

Attachment B

BYLAWS OF GRACE COMMUNITY CHURCH

I. Membership

Qualifications. Qualifications for membership are as provided in Section 4 of the Church's constitution. Members must be persons "who testify to personal saving faith in the Lord Jesus Christ, who wholly agree with the Church's Statement of Faith, who seek unity with other Church Members in this local body of Christ, and who desire to follow and serve the Lord wholeheartedly."

Voting Rights. Members may vote at Church business meetings if they are 18 years of age or older, and have attended at least two worship services within the preceding six months. Members will elect Church officers and new Members, vote on Church budgets, and conduct other business of the Church as described in these Bylaws.

Entering into Membership. Application for membership can be made to any Member of the Elder Board. Applicants must complete an application form, meet with the Pastor or an Elder to discuss the Church's history and Statement of Faith, and be interviewed by at least two Elders with regard to the qualifications for membership in the Church. Upon recommendation by the Board of Elders, the applicant can be elected into membership by a two-thirds majority vote of the voting Members present at a business meeting of the Church.

A Pastor and his wife automatically become Members with full voting privileges upon acceptance of a call from the Church. Members in good standing of Branford Evangelical Free Church may automatically transfer their membership to Grace Community Church until December 31, 1999.

Absence, Transfer, and Resignation. Any Member absent from Church worship services for more than 12 months may, upon the recommendation of the Elder Board, be removed from membership by a two-thirds majority vote of the voting Members present at a Church business meeting. Any Member may request transfer of membership to another church, or may resign their membership, by a written letter to the Pastor or Church Chairman.

Discipline. A Member whose ungodly conduct or statements repeatedly contradict Scriptural teaching or the Church's qualifications for membership, and who shows no evidence of repentance, will be counseled by the Pastor and Members of the Board of Elders as described in Matthew 18:15-17 and Galatians 6:1. Restoration of the Member will be the purpose of this counseling, which is to be motivated by love. If the Member chooses to continue unrepentant then s/he may be removed from membership upon the recommendation of the Board of Elders and by a two-thirds majority vote of the voting Members present at a business meeting of the Church.

II. Officers and Boards

General Qualifications of Church Officers. Church officers and board members shall be Members of the Church who before the Lord practice regular personal devotions, give generously as God provides, and maintain an active role in the ministries of the Church. New believers should grow in Christian maturity before being nominated to Church office. Church officers and board members may serve so long as they meet the qualifications for their position. Additional qualifications and terms of service for specific Church offices are described below.

Nominating Committee. A Nominating Committee will be appointed annually by the Elder Board, and will be composed of five people: a.) Elder representative (who will act as Chairman of the Committee), b.) a Deacon representative, c.) a Deaconess representative, d.) the Senior Pastor, and e.) a member at large from the congregation. The Committee will:

- 1.) Identify persons who are qualified for church office and receive candidate suggestions from the boards through their representatives, and pray about these persons.
- 2.) Submit a list of candidates for church office to the Elder Board for its approval.
- 3.) Contact candidates to discuss nomination for church office.
- 4.) With at least two from the Nominating Committee (at least one of the two being the Senior Pastor or Chairman) meet with candidates to discuss the roll of the office, and the general and specific qualifications of church officers described in these Bylaws and Scripture.

The Church Chairman candidate will be chosen by the Elderboard in unity with the nominating committee.

Election of Officers. Notice of nominees for Church office must be given at least one week prior to a business meeting. Officers must be elected by a two-thirds majority vote of the voting Members present at a business meeting of the Church

Termination and Resignation. Any elected Church officer may be removed from office on the recommendation of the Elder Board and by a two-thirds majority vote of the voting Members present at a business meeting of the Church. Elected Church officers may resign their positions by a written letter to the Church Chairman.

Senior Pastor. The Pastor must be a mature Christian man who is known for his irreproachable conduct in public and in his home, who is a skilled teacher, and who meets the qualifications found in 1 Timothy 3:1-7 and Titus 1:6-9. The pastor will devote himself to prayer, studying the Scripture, preaching the Word of God, guarding the Church from error, directing the public services of the Church, watching over the spiritual welfare of Church Members, visiting the sick, administering the ordinances, and encouraging godly living by word and by example. The Pastor will be a Member of the Elder Board and the Nominating Committee, and a non-voting, ex-officio member of all other boards, committees, and organizations of the Church.

Elders. Elders will be men who meet the qualifications found in 1 Timothy 3:1-7 and Titus 1:6-9. The Elders will teach and guard God's Word, pray for the flock, watch over the spiritual welfare of the Church and its Members, participate in the public services and ordinances of the Church, care for the sick and needy, encourage godly living by word and by example, disciple and encourage discipling of God's people. The Elders will initiate, guide, and oversee the ministries of the Church, and will assist, encourage, and counsel the Senior Pastor. The elders will work in unity with the deacons and deaconesses In the goal of building His church both spiritually and numerically.

Elders will be elected to a three-year term, and may serve up to two consecutive elected terms before observing at least a one-year absence from the Elder Board. Elders may be elected to staggered terms of one or two years, to ensure that not more than one-half of the Elders will leave the board (due to completion of their terms) in any one year. Ordinarily, the Elder Board should be composed of at least four members.

In general, the Elder Board will meet monthly. Additional meetings may be called by the Senior Pastor the Church Chairman, or any two Elders. Periodically, the Elder, Deacon, and Deaconess Boards will begin their meetings jointly.

Deacons. Deacons will be men who meet the qualifications found in 1 Timothy 3:8-13 and Acts 6:3. Although all believers are to be servants, deacons by the very name are to be especially

inclined in this area. Deacons are to use financial and material things to promote spiritual growth in His church and also use these for outreach to the lost. They are also entrusted with overseeing the maintenance of all church properties and with the financial affairs of the church, and will serve as trustees in all legal transactions. The Deacon Board is responsible for the adoption of such controls and procedures as are needed to ensure adequate fiscal accountability. The Deacons will present a detailed financial budget to the Church membership for approval at annual business meetings. The Deacons will elect one of their number as Chairman of the Deacon Board.

Deacons will be elected to a three-year term, and may serve up to two consecutive elected terms before observing at least a one-year absence from the Deacon Board. Deacons may be elected to staggered terms of one or two years, to ensure that not more than one-half of the Deacons will leave the board (due to completion of their terms) in any one year. Ordinarily, the Deacon Board should be composed of at least four members.

In General, the deacon board will meet at least monthly. Additional meetings may be called by the Chairman of the Deacon Board, the Treasurer, or any two Deacons.

Deaconesses. Deaconesses will be women of mature Christian character who assist the Elders and deacons in ministry. They will care for Members of the Church, visit the sick, help the needy, prepare the table for the Lord's Supper, and assist at baptismal services. They will promote the teaching and discipling of younger women. The Deaconesses will elect one of their number to serve as Chairwoman of the Deaconess Board.

Deaconesses will be elected to a three-year term, and may serve up to two consecutive elected terms before observing at least a one-year absence from the Deaconess Board. Deaconesses may be elected to staggered terms of one or two years, to ensure that not more than one-half of the Deaconesses will leave the board (due to completion of their terms) in any one year. Ordinarily, the Deaconess Board should be composed of at least four members.

In general, the Deaconess Board will meet monthly. Additional meetings may be called by the Chairwoman or by any two Deaconesses.

Church Chairman. The Church Chairman must be an Elder of the Church. The Church Chairman (or his designee) will preside at Church business meetings and serve as Chairman of the Elder Board. The Church Chairman should schedule a meeting with elected officers at least once a quarter. The Church Chairman is elected to a one-year term and may serve consecutive terms without limit so long as he remains a member of the Elder Board.

Treasurer. The Treasurer will be a person of mature Christian character who safeguards and disburses the Church's funds. The Treasurer will keep an accurate record of the Church's finances and will provide monthly financial summaries to the Deacon Board, as well as detailed financial reports at annual Church business meetings. The Treasurer is not a voting member of the deacon board but can vote if also elected as a deacon. The Treasurer will receive reports from the Financial Secretary, but may not assist the Financial Secretary in the counting or recording of monies, tithes, and gifts.

The Treasurer will be elected to a two-year term, and may serve consecutive terms without limit.

Assistant Treasurer. The Assistant Treasurer shall be a person of mature Christian character and shall be elected to a two-year term with the ability to serve consecutive terms without limit. Duties of the Assistant Treasurer shall be assisting the Treasurer from the list of the responsibilities of the Treasurer. The Assistant Treasurer shall be under the authority of the Treasurer and may represent them at business meetings. The Assistant Treasurer is not a

voting member of the deacon board but can vote if also elected as a deacon. Remove: If he is not a deacon he may only vote in the absence of the treasurer. The Assistant Treasurer may not assist the Financial Secretary in the counting or recording of monies, tithes, or gifts.

Financial Secretary. The Financial Secretary will be a person of mature Christian character who receives, counts, makes record of, and deposits in Church account(s) all the monies, tithes, and gifts received by the Church. The Financial Secretary may serve as a Deacon simultaneously, if so elected. When counting or making record of gifts, the Financial Secretary must always be assisted by at least one Deacon who will co-sign the records of the Financial Secretary. An Elder (but not a Pastor) may assist the Financial Secretary if a Deacon is not available. The Financial Secretary may not disburse Church funds or sign checks drawn on Church accounts. The Financial Secretary will be elected to a two-year term and may serve consecutive terms without limit.

Recording Secretary. The Recording Secretary will be a person of mature Christian character who keeps a full and accurate record of the proceedings of Church business meetings, gives notice of Church meetings, assists with the preparation of the Church's annual report, and keeps a register of Church Members.

The Recording Secretary will be elected to a two-year-term, and may serve consecutive terms without limit.

III. Organizations and Committees

Organizations. No organization or group (example: Bible study, prayer meetings, etc.) will be considered a ministry of the Church until its sponsors receive approval from the Elder Board. Organizations within the Church must be led or directed by a Church Member, and must be accountable to the Elder Board. All funds received or disbursed by a Church organization must pass through the Church's Financial Secretary and Treasurer.

Committees. Temporary or standing committees of the Church deemed necessary by the Elder Board or requested by the deacons or deaconesses and approved by the elder board may be established from time to time, for such duration as the Elder Board will determine. The Elder Board or its designees may appoint committee members without election.

IV. Meetings

Annual Meeting. The annual business meeting of the Church will be held during April of each year, on a date decided by the Church Chairman. At this meeting, applicants for Membership will be voted on; minutes of the previous meeting will be approved; annual reports will be received from Church boards and ministries; officers will be elected; a Church budget for the following year will be discussed and voted on; and other necessary business transacted. The annual business meeting will begin with the reading of God's Word and prayer, and will also close with prayer.

Other Meetings. Semi-annual or special business meetings may be called at the discretion of the Church Chairman or Elder Board, or by a written petition stating the purpose of the meeting that is signed by 25% of the voting membership and filed with the Recording Secretary. All business meetings will begin with the reading of God's Word and prayer, and will also close with prayer.

Notice. Notice of Church business meetings must be give by oral or written announcement at regular Sunday worship services of the Church at least 10 days prior to the meeting, or by

written notice mailed in time to reach all resident members at least 10 days prior to the meeting. The purpose of special business meetings must be stated when they are announced.

Quorum, Votes, and Rules of Order. Twenty-five percent of the voting membership will be considered a quorum for the transaction of business at business meetings. All matters will be determined by a simple majority vote of the members present (more than one-half of all votes cast), except when otherwise specified by these Bylaws. A written ballot must be taken for election of new Members and Church officers, and may be taken for any matter at the discretion of the Church Chairman or his designee. Robert's Rules of Order (revised) will govern business meetings when not inconsistent with the Church's Constitution or Bylaws.

For the Elder, Deacon, and Deaconess Boards, a quorum of 50% of board members (excluding ex-officio members) must be present to transact business at board meetings.

V. Finances

Fiscal Year. The fiscal year of the Church will begin on the first day of April and end on the last day of March in each year, unless the Deacon Board shall otherwise determine.

Church Income. The Church shall collect free-will offerings and teach Scriptural principles of tithing and giving, but shall not require or solicit gifts from individuals and shall not sponsor raffles, lotteries, or other forms of gambling. Ministries or organizations planning to collect donations must have prior approval of the Elder Board and must inform the Financial Secretary.

Disbursements. Budgeting disbursements in excess of \$500 will not be made without the prior approval of the Deacon Board or Treasurer. Disbursements not included in the Church's annual budget and exceeding \$1,000 may not be made without approval of the Members at a business meeting.

Audit. The financial records of the Church will be reviewed yearly by an Audit Committee appointed by the Deacon Board and composed of at least three Church Members (only one of whom may be a Deacon), or by an independent accountant engaged by the Church. The Treasurer and the Financial Secretary will assist the Audit Committee but may not serve as members of the Audit Committee. The report of the Audit Committee or the independent accountant will be presented at the annual business meeting of the Church.

Receipts. The Financial Secretary will keep a record of individual contributions that complies with applicable Internal Revenue Service regulations. Each January the Financial Secretary will give donors a record of contributions made by them during the previous calendar year, which the donor may use for tax purposes. Records of amounts given by individual donors may be examined (if necessary) by the Deacon Board, but should not be made known to the Pastor(s), Elders, or other Church Members.

VI. Calling and Termination of a Pastor

Pastoral Search Committee. The Elder Board shall appoint a Pastoral Search Committee if a Pastor of the Church resigns, or if the Church membership votes to initiate a search for an additional pastor. The Pastoral Search Committee must include an Elder, a Deacon, a Deaconess, and a Member at large from the congregation, and should also include the Senior Pastor (unless the Committee is searching for a new Senior Pastor). The Committee is empowered to seek out candidates, review their curriculum vitae and doctrinal statements, interview candidates, and identify a leading candidate.

Call of a Pastor. The Pastoral Search Committee will present its leading candidate to the Elder, Deacon, and Deaconess Boards at joint or separate meetings of those boards, provided

notice of such meeting(s) and its purpose is given. If the candidate receives the affirmative vote of at least three-quarters of the board members present, the candidate will then be presented to the congregation by the Pastoral Search Committee at an annual or special business meeting, provided notice of the meeting and its purpose is given. If the candidate receives the affirmative vote of at least three-quarters of the voting Members present, the candidate will be called to the pastorate of this Church.

Resignation. A Pastor of the Church must give two months' notice of resignation to the Elder Boards, unless the Pastor and the Elder Board agree to a shorter notice period.

Termination. A Pastor's employment by the Church may be ended at a special or annual business meeting of the Church, provided notice of the meeting and its purpose is given. The Pastor's employment will be ended by the affirmative vote of at least three-quarters of the voting Members present at the business meeting. The Pastor will have two months' notice of termination, beginning from the date of the vote, unless the Elder Board and the Pastor agree to a shorter notice period.

VII. Amendments

An amendment to these Bylaws may be initiated by the Elder Board, Deacon Board, or Deaconess Board at any of their meetings, provided that notice of such meeting is given and the substance of the proposed amendment is included in the call for such meeting. An amendment may also be initiated by a written petition setting forth the proposed amendment that is filed with the Recording Secretary of the Church and signed by at least 25% of the Members of the Church. Notice and substance of the proposed amendment shall be given together with the notice of an annual or special business meeting at least one week prior to this meeting. The proposed amendment shall be read at the business meeting, and if such amendment receives the affirmative vote of at least two-thirds of the voting Members present at the meeting, it shall become part of these Bylaws.