommodate staggering of terms.
2. The Elder Board shall conduct the regular business of the elders including the responsibilities for the teaching, development of Teaching Positions, preaching, evangelism, church membership, discipline, and overall governance of the church.
3. The Elder Board is responsible for oversight of the Senior Pastor and shall provide him with a position description and regular evaluations.
4. The Senior Pastor shall be a member of the Elder Board.
5. No other paid staff member shall be a member of the Elder Board.
6. Only one member of a family (parent, sibling or child) may serve on the Elder Board at a time.
7. The Elder Board shall choose from among its members on an annual basis a chairman and a secretary/treasurer who shall also be the corporate officers of the church.
8. Members of the Elder Board are the Directors of the Corporation.
9. The Elder Board shall meet periodically to pray, plan, and address spiritual concerns and responsibilities of elders.
10. An Elder Board meeting may be called by the chairman or any three elders jointly. Meetings shall take place monthly, or as necessary to carry out the duties of the Elder Board.
11. All Elder Board members shall be given notice of any Elder Board meeting.
12. At any meeting of the Elder Board, at least five (5) members shall constitute a quorum.
13. Business shall be conducted by consensus. If consensus is not possible, or an item of business requires a recorded vote, a majority vote shall prevail.
14. An elder shall recuse himself or be excused from Elder Board discussions or decisions that create a conflict of interest.

15. If agreed by all Elder Board members, an item of business may be conducted by telephone, mail or email.
16. The Elder Board or any three elders jointly may request the participation of the broader group of elders to discuss any elder concern.
17. Transition Plan: Time served as elder prior to 2005 shall not count against the term limits identified in ARTICLE II, Section 1.E.1. This will allow existing elders to rotate through the mandatory one (1) year leave over the ensuing six (6) years.

F. Term of Office

1. An elder remains an elder until he terminates his church membership, resigns or is removed from office in accordance with ARTICLE II, Section 4.

Section 2 – COUNCIL

A. Qualifications

1. Those members who have been chosen to serve on the Council, other than the elders, shall be designated as deacons and deaconesses (hereafter referred to as "deacons").
2. Deacons shall meet the Biblical qualifications as determined by the Elder Board. (I Timothy 3:8-13)
3. Deacons shall have been members of the church for at least two (2) years that their character and commitment to service may be observed.
4. Deacons are men and women who exemplify godly character and provide leadership to the serving ministries of the church.
5. Wisdom, leadership, and administrative ability, as well as spiritual maturity, shall be considered in nominating Council members.
6. Only one member of a family (spouse, parent, sibling or child) may serve on the Council at a time.
7. The Senior Pastor shall be an ex-officio, voting member of the Council.
8. The Church Administrator shall be an ex-officio, non-voting member of the Council.
9. No other paid staff member shall be a member of the Council.

B. Confirmation

1. The number of deacons shall be determined from time to time by the elders, as necessary.
2. The Council shall consist of at least two (2) Elder Board members (including the Senior Pastor and secretary/treasurer) and at least five (5) deacons.

3. Confirmation to office shall be in accordance with ARTICLE II, Section 3.

C. Responsibilities

1. The Council is responsible for all matters related to facilities, finance, and service ministries, and shall enlist members of the congregation to fulfill the service roles necessary to support the ministries of the church and maintain the church's property. Deacons shall serve in such other various capacities as identified by the elders.
2. The Council is responsible for management of the budget approved by the congregation. The Council has the authority to adjust line items within the budget within reasonable limits as necessary to responsibly operate the church. Such adjustments should be consistent with meeting the ministry needs and priorities established by the approved budget.
3. The Council shall approve any additional non-pastoral staff positions.
4. The Council shall choose from among its members, on an annual basis a chairman, a vice-chairman, and a secretary .
5. No member of the Council has authority as a member apart from the Council.
6. A Council member shall recuse himself or be excused from Council discussions or decisions that create a conflict of interest.
7. The Council, in consultation with the Elder Board, shall provide for periodic input from the congregation in evaluating ministries.
8. The Council shall provide for a Policy and Procedures Manual of church operations and for an annual review of the manual.
9. The Council has the authority to establish committees and to delegate responsibilities to the committees.
10. The Council shall be accountable to the Elder Board and the congregation.

D. Meetings

1. A Council meeting may be called by the chairman, the Senior Pastor, or one-half ($\frac{1}{2}$) of the Council members. Meetings shall take place monthly, or as necessary to carry out the duties of the Council.
2. All Council members shall be given notice of any Council meeting.
3. At any meeting of the Council, at least five (5) members shall constitute a quorum.

4. Business shall be conducted by consensus. If consensus is not possible, or an item of business requires a recorded vote, a majority vote shall prevail.
5. If agreed by all Council members, an item of business may be conducted by telephone, mail, or email.

E. Term of Service

1. A Council member's term begins on the day following the congregational business meeting at which he is confirmed. Each term shall run for two years and terminate at the end of the day Council members are confirmed to office for the next term. The Elder Board may designate a Council member to serve a one year term in order to maintain a balance in staggered terms and board composition.
2. The Senior Pastor shall serve on the Council without limitation of terms.
3. No Council member, other than the Senior Pastor, may serve more than six (6) consecutive years without a one (1) year leave.
4. Removal from office prior to completion of term shall be in accordance with ARTICLE II, Section 4.

Section 3 – CONFIRMATION TO OFFICE

A. Process

1. Confirmation of Council members and new elders shall take place at the annual congregational business meeting or at any other congregational business meeting.
2. The Elder Board shall annually appoint a Nominating Committee of at least one (1) elder, and two (2) other church members.
3. The Nominating Committee shall a) solicit names from the congregation of those believed to be qualified to serve, b) review recommendations from the congregation for Council members considering membership eligibility, scriptural qualifications, and practical considerations, c) present names of nominees to the Elder Board for approval, d) contact each approved nominee to determine their willingness to serve, and e) submit the final list of nominees who have agreed to serve to the Elder Board.
4. The names of all nominees (members qualified for Council and elders) shall be published at least four (4) weeks prior to the congregational business meeting.
5. Any member who believes that a nominee is not Biblically qualified shall discuss the matter with an elder at least one (1) week prior to the congregational business meeting. If the Elder

Board determines the objection to be valid, the name of the nominee shall be withdrawn.

6. Confirmation of officers requires a written affirmative vote of three-quarters (3/4) of the members voting at any congregational business meeting.

Section 4 – REMOVAL FROM OFFICE

A. Conditions

1. An elder or Council member may be removed from office by the Elder Board if they fail to fulfill the responsibilities or fail to meet the qualifications of the office.

B. Process

1. If a church officer fails to fulfill the responsibilities of their office or maintain the Biblical standards of leadership, the Elder Board shall attempt to restore the officer in accordance with the steps set forth in Matthew 18:15-17 prior to bringing the matter before the congregation. The success of the restoration process shall be determined by the Elder Board (I Timothy 5:19-20).

ARTICLE III – CHURCH STAFF

Section 1 – SENIOR PASTOR

A. Hiring

1. Hiring of the Senior Pastor is the responsibility of the Elder Board and requires the written affirmative vote of three-quarters (3/4) of the members voting at any congregational business meeting.
2. The Senior Pastor shall be an elder, shall serve on the Elder Board, and shall be directly accountable to the Elder Board.
3. The Senior Pastor shall fulfill the position description provided by the Elder Board. (See ARTICLE II, Section 1.E.3)
4. The Senior Pastor shall be a member of the Council.
5. The Senior Pastor is the manager of all staff and is responsible for their hiring, supervision, compensation (within budget constraints) and dismissal. Job descriptions and personnel policy for staff shall be provided by the Senior Pastor or his delegate.

B. Termination

1. Removal of the Senior Pastor shall be in accordance with ARTICLE II, Section 4.

Section 2 – ASSOCIATE PASTORS

A. Associate Pastoral Positions

1. Associate pastors are accountable to the Senior Pastor or his delegate.
 2. Associate pastors can be elders, but cannot serve on the Elder Board.
- B. Hiring
1. The hiring of associate pastors requires the approval of the Elder Board.
- C. Responsibilities
1. Associate pastors shall be assigned responsibilities by the Senior Pastor or his delegate.
- D. Termination
1. Associate Pastors can be terminated by the Senior Pastor in consultation with the Elder Board.

Section 3 – NON-PASTORAL STAFF

- A. Non-Pastoral Staff Positions
1. Non-pastoral staff are support staff whose primary responsibilities are not pastoral in nature.
 2. Any person hired as the Church Administrator must meet the qualifications of a Deacon.
- B. Hiring
1. Hiring of non-pastoral staff shall be the responsibility of the Senior Pastor or his delegate.
 2. Salaries shall be set within the approved annual budget.
- C. Responsibilities
1. The responsibilities of non-pastoral staff shall be determined by the Senior Pastor or his delegate.
- D. Termination
1. Removal of any non-pastoral staff member shall be at the discretion of the Senior Pastor in consultation with one or more elders.

ARTICLE IV – ORGANIZATIONS AND MEETINGS

Section 1 – ORGANIZATIONS

- A. Only those organizations that are approved by the Council or Elder Board shall be recognized as part of the church program and ministry.
- B. These organizations have only that authority which is delegated to them by the Council or Elder Board.
- C. All organizations shall be conducted in a manner consistent with the Purpose and Statement of Faith in the Constitution.

Section 2 – USE OF FACILITIES

All meetings, gatherings, events or activities conducted in the facilities of the church shall be consistent with the Purpose and Statement of Faith in the Constitution.

Section 3 – CONGREGATIONAL BUSINESS MEETINGS

- A. The date, time and location of the annual congregational business meeting shall be determined by the Council.
- B. A congregational business meeting may be called by the Elder Board or the Council. Announcement specifying the date, time, location and agenda items of the meeting shall be made public in the regular Sunday services of the church at least one week in advance of the meeting unless more notice is required by the Constitution or Bylaws.
- C. At any congregational business meeting the members present shall constitute a quorum.
- D. A majority vote of the members present at any congregational business meeting shall prevail, unless stated otherwise in the Constitution or Bylaws.
- E. Voting on amendments to the Constitution or Bylaws, and confirmation of officers or a senior pastor shall be by written ballot. The method used for all other voting shall be at the discretion of the members present.
- F. Absentee ballots for the confirmation of budgets, officers, and senior pastor shall be made available upon request to active members two weeks prior to any congregational business meeting. To be valid, absentee ballots must be received prior to the congregational business meeting. Absentee ballots are not available for any other matter of business.
- G. In questions of parliamentary procedure, the current edition of Roberts Rules of Order shall be used as a guideline, but shall not be binding.
- H. Congregational business meetings shall be moderated by a member of the Council or Elder Board.

ARTICLE V – AMENDMENTS

Amendment of these Bylaws requires the written affirmative vote of three-quarters (3/4) of the members present and voting at any congregational business meeting, provided that, at least two (2) weeks in advance, 1) notice of the date, time and location of the meeting has been given by public announcement in the regular services of the church, and 2) printed recommended amendments have been made available.