

## **ARTICLES OF INCORPORATION**

of

### **GRACE BIBLE CHURCH OF TAMPA. INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

#### **ARTICLE I. NAME**

The name of the Corporation shall be:

Grace Bible Church of Tampa, Inc.

#### **ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

2523 Ranch Lake Circle, Lutz, Florida 33559

#### **ARTICLE III. PURPOSE**

The purpose for which the corporation is organized is:

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). More particularly, the purposes of this Corporation are:

(a) Our commission is summarized as follows: "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).

(b) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(c) To accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may be hereafter be amended.

(d) To do any and all lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of this Corporation.

#### **ARTICLE IV. TAX EXEMPT PROVISIONS**

No part of the net earnings, properties or assets of the Corporation shall inure to the benefit of or be distributed to its incorporators, members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise

attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In any taxable year in which the Corporation is a "private foundation" as described in section 509(a) of the Internal Revenue Code, the Corporation: (a) shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code; (b) shall not engage in any act of "self dealing" as defined in section 4941(d) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code; (c) shall not retain any "excess business holdings" as defined in section 4943 (c) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code; (d) shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code; and (e) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V. MEMBERSHIP**

The Corporation shall have members and the members of the Corporation will be required to meet the qualifications set forth in the Corporation's Bylaws; provided, however, neither the incorporators nor the members of the Corporation shall have any vested right, interest or privilege of, in or to the assets of the Corporation, or any right, interest or privilege which may be inheritable or which shall continue once his or her membership ceases in the Corporation.

#### **ARTICLE VI. OFFICIAL BOARD/OFFICERS**

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Trustees, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three trustees at all times. Each member of the Board of Trustees shall be elected in the manner and for the term prescribed in the Bylaws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The officers who shall manage the affairs of the Corporation are:

(a) A President, who shall be elected in the manner and for the term prescribed in the Bylaws, and shall hold office until his successor is duly elected and qualified.

(b) A Vice President, Secretary, Treasurer and such other officers as may, in the opinion of the Board of Trustees, be necessary to adequately administer the affairs of the Corporation. All officers shall be elected and any vacancies filled in the manner set forth in the Bylaws.

#### **ARTICLE VII. LIMITATION OF LIABILITY**

To the fullest extent permitted by Chapter 617, Florida Statutes, as now in effect or as may hereafter be amended, no trustee or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an trustee or officer of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief would be inconsistent with any provision applicable to corporations described in section 501 (c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code.

#### **ARTICLE VIII. TRUSTEES**

The number of the initial trustees of the Corporation is four (4). Their names and addresses are as follows:

Michael Sprott

15501 Bruce B. Downs Blvd. #2203

Tampa, Florida 33647

Chris Blauth

Tampa, Florida

David Sprott

Lutz, Florida

Mark Samec

2523 Ranch Lake Circle

Lutz, Florida 33559

#### **ARTICLE IX. BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Initial Trustees and may be altered, amended or rescinded in a manner provided therein.

#### **ARTICLE X. TERM OF EXISTENCE**

The period of duration of the Corporation is perpetual.

#### **ARTICLE XI. AMENDMENTS**

Unless otherwise provided in the Bylaws of the Corporation, amendments to the Corporation's Articles of Incorporation shall be proposed and adopted at a duly constituted meeting of the members of the Corporation in the manner set forth in the Bylaws.

#### **ARTICLE XII. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

DICKERSON LAW FIRM, P.A.  
2020 W. Brandon Blvd., Ste. 201  
Brandon, Florida 33511

### **ARTICLE XIII. INCORPORATOR**

The name and address of the incorporator is:  
Michael Sprott  
15501 Bruce B. Downs Blvd. #2203  
Tampa, Florida 33647

### **ARTICLE XIV. EFFECTIVE DATE**

The effective date of the Corporation shall be March 27, 2006.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

### **DICKERSON LAW FIRM, P.A.**

By: On File

Signature/Registered Agent Date

Printed Name: Robert C. Rogers, Jr., Esquire as  
agent of Dickerson Law Firm, P.A.

### **MICHAEL SPROTT**

By: On File

Signature/Incorporator Date

Printed Name: Robert C. Rogers, Jr., Esquire as  
Michael Sprott's attorney-in-fact

### **ARTICLE XV**

#### **CORPORATE MEMBERSHIP**

##### **Section 1. Corporate Members.**

The corporation shall have no members. Any action which would otherwise require approval by a majority of all the members shall require the approval of the Board of Elders (hereinafter also referred to as the "Elders"). All rights which would otherwise vest in the members shall vest only in the Board of Elders.

##### **Section 2. Concerning Church Membership.**

Nothing contained in Section 1 of this article shall be construed to limit the right of Grace Bible Church to refer to persons associated with the Church as "members" even though such persons are not corporate members, and such reference in or outside of these bylaws shall constitute anyone being a member under Florida law.

Statement of Faith and a Church Membership Application Agreement. An Elder shall meet with the applicant following receipt of the application materials, to listen to his/her personal testimony and to provide the applicant with the opportunity to ask questions about the positions held by Grace Bible

Church.

Each applicant shall sign the Church Membership Application Agreement and testify publicly of their faith in Christ, their agreement with the Church Bylaws and their total support of Grace Bible Church.

### **Section 3. Denial of Membership.**

Upon review of an application for membership and/or after meeting with a prospective member, the Elders will deny membership to an applicant for any substantive, spiritual reason, for example, an applicant does not confess Jesus Christ as Savior and Lord, an applicant lacks evidence of a Godly lifestyle, there is reasonable doubt as to an applicant's willingness to abide by the Church's Bylaws and Statement of Faith, an applicant is a member of or participant in a fraternal or secret organization which is contrary to or which is not open to the evaluation of the Scriptures (e.g. freemasonry, new-age groups, et al.), etc. The decision of denial of membership made by the Board of Elders shall be final and there shall be no appeal to any court from that decision. There is no allowance for dual membership with other churches.

### **Section 4. Admission of Applicants.**

Applicants admitted to membership shall, if possible, present themselves at a designated service at which time they shall be welcomed as members into the family of Grace Bible Church.

### **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 rule of the Elders.

Each member of the Church is required to render in his or her daily life loyal obedience to all the moral precepts of God's Word. If God has not condemned or forbidden a practice in the Scriptures, a disciple is at liberty to participate in it. However, the exercise of Christian liberty must at all times be governed by an earnest desire to walk in the fear of the Lord so as to glorify Him in all things, a loving regard for the consciences of weaker brethren, and a compassion for the lost. A growing spiritual integrity needs to be evidenced internally and externally, for example, among one's family, in the community, and within the body of believers.

Each member should spend as much time as possible with other members of the body by participating in regularly scheduled services, Bible studies, men's, women's or youth meetings, etc. In those contexts the fellowship of the spiritual family is cultivated, better enabling all members to pray, to love, to encourage, to exhort, to help, etc., one another. Each believer is also directed by the Scriptures to support financially the work of the Lord by systematic and proportionate giving made through the local Church.

It is the responsibility of every Christian individually and as a member of a local Church to labor for the extension of the kingdom of God both close to home and far away. Consequently, each member of Grace Bible Church must be vitally related to the carrying out of our primary mandate of being a Matthew 28:18-20 Church which spreads the Good News to individual sinners and thereby plants New Testament Churches both at home and abroad,

### **Section 6. Discipline of Members.**

Church discipline is only exercised when there has been a failure of self-discipline (1 Corinthians 11:31-32). As brothers and sisters in Christ we are to be forbearing and patient with one another, tenderhearted and forgiving, even as Christ has forgiven us (Ephesians 4:3 1-32). We should be quick to seek reconciliation, letting not the sun go down on our wrath (Ephesians 4:26). We must not be overly sensitive (Philippians 2:3-4), and remember love covers a multitude of sins (Proverbs 19:11). The ultimate goal in the practice of Church discipline must be restoration, never condemnation.

Discipline is not, as many believe, the way to remove trouble makers from the Church. It is God's

provision for maintaining the conditions that allow members to grow into maturity and thus bring honor to God. When sin is tolerated it not only damages the sinner's life and witness, it also hinders others and gives the lost a reason to ridicule the Church and its message. Church discipline cannot be abandoned without the individual, the Church, and the reputation of Christ suffering dire repercussions. In all aspects, preventative and corrective, Church discipline should be understood as a blessing and a privilege of all believers. The Church members provide preventative discipline as they obey the 'one another' commands given to believers. The Church leaders and members provide corrective discipline as they seek to bring an erring member back into the ways of truth and righteousness.

Grace Bible Church discipline is applicable only to her members, and is not meant to give license to Church leadership in gray-area trivia, but rather the end result should be to restore an erring member (Galatians 6:1; Matthew 18:15), to deter sin (2 Corinthians 7:10-11), to purify the Church (1 Corinthians 5:6-8), and to demonstrate the reality of righteous living to the unsaved world (1 Corinthians 5:8; 11:32). The heart attitude of the Elder Board in discerning and dealing with erring membership through the means of Church discipline must therefore demonstrate the following:

- (A) They are to avoid both vengeance and arrogance (Galatians 6:1).
- (B) They are to view the individual as an erring brother/sister and not a bitter enemy (2 Thes. 3:15).
- (C) They are to approach him/her in sorrow and not sarcasm (1 Cor. 5:2; 2 Cor. 2:4).
- (D) They are to be ready to forgive him/her when repentance occurs (2 Corinthians 7:10- 11; Luke 17:3).

Church discipline should not be exercised in every case of sin or deviation from the truth. It is only in those evident and/or public scandals that it must be exercised (1 Timothy 5:24).

Sins that damage the Church, weaken its testimony, or promote disunity constitute disciplinary offenses:

- (A) Divisiveness (2 Thessalonians 3:11; Titus 3:10-11; Romans 16:17-20).
- (B) Unruly, disorderly, and undisciplined living (2 Thessalonians 3:6, 11, 14; 1 Thes. 5:14).
- (C) Disruptive conflict between members (Matthew 18:15-18; Philippians 4:2-3; 1 Cor. 6:5).
- (D) Persistent patterns in sin, e.g., "Do not be deceived; neither fornicators, nor idolaters, nor adulterers, nor effeminate, nor homosexuals, nor thieves, nor the covetous, nor drunkards, nor revilers, nor swindlers, shall inherit the kingdom of God" (1 Cor. 5:11, 6:9-10). In particular, but certainly not exclusively, homosexuality (lesbianism) should be addressed in this context. God's Word is clear that these unnatural relationships must never be tolerated in the Church. "For this reason God gave them over to degrading passions; for their women exchanged the natural function for that which is unnatural, and in the same way also men abandoned the natural function of the woman and burned in their desire toward one another, men with men committing indecent acts and receiving in their own persons the due penalty of their error" (Romans 1:26-27). Neither will they be tolerated at Grace Bible Church.
- (E) Public denial of the doctrines of Grace Bible Church (1 Timothy 6:3, 5; 2 Timothy 2:16-18; Titus 3:10; 2 John 10-11; Revelation 2:14).

Church discipline is to be handled prayerfully, carefully, and justly, and only after several individual attempts of corrective or preventative action have been taken as follows:

- (A) First step: Arrange a private meeting with the offender (Matthew 18:15). If he/she has sinned, rebuke him/her and if he/she repents, forgive him/her (Luke 17:3).
- (B) Second step: If this fails, set up a second meeting, this time with several others present (Matthew 18:16). During these preliminary private and semiprivate meetings the individual should be repeatedly

admonished (Titus 3:10), rebuked (2 Timothy 4:2), and warned (1 Thessalonians 5:14), for the sake of bringing about genuine repentance in the life of the offender. If genuine repentance does occur, the offender should seek the forgiveness from the circle of offense, and no more. The circle of Grace Bible Church knowledge should never exceed the circle of offense, if at all possible.

(C) Third step: If the offender refuses to listen to them (i.e. repent), his/her case is told to the Church (Matthew 18:16). This takes place in two stages. First, the Elders are involved if they have not been already. They hear the words of the witness as to the offender's unwillingness to repent. They can make further appeals for repentance and warnings to the erring member about the consequences of his/her actions which may lead to his/her being disfellowshipped. In the absence of repentance, the Elders involve the whole membership (but only the membership). The Elders identify the offender as one in need of correction. The members are instructed that the offender is to be denied corporate Christian fellowship (Matthew 18:17; Romans 16:17; 1 Corinthians 5:11; 2 Thessalonians 3:6, 14; 1 Timothy 6:3, 5; Titus 3:10). It should be noted that to treat the erring brother "as" a lost person is to seek to win him/her back. We do not know his/her heart, but his/her actions are like those of a lost person. He/she may be lost indeed, but we admonish him/her as a brother/sister (2 Thessalonians 3:14-15). Normal fellowship is suspended as all efforts and contacts focus on winning him/her back to full fellowship, which comes upon repentance.

(D) Fourth step: As a final resort, if the erring member refuses to heed the warning and correction of the Elder Board and of the Church, he or she shall be publicly dismissed from Grace Bible Church membership with the hope of future repentance and reconciliation.

This involves two fearful things:

(1) He/she is to be removed from the midst (1 Corinthians 5:2, 7, 13) and rejected (Titus 3:10).

(2) He/she is to be delivered over to Satan (1 Corinthians 5:5; 1 Tim 1:20).

There shall be no appeal to any court as a result of this decision (1 Corinthians 6:1-2), and a member may not resign his/her membership in order to avoid Church discipline.

In all matters of Church discipline, when the membership of Grace Bible Church becomes aware of the disciplinary measure being brought against the unrepentant member (see step 3, above), the Church congregation is expected, with no exceptions, to keep silent about the matter to any and all outside the congregation, avoiding the common sin of "slander" (2 Corinthians 12:20). Slander, as defined in legal terms, does not have any bearing upon the truth of what is being said, but rather, refers to the intent in revealing truth to another for the sole purpose of ruining the reputation of the sinner in the eyes of the listener. Rather, the membership of Grace Bible Church should have the same attitude toward the sinning "brother/sister in Christ" as is expected of the Elders (as outlined above).

### **Section 7. Removal from Church Membership.**

A member of Grace Bible Church who is publicly dismissed as a result of Church Discipline shall be removed from Church membership.

The Church will not accept a members resignation if the Elders believe that the purpose of said resignation is to avoid Church discipline. It may be that Church discipline will result in the public dismissal of the erring member, but that will be the decision of the Elders, not the erring member who has accepted the accountability of Church membership as described in Sections 1-3 of this Article.

Also, a member of Grace Bible Church who shall willfully, without plausible reason or excuse, absent himself or herself from the services of this Church for a period of one (1) year shall be removed from membership at the discretion of the Elders.

### **Section 8. Declaration of Intent.**

Concerning Articles 9-10, it should be understood that none of the procedures set forth therein is intended to be harsh or unduly restrictive. All these procedures are intended, rather, to uphold the high Biblical standards of loyalty to a New Testament Church, to emphasize the privileges and responsibilities of membership in such a Church, and to protect the rights and privileges of faithful members.

### **Section 9. Regular Meetings.**

A regular annual meeting of the Church members shall be held at the principal office of the Church on any date which the Board of Elders shall decide. At such a regular annual meeting, the members shall consider reports of the affairs of the Corporation, and transact such other business as the Elders determine shall be brought before the meeting, including but not limited to affirmation of the appointments made by the Elders of those who shall serve as Elders and Deacons or Deaconesses for the ensuing year.

### **Section 10. Special Meetings.**

Special meetings of the members may be called at any time by order of the senior vocational Pastor-Teacher, the Chairman of the Board of Elders, or by a quorum of the members of the Board of Elders.

### **Section 11. Notice of Meetings.**

Notice of regular meetings shall be given from the pulpit for two (2) successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular Church bulletin for two (2) successive Sundays prior to such meeting. Notice of a special meeting shall be given from the pulpit at least seven (7) days prior to the meeting and shall also be published in the regular Church bulletin on the Sunday immediately preceding the meeting.

### **Section 12. Quorum.**

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

### **Section 13. Voting Rights.**

Only persons whose names stand on the membership records of the Church on the day of any meeting of the Church members, shall be entitled to vote at such meeting on matters as submitted to the Church membership by the Board of Elders. Every Church member age 18 and over shall be entitled to one vote. Those admitted to Church membership do not constitute a legislative body, nor do they constitute members in the Corporation and they cannot vote, pass resolutions binding upon the Corporation, nor shall they have any equity in the real property of the Corporation, or rights to vote on its disposal. Said property of the Corporation is dedicated to religious and charitable purposes as outlined in the Articles of Incorporation.

## **ARTICLE IX**

### **ELDERS**

We acknowledge no ecclesiastical authority other than our Lord Jesus Christ, who is Head of the Church and who directs the affairs of the Church through Elders chosen and ordained according to the precepts of Holy Scripture (Acts 20:17-32; Ephesians 4:1 1-16; Titus 1:5; etc.). The Elders themselves stand under the authority of the Scriptures.

### **Section 1. Equality of Elders.**

Scripturally all Elders, by calling, desire, responsibility, and accountability before the Lord of the Church,



are to be recognized and respected equally as Elders-overseers-pastors-teachers. Generally, Elders as such shall not receive any stated salaries for their services, except that certain vocational Elders may be paid salaries and receive housing and other allowances as the non-vocational members of the Elder Board shall determine (1 Timothy 5:17-18). However, once again, this freeing of certain Elders to serve the Church on a salaried basis shall in no way be construed as interfering with the equity of office shared among all the under-shepherds, i.e. Elders.

## **Section 2. Qualifications.**

Each member of the Board of Elders must be an active member of Grace Bible Church and possesses the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9:

- (A) A male who “aspires to” and “desires” spiritual oversight.
- (B) “above reproach” (i.e. a man of integrity).
- (C) “the husband of one wife”
- (D) “temperate” (i.e. literally and figuratively, sober).
- (E) “prudent” (i.e. sound-minded).
- (F) “respectable” (or orderly).
- (G) “hospitable” (literally, a lover of strangers).
- (H) “able to teach” (i.e. a teachable teacher).
- (I) “not addicted to wine” (literally, wine is not always at his side).
- (I) “not pugnacious” (i.e. not a vengeful person).
- (K) “gentle” (i.e. patient).
- (L) “uncontentious” (i.e. peaceable).
- (M) “free from the love of money” (i.e. not greedy).
- (N) “manages his own household well” (i.e. superintends, presides over his family with Biblical wisdom), including both their physical and spiritual needs (1 Tim 5:8).
- (O) His children must be trustworthy and under his authority (Titus 1:6).
- (P) “not a new convert” (cf. “novice”).
- (Q) “have a good reputation with those outside the Church”.
- (R) “not self-willed”.
- (S) “not quick-tempered”.
- (T) “loving what is good”.
- (U) “just” (i.e. fair).
- (V) “devout”.

(W) "self-controlled"

### **Section 3. Elder Priorities.**

Besides possessing the essential qualifications outlined in Section 2, Elders are to function in accordance with the Biblical job description sketched out in Acts 20:17-38, Ephesians 4:11-16, and 1 Peter 5:1-7. They should increasingly be reflecting the heart and concerns of th SHEPHERD (1 Peter 2:25), "the Great One" (Hebrews 13:20), i.e. the Chief One (1 Peter 5:4), of the OVERSEER (1 Peter 2:25); of the Master TEACHER (John 3:2); Christ Himself must be their ultimate Model for all ministry (e.g. Matthew 20:28; John 10:1-18). Consequently, first they must always guard themselves, then they must dependently protect and provide for the flock (Acts 20:28; 1 Timothy 4:16).

### **Section 4. Respect.**

Because the Elders must not only give account for themselves but also for the welfare of all the flock (Hebrews 13: 17b), the Church is instructed by Scripture to "appreciate," "esteem," "obey," and "submit" to them (1 Thessalonians 5:12-13; Hebrews 13:17a).

### **Section 5. Powers.**

Subject to the limitations of these Bylaws, all the activities and affairs of Grace Bible Church shall be exercised by or under the direction of the Board of Elders, who are responsible for the shepherding and spiritual oversight of the Church membership. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Board of Elders shall have the following powers in addition to the other powers enumerated in these Bylaws.

(A) To select and remove all the officers, agents, vocational pastors, deacons, staff and employees of Grace Bible Church, prescribe such duties for them as may not be inconsistent with law, or with these Bylaws, fix the terms of their offices and their compensation.

(B) To make such disbursements from the funds and properties of Grace Bible Church as are required to fulfill the purposes of this Corporation and generally to conduct, manage and control the activities and affairs of the Church and to make such rules and regulations therefore not inconsistent with law or with these Bylaws, as they may deem best.

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

(D) To establish policies, positions and practices for Grace Bible Church consistent with the purposes of the Church.

(E) To borrow money and incur indebtedness for the purposes of Grace Bible Church and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.

(F) To carry on a business and apply any such profit that results from the business activity to any activity in which it may legally engage.

(G) To assist vocational pastor-teachers in the administration of the ordinances of Baptism and Communion.

### **Section 6. Number of Elders.**

The authorized number of Elders on the Board of Elders shall always be a plurality (more than one).

## **Section 7. Recognition of Elders.**

Since it is really God who makes men overseers by maturing them and burdening them with such a ministry, then it is the responsibility of the Church to recognize the men whom the Holy Spirit is appointing for pastoral function. The process of recognition will be as follows:

(A) Any member of Grace Bible Church may present one of the male members for consideration as an Elder via a letter of nomination. This communication should focus on the nominee's apparent conformity with the aforementioned Scriptural qualifications and a brief history of his service among the Body. This letter of recommendation is to be submitted to the existing Elder Board, and each person so presented will be considered seriously.

(B) The Elder Board, by unanimous consent will decide whether the man suggested should be regarded as a true candidate for the office of Elder. In determining this, the Elders will contact the man himself in order to determine his assessment of God's will in this matter. If the man, under the Lord's conviction, desires the office, the Elder Board will then take reasonable time to get to know the candidate.

(C) Following this time for spiritual evaluation, the Elder Board, by unanimous consent, may present the name of the candidate to the whole congregation for consideration. The entire Body will be given at least two weeks to express concerns or needed input to the Elders, personally.

(D) After the Elders have acted upon the input of the congregation (if necessary), and if the Elders are in unanimous agreement that the individual has indeed been qualified by the grace of God for leadership within the Church, the Elders will affirm what God has already done in the man's life by setting him apart as an under-shepherd at Grace Bible Church.

## **Section 8. Accountability and Removal of Elders.**

The Elders shall serve an indefinite term. Elder accountability is first and foremost unto God (1 Peter 5:1-5). It is mandatory, however, that the Elders must also be accountable to one another, at all times.

Any Elder may be removed from office if he becomes physically incapacitated, spiritually unqualified, or his inability to serve is established in the minds of the remainder of the Board of Elders.

Any Elder may be disciplined according to Biblical principles, although no accusation against an Elder is to be taken seriously unless there are two or three witnesses (1 Timothy 5:19). When the confronted Elder 'continues to sin', he is to be rebuked by the other Elders before the whole assembly, that others may fear (1 Timothy 5:20). An Elder will be subject to scrutiny not only in the areas which might call for general Church discipline, but also as to his continued meeting of the Biblical qualifications for Eldership listed above. When an Elder ceases to meet those qualifications, he shall be asked by the Elders to step down for a time so that he may get his life in order in that area. Such a request by the other Elders shall be made only when they are in unanimous agreement. An Elder may also desire to be relieved from office either temporarily or permanently, if he feels unable to serve for any reason. The process of his possible reinstatement at a later date shall be governed by the attendant circumstances of his particular situation.

## **Section 9. Vacancies.**

Any Elder may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time. A vacancy or vacancies in the Board shall be deemed to exist in case of death, resignation, or removal of any Elder.

## **Section 10. Place of Meetings.**

Notwithstanding anything to the contrary provided in these bylaws, any meeting (whether regular, special, or adjourned) of the Board of Elders of the Corporation may be held at any place within or without the State of Florida.

### **Section 11. Regular Meetings.**

Regular meetings of the Board shall be held without call or notice on the second Thursday after the first Sunday of each month, unless otherwise modified by the Board. The first portion of regular meetings shall be open to Church members.

### **Section 12. Special Meetings**

Special meetings of the Board of Elders may be called at any time by order of the Chairman or Vice-Chairman of the Board of Elders or by a quorum of the Board of Elders.

### **Section 13. Notice of Special Meetings.**

Special meetings of the Board shall be held upon four days notice by first class mail or a twenty- four hour notice given personally or by telephone or other similar means of communication. Any such notice shall be addressed or delivered to each Elder or at such Elder's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Elder for such purpose of notice.

### **Section 14. Quorum.**

Except as otherwise provided herein, a majority of the Elders currently serving shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Elders in office shall constitute a quorum. Whenever the matter to be considered concerns calling or dismissing a vocational pastor, or buying or selling real estate, a quorum shall consist of not less than two-thirds of the members of the Board. Whenever the matter to be considered is of a nature to require action by nonvocational Elders only, a majority of the non-vocational Elders currently serving shall constitute a quorum.

### **Section 15. Participation in Meetings by Conference Telephone.**

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

### **Section 16. Adjournment.**

A majority of the Elders present may adjourn any Elder's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Elders if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

### **Section 17. Action Without Meeting.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be documented by attaching the signed resolution with the minutes of proceedings of the Board.

### **Section 18. 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 properties of the Corporation of which such person is an Elder, for a purpose reasonably related to such person's interest.

## **Section 19. Decisions of the Board of Elders.**

Decisions shall be reached after prayerful consideration only by the unanimous or majority vote of the Board of Elders, as differentiated below, in a spirit of humility, each Elder regarding one another before himself. Therefore in essence, whether the decision is one that necessitates a unanimous vote or a majority vote, the net result after all discussions are terminated and binding decisions have been made, the board must have a spirit of unanimity as to the direction the Church should take. Any violation of this spirit of unanimity must be considered a serious breach of Elder qualifications. If it should occur more than once, without genuine repentance, this Elder must seek the re-approval of the Elder Board to continue in the office of Elder (Titus 3:10).

(A) Unanimity of all Elders required: Whenever the matter to be considered concerns calling a member of the Vocational Staff approving an Elder, Deacon or Missionary (to be supported), an amendment to or modification of the Bylaws or a modification to indebtedness limitations, a quorum as it pertains to the vote shall consist of all of the Board of Elders whether voting in person, or by telephone, to be later confirmed in writing and must be unanimous.

(B) Majority of all Elders required: All other decisions (other than those listed under the preceding unanimity paragraph), will be made on the basis of simple majority of all Elders. Those Elders in the minority position, after given a opportunity to defend their minority view from Scripture, will yield to the majority position of the Elder Board in the spirit of Philippians 2:3, thereby preserving the spirit of unanimity that the Elder Board must maintain to the Church congregation and the public, in general. Therefore the minority Elder/s must publicly support the decision of the majority of the Elder Board, in every situation. Any violation to this spirit of unanimity will be dealt with as outlined in the opening paragraph of this section.

(C) Voting exclusions: Decisions by the Elder Board that pertain directly to any of the Elders, themselves (such as Church discipline or salary review, etc.), may be made (at the discretion of the majority of the other Elders) without the participation of the Elder in question (other than input required of him by the other Elders), in the discussions or the final decision of the Elders. Under no circumstances is any Elder allowed to influence other Elders or vote upon any issue involving him in a conflict of interest.

## **Section 20. Leadership.**

The Board of Elders will, by majority vote, appoint a Chairman of the Elder Board who will provide leadership as it pertains to Elder Board meetings, and will represent the Board of Elders to the congregation in public meetings. The Chairman of the Board of Elders must be reconfirmed every 24 months.

## **Section 21. Councils and Committees.**

To promote efficient handling of Board matters, the Board may appoint various councils and committees from within its membership, the staff; and from the Church at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Board.

The general functions of councils and committees are:

(A) To bring considered recommendations to the Board concerning ministries.

(B) To provide a wider base of counsel to the Elders having the oversight of specific ministries. All councils and committees shall exist for the period specified by the Board.

## **ARTICLE X**

### **OFFICERS**

### **Section 1. Officers.**

Minimally, the officers of the Corporation shall be a Chairman, a Vice-Chairman, and a Secretary-Treasurer. Ideally, depending on the Church growth and the availability of qualified Elders, the standing officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Elders, other officers as may be appointed in accordance with the provisions of Section 3 of this article.

### **Section 2. Election.**

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of section 3 or section 5 of this article, shall be chosen annually by, and shall serve at, the pleasure of the Board of Elders. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be elected and qualified.

### **Section 3. Subordinate Officers.**

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

### **Section 4. Removal and Resignation.**

Any officer may be removed, either with or without cause, by the remainder of the Elders at any time, at any regular or special meeting of the Board, or by any office upon whom such power of removal may be conferred by the Board of Elders.

Any officer may resign at any time without prejudice to the rights, if any, of the Corporation 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 of the Corporation. 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.

### **Section 5. Vacancies.**

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

### **Section 6. Inability to Act.**

In the case of absence or inability to act of any officer of the Corporation 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.

### **Section 7. The Chairman.**

The Chairman shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Elders, have general supervision, direction, and control of the activities and officers of the Corporation. He shall preside at all meetings of the Board of Elders, which are to be conducted according to scriptural principles such as set forth in Philippians 2:2-8. He shall be an ex-officio member of all standing committees, including the Executive Committee, if any, and shall have such powers and duties as may be prescribed by the Board of Elders or the Bylaws.

### **Section 8. Vice-Chairman.**

In the absence or disability of the Chairman, or in the handling of a particular issue wherein the Chairman may find himself in a conflict of interest, the Vice-Chairman shall perform the duties of the Chairman, and when so acting 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 of Elders.

#### **Section 9. Secretary.**

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Elders may order, of all the meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Florida the original and a copy of the Corporation's Bylaws, as amended to date. The Secretary shall 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, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board. The Secretary shall keep, or cause to be kept at the principal office of the Corporation, a Church membership register, or a duplicated membership register, showing the names of the members and their addresses.

#### **Section 10. Treasurer.**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Elder.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Elders. He shall disburse the funds of the Corporation as may be ordered by the Board of Elders, shall render to the Chairman and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders. He shall make the financial reports at each regular meeting and at the annual meeting of members.

### **ARTICLE XI**

#### **VOCATIONAL STAFF**

Should it become necessary to look outside the Church's leadership core of Elders for vocational staffing needs the following procedures will be utilized.

##### **Section 1. Senior Vocational Pastor-Teacher.**

A senior Vocational Pastor-Teacher must be unanimously approved by the entire Board of Elders after the same careful examination required of any other Elder candidate. Before the final decision of the Board is made, the candidate must be available to preach and teach several times. Also the members must be given an opportunity to interact with him so as to express their views to the Board.

(A) Qualifications. As an Elder, a senior vocational Pastor-Teacher must meet the qualifications set forth in 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-3 (see Article IX, Section 2).

(B) Accountability. A senior vocational Pastor-Teacher, being an Elder, will be accountable in every respect as any other Elder, and he shall be directly responsible to the Elder Board.

(C) Primary Duties. By the grace of God and with a profound sense of humility, the senior vocational

Pastor-Teacher of Grace Bible Church must lead and feed the Lord's Flock. In general, his responsibilities include in part the following:

- (1) He, in his person and performance, is to be an example to all (1 Timothy 4:12- 16; 1 Peter 5:3).
  - (2) He is to be a pattern for the priority of prayer (1 Timothy 2:1).
  - (3) He is to protect people, including both himself and those allotted to his charge (Acts 20:28; 1 Timothy 4:16; Hebrews 13:17).
  - (4) He is to firmly but tenderly engage in spiritual parenting (1 Thes. 2:1-12).
  - (5) He is to study the Word, live the Word, and preach the Word (Ezra 7:10; 2 Tim 2:15; 4:2).
  - (6) He is to teach, admonish, warn, reprove, rebuke, and exhort the Flock of God (Colossians 1:28; 1 Timothy 4:1,6; 2 Timothy 4:2).
  - (7) He is responsible for conducting all public and regular services of Grace Bible Church.
  - (8) He is responsible for providing a context of worship at each of these services.
  - (9) He is responsible for discipling and giving direction to other vocational staff members.
  - (10) He is to fulfill any other duties as from time to time will be required of him by the Board of Elders.
- (D) Resignation or Dismissal.

A senior vocational Pastor-Teacher shall remain in office for an indeterminate period of time subject to the following reservations:

- (1) A senior vocational Pastor-Teacher who intends to resign must give at least one (1) month notice to the Board of Elders, and will be compensated for a maximum of three (3) months beyond the date of the resignation.
- (2) Concerning dismissal, for Biblical or providential reasons, the Elders have the right to dismiss a senior vocational Pastor-Teacher upon giving him written notice of its intention to dismiss. Upon receiving written notice of dismissal, the senior vocational Pastor-Teacher will receive (1) additional month's pay from the date of the notice.

## **ARTICLE XII**

### **ASSISTANTS IN SERVICE**

In order to allow the Elders to serve more consistently and faithfully in their primary areas of responsibility, assistants in service, i.e. Deacons, will minister to the Flock in a variety of important ways (e.g. Acts 6:1-6). These assistants in service shall consist of members possessing the qualifications described in 1 Timothy 3:8-13. The Deacons shall help the Elders in the shepherding of the saints, assist at communion and baptismal services, aid in the general spiritual care of the Church, and perform other duties as assigned by the Board of Elders.

#### **Section 1. Deacons.**

A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding to the mystery of the faith with a clear conscience, first tested and found beyond reproach. Deacons shall be servants to the Church, desiring the responsibilities of the office in order to assist the Elders in the Ministry of service to the Body.



## **Section 2. Selection.**

Any male member of Grace Bible Church who is respected by the Flock and thought to be Biblically qualified as a Deacon may be nominated by any Church member via a letter to the Elder Board. The Elders, after inquiring about the desire of an individual to serve and after spending time with the person to confirm his qualifications, may appoint him to this office for service among the Flock.

## **Section 3. Term of Office.**

A Deacon shall serve for an indefinite period of time, subject to that person's continuing desire to do so, his maintenance of the qualifications for office, and the capacity to carry out his responsibilities. In reference to those stipulations, from time to time, Deacons will be reviewed by the Board of Elders, and if any are found to be deficient in any of these areas, he may be asked to relinquish the office. Furthermore, any Deacon may resign upon giving notice to any member of the Board of Elders.

## **ARTICLE XIII**

### **TEACHERS**

Teachers must understand the serious responsibilities they bear in instructing others in the Word of God (James 3:1). Consequently, the Board of Elders will approve and periodically review all teachers.

#### **Section 1. Qualifications.**

The following qualifications are for Bible teachers of children, young people, and adults:

- (A) Must be a member of Grace Bible Church.
- (B) Must be spiritually mature.
- (C) Must understand and be in complete agreement with the Church's Bylaws, inclusive of the statement of faith.
- (D) Must be able to teach, especially in reference to handling the Scriptures accurately.

#### **Section 2. Policies.**

The following policies based upon either Scriptural mandate or Biblical wisdom must be observed:

- (A) Adult classes comprising both men and women will be taught by men (1 Tim 2:11- 12).
- (B) Older women will, formally and informally, teach the younger women to be godly ladies, loving wives, and caring mothers (Titus 2:3-5).
- (C) All teachers of pre-school age children shall be married couples or adult women.
- (D) Any male teacher of school-age children through the 6th grade classes will be assisted by his wife.
- (E) Youth classes will be taught by men who may be assisted by their wives.

## **ARTICLE XIV**

## **COUNSELING**

General counseling at Grace Bible Church will primarily be a function of the pulpit and podium. However, from time to time there will be special need for crisis, premarital, preventative, or corrective counseling. In these special counseling occasions, the goal of the counseling is to free people to enter into a deeper relationship with God, and to more effectively please Him through worship and service by helping them become more like the Lord. In a word, the goal is maturity: immediate obedience in specific situations and long-range character growth. Through biblical counseling, the counselee will be guided by the counselor in developing maturity by dealing with any immediate problem circumstances in a manner consistent with Scripture and by developing an inward character which conforms to the character (attitudes, beliefs, purposes) of Christ. Both the short-range and long-range objectives will be approached by attempting to transform the thinking patterns, renewing the mind of the counselee through appropriate biblical principles. At no time will a male counselor counsel a female counselee without a third party present. If it becomes apparent that there is an unwillingness on the part of the counselee to change his or her thinking patterns in accordance to the Word of God, or if there is an unwillingness to complete, in a timely manner, the designed assignments given by the counselor, counseling will be immediately terminated.

## **ARTICLE XV**

### **MUSIC**

Grace Bible Church believes that music in the Church service, as taught in Scripture, is one of the highest forms of worship and as such, should be used primarily to honor God as an expression of a believer's thanksgiving and testimony to Him. Because of the confusion generated in music by the spirit of this age, the following guidelines will be applied to the music ministry of the Church:

(A) To be an acceptable offering to God, music must be the song of the redeemed heart. Membership in Grace Bible Church is not a prerequisite to involvement in the music programs.

(B) The message (lyrics) of the music must be consistent with Bible truths.

(C) The style of the musician must be one of worship and not one of sensuality; in other words, the music and its performance must call attention to God, not to the performer.

(D) A high level of proficiency and quality will be maintained at all times consistent with the above mentioned parameters.

## **ARTICLE XVI**

### **MISSIONARY SUPPORT**

Financial support will be limited to those persons, programs, ministries or mission agencies that are substantially in agreement with our doctrinal statement, positions and policies, as well as our strong views concerning the authority of and accountability of all missionaries to the local Church. The Church preference will be to directly support those from our own Church membership who are sent out from among us in fulfillment of the great commission of Christ.

All financial support of any ministry or missionary supported by Grace Bible Church needs the unanimous approval of the Board of Elders. The Elder Board must continually evaluate the Scriptural integrity of all supported ministries or missionaries and take appropriate actions.

## **ARTICLE XVII**

### **OUTREACH MINISTRIES**

Grace Bible Church will actively pursue any outreach ministry which:

(A) is evangelistically motivated, recognizing the sovereignty of God in all matters concerning man's salvation (in other words, is not manipulative),

(B) has gifted leadership with the necessary skills,

(C) is financially feasible, and

(D) has the approval of the Board of Elders.

## **ARTICLE XVIII**

### **YOUTH MINISTRIES**

Grace Bible Church will actively pursue any youth ministry which:

(A) is not merely activities related;

(B) focuses upon the Biblical priorities of worship, edification, and evangelism;

(C) has a leadership possessing the necessary skills,

(D) is financially feasible; and

(E) has the approval of the Board of Elders.

## **ARTICLE XIX**

### **BENEVOLENCE FUND**

It is the vision of Grace Bible Church that all funds given freely and without designation by the membership of the Church can be considered for use to meet the benevolent responsibilities of the Church. The Deacon in charge of Benevolence will be the primary person to request specific assistance consistent with the following guidelines:

(A) The recipient must either be a member of Grace Bible Church, in good standing or an individual or family in genuine need to whom we bear a Scriptural responsibility.

(B) The individual's name, need, and amount requested will be submitted to the Elders in writing by the Benevolence Deacon. The Elders are committed to responding to the request within 24 hours. -

(C) The request for assistance from the Church will be limited to "basic necessities" of the individual or family and not the "wants" of the individual or family.

(D) Upon approval, the assistance will be distributed by the Benevolence Deacon or his delegate.

## **ARTICLE XX**

### **LICENSING AND ORDINATION**

#### **Section 1. Licensing.**

A license is issued, when needed, by the Board of Elders of Grace Bible Church and is given in recognition of a man's giftedness in ministry and his testimony of a call to that ministry. Its purpose is to endorse the man and encourage him to minister as opportunities arise. Licenses will be evaluated and issued on a yearly basis.

## **Section 2. Ordination.**

Ordination by Grace Bible Church refers to the mutual recognition by the Board of Elders of a man's call to vocational pastoral and/or missions ministry, his thorough preparation as an under-shepherd and his qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

## **ARTICLE XXI**

### **SETTLEMENT OF DISPUTES**

In any dispute arising between Grace Bible Church members, pastors, or general staff employees pertaining to any matters of the Church Bylaws (spiritual teaching, practices, policies or positions), staff counseling, Church finances, title to property purchased with Church contributions, or Church discipline, the dispute shall be resolved by the Board of Elders of the Church. A decision shall be reached after prayerful consideration in a spirit of humility, with each Elder regarding one another before himself.

## **ARTICLE XXII**

### **GENERAL FINANCIAL AND LEGAL MATTERS**

#### **Section 1. Resources.**

Believing the Bible teaches that the Lord's people should give from a consecrated heart to the Lord's work and that this giving should be done freely, cheerfully, systematically, and proportionately, this Church shall be financed only through the free-will gifts and offering of God's people.

#### **Section 2. Church debt.**

Unless otherwise so directed by the unanimous vote of the Board of Elders, Grace Bible Church will incur no long-term indebtedness. Those projects necessitating capital outlays, will proceed only as God provides. However, if cash and pledges from the membership over three successive years nearly equals the cost of the project under consideration, the Elders may agree to proceed. Exceptions to this rule of indebtedness can be made by the Board of Elders, from time to time, but only with the unanimous vote of the Board of Elders.

#### **Section 3. Endorsement of Documents and Contracts.**

The Board of Elders may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of Grace Bible Church. Such authority may be general or confined to specific instances. Unless so authorized by the Board, 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 to any amount.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Church and any other person, when signed jointly by at least two Elders of this Church shall be valid and binding on the Church in the absence of actual knowledge on the part of the other person that the signing Elders had no authority to execute the same. This is to protect the testimony of the Church in the community. The erring Elders involved will be disciplined and removed from office.

#### **Section 4. Representation of Shares of Other Corporations.**

The Chairman or any other Elder authorized by the Board of Elders is each authorized to vote, represent and exercise on behalf of Grace Bible Church all rights incident to any and all shares of any other

corporation or corporations standing in the name of this Church. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said officer.

#### **Section 5. Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the State of Florida shall govern the construction of these Bylaws.

#### **Section 6. Receipt of Funds.**

Grace Bible Church shall receive all moneys and/or other properties transferred to it for the purposes for which the Church was formed, as shown in these Bylaws. However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Church as shown in these Bylaws.

#### **Section 7. Investment of Funds.**

Grace Bible Church shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

#### **Section 8. Instruments in Writing.**

All checks, drafts, demands for money and notes of Grace Bible Church and all written contracts of the Church shall be signed by such officer, or officers, agent or agents, as the Board of Elders may from time to time by resolution designate.

#### **Section 9. Limitations on Distribution of Funds.**

No part of the receipts of Grace Bible Church shall benefit its members, its Elders, or any other private persons except that the Church shall be authorized and empowered to pay reasonable compensation to local staff and missionaries supported by the Church, other services rendered, or legitimate benevolent needs.

### **ARTICLE XXIII**

#### **CHURCH RECORDS AND REPORTS**

##### **Section 1. Records.**

Grace Bible Church shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records and accounts shall be kept at its principal location in the State of Florida, or with the appropriate Elder.

##### **Section 2. Independent CPA Accountability**

In order to uphold the financial integrity of Grace Bible Church, the corporation shall employ the services of an independent CPA to keep up with the church's books on an annual basis.

##### **Section 3. Inspection of Books and Records.**

Every Elder shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of Grace Bible Church and also of its subsidiary organizations, if any.

## **ARTICLE XXIV**

### **MISCELLANEOUS PROVISIONS**

**Section 1.** Grace Bible Church shall not participate in (including the publishing or distribution of statements) or endorse any political campaign on behalf of any candidate for public office. The Church shall address all Political, Social and Moral issues Scripturally in order to fulfill our mandate to be 'salt and light' to a lost world (IV Matthew 5:13-16).

**Section 2.** Notwithstanding any other provision of these articles, Grace Bible Church shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 3.** If for any reason, there occurs a disagreement among the Elders of the Church which cannot be resolved and as a result of such disagreement the Elders or a portion of them decide to divide the Church or separate from the Church, then the assets and property of the Church, both real and personal, and the name of the Church shall remain with the Elder or Elders who continue to adhere to and support the Church's Bylaws and statement of faith in full. This policy and requirement may never be modified by any action.

## **ARTICLE XV**

### **DISSOLUTION**

Upon the dissolution of Grace Bible Church, the Board of Elders shall, after paying or making provisions for the payment of all liabilities of the Church, dispose of all assets of the Church exclusively for the purposes of the Church in such manner or to such organization or organizations organized and operated exclusively for religious purposes, and which affirm the beliefs mentioned in the Doctrinal Statement, and shall at the time qualify as an exempt organization or organizations under section 501 (c )(3) of the Internal Revenue Code of 1954 (or corresponding provision of any part of the United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the church is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

## **ARTICLE XXVI**

### **CHANGING THE BYLAWS**

These Bylaws may be amended, and new or amended Articles, Doctrines of Policy/Position Papers may be added from time to time, but only by unanimous approval or consent of the entire Board of Elders in the exercise of the power granted to said Board by these Bylaws.

Whenever a Bylaws Article, Doctrinal or Policy/Position Statement addition or amendment is unanimously approved, it shall be copied in the book of minutes with the original Bylaws in the appropriate place. If any of the preceding are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

We, the undersigned, being the Board of Elders of Grace Bible Church, do hereby certify that the above Bylaws were adopted on May 5, 2006. Said Bylaws are, as of the date of the certification, the duly adopted governing instruments of this Corporation