

# Constitution and By-Laws of Grace Church of Philly

## ARTICLE I: NAME

The name of the organization shall be Grace Church of Philly.

## ARTICLE II: OBJECTIVE

This corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, to engage in any and/or all activities that promote Christianity, including but not limited to worship, fellowship, teaching, discipleship, education, ministry, and evangelism.

Our commission is summarized as follows: "And Jesus came and said to them, 'All authority in heaven and on earth has been given to me. Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all that I have commanded you. And behold, I am with you always, to the end of the age.'" (Matthew 28:18-20).

## ARTICLE III: CORPORATE MEMBERS

The Corporation shall have no members. All rights which would otherwise vest in the members of the Corporation shall vest in the Board of Elders.

Notwithstanding, the Corporation shall retain the right to refer to persons formally associated with the organization as "members." Any such reference shall not confer on said persons rights as members of the Corporation.

## ARTICLE IV: DOCTRINAL STATEMENT

### **We Believe in God's Gospel**

Our identity as Grace Church of Philly is centered on God's *evangel*, the gospel of Jesus Christ, who died and rose again to give us eternal life. To God's glory, the gospel is the power of God for the salvation of all who believe. Our fundamental theological convictions are aspects of this gospel.

#### **We believe:**

1. **God's gospel originates in and demonstrates the holy love of the eternal, triune God:** We believe in one God, Creator of all things, holy, infinitely perfect, and eternally existing in a loving unity of three equally divine Persons: the Father, the Son, and the Holy Spirit. This one God, all-knowing and all-powerful, has, in love and grace, purposed from eternity to redeem a people for Himself and to restore His fallen creation for His own glory (Gen. 1:26; Deut. 6:4; Matt. 28:19; Eph. 1:3-10; 2:4-9).\*
2. **God's gospel is authoritatively announced in the Scriptures:** We believe that God has spoken through the Scriptures, both the Old and New Testaments. They are the verbally inspired Word of God, without error in the original writings, the complete and sufficient revelation of His will for salvation, and the ultimate authority that stands over every realm of human knowledge and endeavor. Therefore, the Bible is to be believed in all that it affirms, obeyed in all that it requires, and trusted in all that it promises (John 10:35; 2 Tim. 3:15-17; 2 Pet. 1:19-21; 3:15-16).

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\* Scripture references are representative, not necessarily exhaustive.

3. **God's gospel alone addresses our deepest human need:** We believe that God created Adam and Eve in His image, but they sinned through the temptation of Satan, corrupting that image. As a result, all humanity is alienated from God and under His wrath and can be rescued, reconciled, and restored only through God's gracious work in Jesus Christ (Gen. 1:26; 2:7, 18-22; Ezek. 18:20; John 14:6; Acts 4:12; Rom. 5:12, 19; 6:23; 1 Cor. 15:21; Eph. 2:1-3, 12).
4. **God's gospel is revealed in history supremely through the Person of Jesus Christ:** We believe that Jesus Christ, Israel's promised Messiah, is God incarnate, one Person consisting of two natures, fully human and fully divine, who was conceived through the Holy Spirit and born of the Virgin Mary. He lived a sinless life, was crucified under Pontius Pilate, rose bodily from the dead, and ascended into heaven, where, at the right hand of God the Father, He is now our High Priest and Advocate (Matt. 28:5-7; Luke 1:35; 23:33-34; John 1:1-2; 8:58; 10:25-30; 1 Cor. 15:3-8; Eph. 4:8-10; Heb. 2:17; 3:1; 4:14-15; Titus 2:13; 1 Pet. 2:22).
5. **God's gospel is accomplished through the work of Christ:** We believe that Jesus Christ, as our representative and substitute, died on the cross as the perfect, all-sufficient sacrifice for our sins. His shed blood and resurrection are the only ground for salvation, and it is through faith alone in Christ that anyone is justified before God (John 3:16; Rom. 3:20, 25; 5:9; Gal. 2:16; Eph. 1:7; 2:8-9; Col. 1:20; 2 Tim. 1:9; Titus 3:5).
6. **God's gospel is applied and empowered by the Holy Spirit:** We believe that the Holy Spirit glorifies the Lord Jesus Christ by convicting the world, by regenerating sinners into union with Christ, and by indwelling, sealing, guiding, instructing, equipping, and empowering believers for Christ-like living and service (John 3:3-5; 16:7-15; Acts 2:1-4; 1 Cor. 6:11; 2 Cor. 1:22-23; Eph. 1:13; Titus 3:5).
7. **God's gospel is now embodied in the new community called the church:** We believe that the true church is composed of all those who have been saved by God's grace through faith and regeneration by the Holy Spirit and are thereby united together in the body of Christ of which He is the Head. This church is manifest in local churches, whose membership should be composed only of members of the true church. The two biblically mandated ordinances of the church, baptism and the Lord's Supper, visibly and tangibly express this gospel, strengthening our faith. They are to be celebrated by the church in obedience to Christ, but are not a means of salvation (Matt. 26:26-28; 28:19; Mark 14:22-24; Luke 22:19-20; Acts 2:38, 42, 46; Rom. 6:5; 1 Cor. 11:23-32; Eph. 1:22-23; 4:15; 5:23, 32; Col. 1:18; 2:19).
8. **God's gospel compels us to Christ-like living and witness to the world:** We believe that God's justifying grace in the gospel must not be separated from its sanctifying power and purpose. God commands us to love Him with all our heart, soul, mind, and strength, and our neighbor as ourselves, acting with compassion toward the poor and needy, seeking justice for the oppressed. In fellowship with one another, we are to combat the spiritual forces of evil, especially with the Word of God, prayer, and good works. In all that we do, we are to bear witness to the gospel in word and deed, making disciples among all people (Deut. 6:4-9; Matt. 22:34-40; 25:31-46; 28:18-20; Acts 1:8; 4:34; Rom. 12:12; 1 Cor. 7:5; 2 Cor. 2:11; Eph. 4:26-27; 5:10-20; Phil. 4:6; Col. 3:17; 2 Tim. 3:16-17; James 4:7; 5:16; 1 John 3:16-18; 4:4).
9. **God's gospel will be brought to fulfillment by the Lord Himself at the end of this age:** We believe in the personal and glorious coming of our Lord Jesus Christ with His holy angels, when He will fully establish His kingdom and exercise His role as Judge of all. This coming of Christ, at a time known only to God, requires constant expectancy and should motivate the believer to godly living, sacrificial service, and energetic mission. This is our blessed hope (Matt. 25:31; Mark 8:38; 14:62; Acts 1:6-8; 1 Thess. 4:16-17; 2 Thess. 1:7-10; Titus 2:13; Jude 14-15; Rev. 1:7).
10. **God's gospel calls for a response which determines the eternal destiny of every person:** We believe that God commands everyone everywhere to believe the gospel, turning to God in repentance to receive the Lord Jesus Christ. We believe that in the bodily resurrection of the dead, the unbeliever will

face judgment and eternal conscious punishment, while the believer will experience eternal blessedness and joy with the Lord, to the praise of His glorious grace (Matt. 3:2; Acts 2:38; Rom. 10:9-13; 2 Cor. 5:6-10; 1 Thess. 4:16-17; Heb. 9:27; Rev. 20:4-15). Amen.

In subscribing to this Doctrinal Statement, we by no means set aside or undervalue any of the Scriptures of the Old and New Testaments. We believe the sixty-six books of both testaments to be God's own written Word, breathed-out to us through the Holy Spirit (2 Tim. 3:16). We deem that the knowledge of and adherence to the statements of truth outlined in our Doctrinal Statement is necessary for sound doctrine and thereby requisite for Christian fellowship.

## **ARTICLE V: THE CONGREGATION**

### **Section A: Membership**

#### 1. Definitions

- a. "General Members" of the church shall be those persons who have, upon application, been received by the Elders into the fellowship of Grace Church of Philly, and whose membership has not been terminated as provided herein.
- b. "Active Members" shall be those general members, eighteen (18) years of age or older, who are active communicants of Grace Church of Philly and who attend, support, and fellowship regularly.
- c. "Inactive Members" shall be those general members in good standing who for some reason are not able to meet the requirements necessary for active membership due to circumstances beyond their control or for geographical reasons. Examples of members in this category are:
  - i. Missionaries located away from the local assembly.
  - ii. Shut-ins, those institutionalized, or those prevented from being active because of circumstances beyond their control.
  - iii. Members of the Armed Forces or college students located away from our geographical area.
  - iv. Out-of-state members.

#### 2. Responsibilities

- a. Spiritual disciplines shall be urged upon our general members, such as regular attendance at the services in God's house (including the ordinance of the Lord's Supper), daily systematic reading of the Bible, private and family prayer, personal and public testimony, and the winning of others to Christ.
- b. We also assert our conviction that proportionate giving is a distinct and positive command in the Scriptures (Mal. 3:8-11; 2 Cor. 8-9) and pledge ourselves to a systematic contribution for the support of the Church, of such a portion of our income as we believe God requires of us according to the principle laid down in 1 Corinthians 16:2.
- c. We shall require of each other in our daily walk and conversation loyal obedience to all those moral precepts laid down so plainly in the Word of God as not to need definition.

#### 3. Privileges

- a. Members shall be entitled to the spiritual care and oversight of the Elders.
- b. Members shall be entitled to the loving care and prayerful intercession of their fellow members.

- c. Active Members in good standing, who are not under discipline, shall be invited to prayerfully consider and affirm the decisions of the Elders at a Congregational Meeting called for such purposes.
- d. Members shall have the right to appeal to the Elders any decision or course of action, and to petition with other members to bring a matter to the Membership for affirmation.

### **Section B: Admission to Membership**

A person desiring to unite with this Church as a General Member, upon confession of his faith in the Lord Jesus Christ or by reaffirmation of his faith, shall be requested to complete the following procedure:

1. Attend the Newcomers' Class and receive membership instruction, which shall be given periodically at the church.
2. Meet with the Elders to share his or her salvation and Christian experience. When the Elders are satisfied that an applicant has met the requirements for membership as provided for in Section A (above), the Elders may then accept such a person as a general member of this Church upon a two-thirds (2/3) vote of those present at the particular Elders meeting.

Christian baptism administered by a church with an evangelical commitment to the gospel is a prerequisite for membership at GCP. We shall administer only believer's baptism by immersion. All new general members shall be welcomed at a regular Sunday Service by the members of the Church and the Elders.

### **Section C: Termination of Membership**

1. Member Initiated
  - a. Letters of termination shall be granted to members who apply for them, if they are not under discipline. When such letters have been granted, their relationship to this Church shall be considered terminated.
  - b. Letters of commendation shall be granted only to evangelical churches for members in good standing and not under discipline, and in these cases shall be sent directly to the church to which the letter is granted.
2. Church Initiated
  - a. Members who do not regularly attend or participate in the life of the church may, at the discretion of the Elders, be removed from the membership of the church. The Elders shall make reasonable attempts to contact in writing the members to be removed from the roll, giving a minimum period of sixty (60) days for the members to respond and provide reason why they should not be removed.
  - b. As the final step of Church Discipline, as defined herein, a member may be removed from the membership of the church by public action of the Elders at a meeting of the church members.

### **Section D: Discipline**

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

Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however, **(1)** it shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration.

If the erring individual does not heed this warning, then **(2)** the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent.

If the erring individual still refuses to heed this warning, then **(3)** it shall be brought to the attention of the Board of Elders (or a duly appointed Committee of the Board). If the Board of Elders (or a duly appointed Committee of the Board) determines, after thorough investigation in accord with the procedures prescribed by pertinent Scripture (including Matthew 18:15-18, I Timothy 5:19, and Titus 3:10) that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted by the Elders, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly-scheduled worship service in order that the church may call the erring individual to repentance.

If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then **(4)** he or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders (or a duly appointed Committee of the Board), then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court, or initiation of any legal action against this church because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline.

Members, who are under discipline by the church (as defined in the previous paragraphs) forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action. Otherwise stated, if a member is undergoing a discipline process, said process shall continue until complete, irrespective of whether said individual attempts to resign his or her membership.

New members shall be asked to sign and affirm the process of church discipline.

## **ARTICLE VI: BOARD OF ELDERS**

### **Section A: Definitions**

1. Lead Pastor: as defined elsewhere in these By-Laws, an Elder by virtue of his office.
2. Staff Elders: other paid staff who are serving in the ministry of the church, who are not Elders by condition of their employment, and who have been duly elected as Elders.
3. Non-Staff Elders: duly elected Elders who are serving on a voluntary basis.
4. Elders: collectively and individually, the Lead Pastor, Staff Elders, and Non-Staff Elders, without distinction.
5. Relevant Scripture: 1 Peter 5:1-4; 1 Timothy 3:1-7; Titus 1:5-9; Acts 20:17, 28; 1 Timothy 5:17; Hebrew 13:7-17.

### **Section B: Composition**

1. The Board of Elders shall consist of the Lead Pastor, duly elected Staff Elders, and a minimum of three (3) duly elected Non-Staff Elders.
2. At the time of incorporation, the following comprised the Board of Elders:

- a. John Davis
  - b. Steve Davis
  - c. Harold Chapin
  - d. John Leone
3. Present Elders are:
- a. John Davis
  - b. Steve Davis
  - c. Gary Travis
  - d. Mike Brown
  - e. Theodore Yonkeu
  - f. Peter Ndaita

### **Section C: Qualifications**

1. The qualifications for Elders shall be as stated in 1 Timothy 3:1-7 and Titus 1:5-9.
2. According to our understanding of Holy Scripture, the office of Elder is reserved for men only.
3. Non-Staff Elders shall have been members of Grace Church of Philly for a minimum of two (2) years prior to their election. (This rule may be set aside in the formative stage of a new church.)
4. To be an Elder, a man must have a willingness to serve and be faithful, available, teachable, and willing to commit meaningful time to work in the ministry (1 Pet. 5:1-4).

### **Section D: Responsibilities**

1. Subject to the authority of the Word of God, the Elders shall be vested with the leadership responsibility and authority of the church.
2. In all matters of biblical interpretation and theology not discussed in the Doctrinal Statement, the Elders shall arbitrate which teachings contribute to or detract from the unity of the church.
3. The Elders are responsible for the oversight of the entire church ministry and all of its assets. The Elders are responsible for setting church policy and direction for all ministries of the church.
4. It is understood, however, that the work of the ministry is to be shared by the entire congregation (Eph. 4:12).
5. On a quarterly basis the Elders should submit reports, both oral and written, to the congregation summarizing actions taken and decisions made during the preceding months.

### **Section E: Legal Representation**

1. The Board of Elders shall constitute the official Board of Directors of the Corporation.
2. All of the Elders shall serve as Trustees of the Corporation.
3. The Board of Elders shall elect from among its members the following officers of the Corporation:
  - a. President of the Corporation
  - b. Secretary of the Corporation
  - c. Chief Financial Officer of the Corporation.

### **Section F: Delegation of Authority**

1. As provided in this section, delegation of limited religious, organizational, and corporate authority may be made as deemed necessary by the Board of Elders.
2. The Elders may establish delegated Offices and appoint Officers in the church with qualifications and terms to be established by the Board of Elders.
3. The Elders may establish and appoint standing or ad-hoc Boards or Committees with qualifications, composition, and terms to be established by the Board of Elders. A designated Elder shall serve as an *ex officio* member of each Board or Committee.
4. The Elders shall request and consider recommendations from the congregation for qualified candidates

for all such Offices, Boards, or Committees, who shall then be reviewed and appointed by the Elders.

### **Section G: Meetings**

1. The Elders shall meet as least once per month, at a stated time and place to be decided in advance by the Board of Elders.
2. The Lead Pastor shall chair the Elder meetings and designate assignments to the Elders. In the absence of the Lead Pastor, the remaining Elders shall elect one of their members to chair the meeting.
3. At least two-thirds (2/3) of the Elders must be present at meetings to constitute a quorum.
4. Any Elder may call a special meeting of the Board of Elders by written notice to the entire Board, one week in advance of such meeting.
5. All decisions of the Elders should seek a unanimous vote of the Elders present (Phil. 2:2, 3; Rom. 12:16; James 2:1; 1 Cor. 1:10; Phil. 1:27; Eph. 4:3-6). In the absence of unanimity, the Elders should not move ahead on any two-thirds majority decision until all effort, prayer, and discussion has been exhausted to attain unanimity.

### **Section H: Election and Term**

1. The Lead Pastor shall be members of the Board of Elders by virtue of his office. He shall serve an indefinite term, to expire when the pastoral relationship comes to an end.
2. Election of Staff and Non-Staff Elders shall be made by a two-thirds (2/3) vote of the incumbent Elders.
3. Staff Elders shall be elected to an indefinite term, subject to automatic expiration at the termination of their pastoral office or employment.
4. Non-Staff Elders shall be elected to a three (3) year term. At the completion of a full term on the Board of Elders, Non-Staff Elders are not eligible for re-election until one (1) year following the expiration of their term.
5. The Board of Elders may at any time call a Congregational Meeting for the purpose of electing new Elders or to fill vacancies. Announcement of such election shall be provided in writing and orally at the public meetings of the church to all Elders and Active Members of the church.
6. At the Congregational Meeting, the Elders shall call for a vote of affirmation from the Active Members of the church. Relationally, the Elders commit to submit to the will of the congregation in the matters presented for affirmation.

### **Section I: Resignation**

1. Should a man be led to resign his duties as an Elder, advance notice must be given to the remaining Elders as follows: Non-Staff Elders (30 days); Pastors or Staff Elders (90 days).
2. The required notice may be shortened by mutual consent.
3. Resignations shall be submitted in writing and shall state the reasons for the resignation. These may include responsibilities of a personal nature that need to take precedent over the elder commitment.

### **Section J: Discipline and Removal**

1. Any request for discipline of an Elder must follow the procedure of 1 Timothy 5:19 and Matthew 18:15-17.
2. If the errant Elder fails to heed the counsel of his fellow Elders, the others shall have the authority to dismiss the errant Elder from his duties by a two-thirds (2/3) vote of the remaining elders.

## **ARTICLE VII: PASTORAL STAFF**

### **Section A: Qualifications**

1. The pastoral office is the first office and shall be filled only by one who lives a godly and consistent Christian life. He is called to minister to the spiritual needs of the people of the congregation and shall

be thoroughly qualified for the office.

2. Only men who meet the Scriptural Qualifications of 1 Timothy 3 and Titus 1 may be considered for a pastoral office.
3. Pastoral staff shall subscribe without exception to the Doctrinal Statement contained herein.
4. Pastoral staff shall meet all the qualifications for Elder contained herein.

#### **Section B: Lead Pastor**

1. There shall be one Lead Pastor of the church, who shall serve by virtue of his office as an Elder.
2. The Lead Pastor shall serve as Moderator of the Board of Elders, and ex officio member of all other organizations, councils, boards, and committees of the church.
3. In the event of a vacancy in the office of Lead Pastor, the Board of Elders shall prayerfully investigate and consider candidates for the office, and shall decide on one man to serve as Lead Pastor.
4. The decision of the Board of Elders to call a Lead Pastor shall be submitted to the membership of the Church for affirmation. Affirmation shall be for an indefinite term, and by secret ballot. The selection of the Lead Pastor shall be voted upon at a Special Congregational Meeting called for that purpose. Notice of such meeting shall be given at all services of the Church on the two consecutive Lord's Days (Sundays) preceding the meeting called for such election.
5. After his affirmation, the Pastor-elect shall be installed by the Elders and a committee of ministers chosen by the Elders and the Pastor-elect.
6. If at any time the Lead Pastor shall make application to be released from the pastorate, or if the relations between Pastor and Congregation have become such as to be detrimental to the welfare of the Church, the relationship may be terminated by the Elders in ninety days from the date of the notice of intention, or in a shorter period of time, if it be mutually agreed upon. The Elders shall have authority to consider and act upon this matter.
7. If at any time the Lead Pastor's preaching, teaching, and manner of living cease to be in full accord with the doctrinal standards of this Church, his service as Pastor shall be terminated immediately following the discipline procedure outlined in this document and after an Elders Meeting in which a two-thirds (2/3) vote has been taken to remove him from office.

#### **Section C: Additional Pastoral Staff**

1. If for any reason the proper function of the Church requires the services of additional pastoral staff, such need shall be ascertained by the Elders.
2. Additional pastoral staff shall be chosen by the Pastor and the Elders after prayerful consideration and investigation.
3. Pastoral staff are called to assist the Pastor and Elders in ministering to the spiritual needs of the Congregation and shall be thoroughly qualified for the office. They shall serve under the direction of the Lead Pastor and the Elders.
4. Pastoral staff, other than the Lead Pastor, do not serve on the Board of Elders by virtue of their office, but may be elected to the Board of Elders to serve as Staff Elders.
5. If at any time a member of the pastoral staff shall make application to be released from his office, or if termination of the same best serves the interests of the Church, the relationship may be terminated in sixty (60) days from the date of notice of intention or in a shorter period of time, if it be mutually agreed upon. The Elders shall act in this responsibility.

### **ARTICLE VIII: COUNCILS AND COMMITTEES**

#### **Section A: Councils and Committees**

To promote efficient handling of Elder Board matters, the Elder 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 Elder Board. The general functions of councils and committees are:

1. To bring considered recommendations to the Board concerning ministries.
2. 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 Elder Board.

### **Section B: Deacons**

The Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13 and shall be nominated by members of the church. The Board of Elders shall compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Deacons shall serve for a term of one (1) year and may serve unlimited terms at the discretion of the Elders.

The Deacons shall assist the Elders in the shepherding of the saints, assist the Pastor(s) at Communion and baptismal services, aid in the general spiritual care of the church, assist in the care of the sick and needy, and perform other duties as assigned by the Board of Elders. A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not greedy for dishonest gain, holding to the mystery of the faith with a clear conscience, first tested and found above reproach.

### **Section C: Deaconesses**

The Deaconesses shall consist of members possessing the qualifications described in 1 Timothy 3:11 and Titus 2:3-5 and shall be nominated by members of the church. The Board of Elders shall compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Deaconesses shall serve for a term of one (1) year and may serve unlimited terms at the discretion of the Elders.

The Deaconesses shall assist the Elders in the shepherding of the saints, assist the Pastor(s) at Communion and baptismal services, aid in the general spiritual care of the church, assist in the care of the sick and needy, and perform other duties as assigned by the Board of Elders. A Deaconess shall be a dignified woman, not a malicious gossip, sober-minded, and faithful in all things.

## **ARTICLE IX: CHURCH GOVERNMENT**

### **Section A: One Head, Jesus Christ**

This Church acknowledges the Lord Jesus Christ as its only head; the Holy Scriptures as the only infallible guide in matters of faith, discipline, and order; and the Holy Spirit as its Teacher.

### **Section B: The Elders**

The government of Grace Church of Philly shall be vested in the Board of Elders, who are charged by Scripture to lead and govern the church.

### **Section C: The Membership**

The role of Members in church government shall be to advise and affirm the weighty decisions of the Elders that impact the life of the church.

### **Section D: Affirmation**

Active Members shall be asked to affirm the following decisions of the Elders:

1. The election of Elders.
2. The appointment of Deacons, Deaconesses, and other church Officers.
3. The calling, ordaining, or dismissing of the Lead Pastor.
4. Other decisions of importance as determined by the Board of Elders.
5. Other decisions referred to the Members by petition, as provided herein.

Affirmation shall be by a two-thirds (2/3) vote of the Active Members present at a Congregational Meeting where a quorum is present.

The Elders are committed to seeking and preserving the unity of the church by submitting to the expressed will of the Members in the matters listed above.

#### **Section E: Appeal and Petition**

Members may appeal in writing to the Elders for the reconsideration of any decision or course of action. Upon receipt of a petition for reconsideration, signed by a minimum of ten (10) Active Members, the Elders shall call a Special Congregational Meeting and submit the issue to the Active Members for affirmation.

### **ARTICLE X: CONGREGATIONAL MEETINGS**

#### **Section A: Annual Meeting**

An Annual Congregational Meeting of the Active Members shall be held once a year to coincide with the fiscal year of the church, to affirm Elders, to receive reports from all organizations under the Church, and to transact any business which the Elders may bring to it.

#### **Section B: Special Meetings**

A Special Congregational Meeting may be called at any time by the Elders, with due notice as provided herein.

#### **Section C: Quorum**

Fifty percent (50%) of the Active Members of the Church, present at a properly convened Congregational Meeting, shall constitute a quorum.

#### **Section D: Notice**

Announcements of a Congregational Meeting of the Active Members must be made at all services of the Church on the two consecutive Lord's Days (Sundays) preceding the proposed meeting.

#### **Section E: Relevant Matters**

Matters to be considered at a Congregational meeting shall consist solely of those decisions submitted to the Members by the Elders for affirmation, including those matters submitted by the Elders as a result of a Member appeal or petition.

### **ARTICLE XI: ORDINATION AND LICENSURE**

#### **Section A: Ordination**

1. **Statement:** When in the judgment of the Elders, a man in this membership is vocationally called to the Christian Ministry, it shall be within the power of the Elders to call and conduct a council for ordination. The ordaining council shall thoroughly examine all applicants for ordination as to their call to the Christian ministry, education, Christian experience, reputation, character, doctrinal belief, and demonstrated efficiency in Christian service.
2. **Restrictions:** The following shall not be ordained to the ministry:
  - a. One who has not served six (6) months as a Pastor, Assistant Pastor or in definite Christian work in such a manner as to convey reasonable evidence of God's call to the ministry.
  - b. One whose moral life is in contradiction to the teaching of Scripture.
  - c. One whose home life is contrary to the standards of Scripture.
  - d. One whose doctrinal position is at variance with the Doctrinal Statement of this Constitution.
3. **Council:** The Elders shall select the ordination council membership. Upon their selection, the council

may then proceed to examine the candidate for ordination.

4. **Service:** An ordination service shall be conducted following a two-thirds recommendation of the Council.
5. **Revocation:** It shall be within the province of the Elders to discipline, up to and including revoking the ordination credentials of any minister, ordained under this Constitution, if said minister is found guilty of theological or moral error.
6. **Appeal:** The minister under trial shall have the privilege to appeal his case to the Elders within sixty (60) days after the decision of the Elders.

#### **Section B: Licensure**

1. **Statement:** When in the judgment of the Elders a man in this membership is called to a specific pastoral ministry, the Elders shall initiate licensure.
2. **Restrictions:** The same restrictions apply as are provided for Ordination above, excluding the requirement to serve for six (6) months as a Pastor or Assistant Pastor.
3. **Requirements:**
  - a. The candidate must submit to the Elders a personal doctrinal statement for their review and approval. No one shall be licensed whose doctrinal position is at variance with the doctrinal statement of this Constitution.
  - b. The candidate shall be licensed to minister under the direct supervision of the Elders.
  - c. The candidate shall meet with the Elders for final questioning. Upon approval of the Elders a license shall be issued.
  - d. The candidate shall then be commissioned at a regular church service with the Elders laying hands on him.

#### **ARTICLE XII: FINANCES**

The work of the Church is entirely dependent upon the prayers, personal services and voluntary gifts (Mal. 3:10) of the Lord's people. Before the Annual Congregational Meeting, the Elders shall obtain an estimate of the needs of the several divisions of our work and prepare a detailed budget of the proposed expenditures for the coming year. This budget should be considered the guiding basis for current liabilities. No Committee or individual shall be authorized to make changes in its provisions or to make unauthorized disbursements without the consent of the Elders.

#### **ARTICLE XIII: DISPUTES**

In any dispute arising between church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Board of Elders of the church (or a duly appointed Committee of the Board, at the sole discretion of the Board). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself.

## **ARTICLE XIV: AMENDMENTS**

### **Section A: Amendments**

These By-laws may be amended and new and additional By-laws may be made at any time by the Board of Elders in the exercise of the power granted to said Board of Elders in these By-laws.

### **Section B: Record of Amendments**

Whenever an amendment or new By-law is adopted, it shall be copied in the book of minutes with the original By-laws, in the appropriate place. If any By-law is 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.

### **Section C: Notice**

Notice of Amendments to these By-laws shall be provided in writing to all Active Members.

## **ARTICLE XV: TAX EXEMPT PROVISIONS**

As a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, the Church must comply with the following provisions:

### **Section A: Private Inurement**

No part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation; and upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for religious purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Section B: Political Involvement**

No substantial part of the activities of the Church shall be carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in or intervene in any political campaign, including but not limited to the publishing or distributing of statements, on behalf of any candidate for public office.

### **Section C: Dissolution**

1. If division occurs in the church, the names and all property rights are retained by those adhering to the Constitution and Bylaws of the Church. If the Church ceases to function and its organization is dissolved all property rights shall, subsequent to the payment of all liabilities of the Church, be assigned to the a Philadelphia church of like faith and practice, for the express purpose of urban church planting. The church shall be considered dissolved if so decided by the organization, or when the church has not held an annual meeting for three years, or when less than six members remain.
2. Notwithstanding any other provisions in these By-laws the Church shall not dissolve, merge with another organization, transfer its assets to another organization whether by gift, sale or loan, or discontinue holding services without the express written consent of the Board of Elders of Grace Church of Philly.

### **Section D: Racial Non-Discrimination**

The Church shall have a policy of racial non-discrimination and therefore shall not discriminate against members, applicants, students, and others on the basis of race, color, national, or ethnic origin.

**ARTICLE XVI: LIMITED LIABILITY OF BOARD MEMBERS**

A member of the Board of Elders shall not be personally liable for monetary damages for any actions taken, or any failure to take any action, unless said individual has breached or failed to perform the duties of his office under Section 5712 of the Non-Profit Corporation Act [relating to standard of care and justifiable reliance]; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article shall not apply to the responsibility or liability of a member of the Board of Elders pursuant to any criminal statute; or the liability of a member of the Board of Elders for payment of taxes pursuant to Federal, State, or local law.