



Constitution and Bylaws
of
Desert Grace Church
An Arizona Nonprofit Religious
Corporation

Adopted 24 January 2021
Revised 22 March 2026

WHEREAS it is the express purpose of God our Heavenly Father to call out of the world a saved people who shall constitute the Body or Church of our Lord Jesus Christ, built and established upon the foundation of the Apostles and Prophets and, Jesus Christ, Himself being the Chief Cornerstone; and,

WHEREAS, God having ordained that His Universal Church should find its expression in and through local churches, enjoining them to assemble together for worship, fellowship, counsel, and instruction in the Word of God and for the work of the ministry and for the exercise of those spiritual gifts and offices provided for in the New Testament,

THEREFORE, BE IT RESOLVED, that this corporation is formed exclusively for religious purposes, to propagate the Gospel of Jesus Christ, in accordance with the Holy Bible, as a sovereign church independent of any denomination, organization, or other nonprofit corporations, as a local church under the headship of the Lord Jesus Christ; and, in these premises, the following Bylaws are adopted:

Constitution

ARTICLE ONE - NAME

The name of this corporation shall be: Desert Grace Church (incorporated in the State of Arizona, September 2020), also known as Desert Grace, DGC, and DG, hereinafter referred to simply as 'church', though this corporation may by special resolution adopt other fictitious names for the purpose of doing business through its various establishments, as deemed necessary, convenient, or expedient, and in such manner as to be in compliance with law.

ARTICLE TWO - PRINCIPLES

Section one:

We hold the Bible, the Holy Word of God, to be supreme in all matters governing this church, in keeping with the Spirit of Christ; and,

Section two:

We hold as scriptural and fundamental that form of government, which is voluntary cooperative fellowship, the church being sovereign under our Lord Jesus Christ; and,

Section three:

We hold it basic that every born-again Christian should endeavor to keep the unity of the Spirit and the bond of peace...*"till we all come in the unity of faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ"* (Ephesians 4:13).

ARTICLE THREE - PURPOSE

Section one:

Our purpose is to establish and maintain a place of worship of Almighty God, our Father, and the Lord Jesus Christ, His only begotten Son, through the Holy Spirit, and for the promotion of close Christian fellowship and edification.

Section two:

Our purpose is to conduct, under the guidance of the Holy Scriptures, the work of evangelism in both our home and foreign fields, in obedience to the command of the Lord Jesus Christ

(Matthew 28:19-20), and in harmony with the teaching and practices of His servants, the Apostles (Acts 8:4, 5, 35-40; 13:1-4; 16:6, 10; Romans 15:18-21; 10:12-17; 2 Corinthians 10:16).

ARTICLE FOUR - PREROGATIVES

Section one: Responsibilities

- a) It shall be a responsibility of this church to maintain New Testament standards in all matters affecting its life and ministry.
- b) It shall be a responsibility of this church to establish and maintain a standard of membership determined by its members and to discipline members according to Holy Scriptures and the Bylaws hereinafter set forth.

Section two: Church Government Prerogatives

- a) This church reserves to itself the right to choose or call its Pastor, and by action of its membership or Deacon Board as hereinafter in the Bylaws provided, to elect its officers and directors, and transact all other business pertaining to its life and conduct as a local church.
- b) This church reserves to itself the right to purchase or acquire by gift, bequest or otherwise, either directly or as a trustee, and to own, hold in trust, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes; all in accordance with its Constitution and Bylaws or as the same may be hereafter modified or amended.

Section Three: Promotion

- a) It is the mission of this church to promote the worship of God, the evangelization of the lost and discipleship of believers in our local community, nation, and the world.
- b) It is the prerogative and responsibility of this church to establish and maintain such departments and institutions as may be deemed necessary for the propagation of the Gospel of Jesus Christ, and for the work of this church.

ARTICLE FIVE - RELATIONSHIP WITH OTHER CHURCHES

While maintaining its inherent rights to sovereignty in the conduct of its own affairs, this church reserves the right to fellowship with other like-minded body of believers. We hold no cooperative fellowship with any denomination, organization, or nonprofit organizations.

ARTICLE SIX - TENETS OF FAITH

1. THE SCRIPTURES INSPIRED

We believe the Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct (2 Timothy 3:15- 17; 1 Thessalonians 2:13; 2 Peter 1:19-21).

2. THE ONE TRUE GOD

We believe that God is Triune: Father, Son and Holy Spirit (2 Cor. 13:14). We believe the one true God has revealed himself as the eternally self-existent "I AM," the Creator of heaven and earth and the Redeemer of mankind. He has further revealed himself as embodying the principles of relationship and association as Father, Son, and Holy Spirit (Deuteronomy 6:4; Isaiah 43:10,11; Matthew 28:19; Luke 3:22).

3. THE DEITY OF THE LORD JESUS CHRIST

We believe the Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- 1) His virgin birth (Matthew 1:23; Luke 1:26-35)
- 2) His sinless life (Hebrews 7:26; 1 Peter 2:22)
- 3) His miracles (Acts 2:22; 10:38)
- 4) His substitutionary work on the cross (1 Corinthians 15:3; 2 Corinthians 5:21)
- 5) His bodily resurrection from the dead (Matthew 28:6; Luke 24:39; 1 Corinthians 15:4)
- 6) His exaltation to the right hand of God (Acts 1:9,11; 2:33; Philippians 2:9-11; Hebrews 1:3)

4. THE FALL OF MAN AND THE SALVATION OF MAN

We believe man was created good and upright; for God said, "Let us make man in our image, after our likeness." However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (Genesis 1:26,27; 2:17; 3:6; Romans 5:12-19). Man's only hope of redemption is through the shed blood of Jesus Christ the Son of God.

(a) Conditions to Salvation

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Spirit, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Romans 10:13-15; Ephesians 2:8; Titus 2:11; 3:5-7).

(b) The Evidence of Salvation

The inward evidence of salvation is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness (Ephesians

4:24; Titus 2:11,12).

5. THE ORDINANCES OF THE CHURCH

(a) Baptism in Water

We believe the ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe on Christ as Savior and Lord are to be baptized. Thus, they declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life (Matthew 28:19; Mark 16:16; Acts 10:47,48; Romans 6:3,4).

(b) Holy Communion

We believe the Lord's Supper, consisting of the elements—bread and the fruit of the vine—is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (2 Peter 1:4); a memorial of His suffering and death (1 Corinthians 11:26); and a prophecy of His second coming (1 Corinthians 11:26); and is enjoined on all believers "till He come!" (1 Corinthians 11:17-34).

6. BAPTISM WITH THE HOLY SPIRIT

We believe that baptism with the Holy Spirit empowers believers as demonstrated throughout the New Testament. With the baptism in the Holy Spirit comes such experiences as an overflowing fullness of the Spirit (John 7:37-39; Acts 4:8), a deepened reverence for God (Acts 2:43; Hebrews 12:28), an intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word, and for the lost (Mark 16:20).

7. DAILY CHRISTIAN LIFE and the SPIRIT-FILLED LIFE

We believe that it is the will of God for believers to walk in sanctification, growing continuously in the faith (Heb. 6:1). Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty continually to the dominion of the Holy Spirit (Romans 6:1-11,13; 8:1,2,13; Galatians 2:20; Philippians 2:12,13; 1 Peter 1:2). We believe that it is the will of God that we daily walk in the power of the Holy Spirit (Ephesians 4:30-32). We believe we are not conformed to this world, but transformed by the renewal of our minds, that by testing we may discern what is the will of God, what is good and acceptable and perfect (Romans 12:2).

8. DIVINE HEALING

We believe that divine healing is the power of Christ to heal the sick in answer to prayer offered in faith (James. 5:14-16).

9. EVANGELISM

We believe that the church's primary responsibilities are taking the gospel to the entire world and making disciples (Mark 16:15; Matthew 28:19-20).

10. THE BLESSED HOPE

We believe the resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (1 Thessalonians 4:16,17; Romans 8:23; Titus 2:13; 1 Corinthians 15:51,52; James 5:8-9)

11. THE FINAL JUDGMENT

We believe it is appointed unto men once to die, but after this the judgment and that Christ was once offered to bear the sins of many (Hebrews 9:27-28). We believe there is the judgment of unbelievers (Revelation 20:11-15). This is the Great White Throne Judgment where unbelievers whose names are not written in the *Book of Life* are judged according to their deeds. The result is eternal separation from God. Believers whose names are written in the *Book of Life* will stand before God and be individually judged at the Judgement Seat of Christ (Romans 14:10) that every believer may receive the things done in his body, according to what he has done, whether it be good or bad (2 Corinthians 5:10).

ARTICLE SEVEN - MEMBERSHIP

Section One: Membership Eligibility

Membership in the Church shall be open to all those who:

- 1) Give evidence of their faith in the Lord Jesus Christ
- 2) Voluntarily subscribe to the Tenets of Faith
- 3) Agree to be governed by its Constitution and By-Laws
- 4) Have been baptized in water or are actively seeking such
- 5) Have had application approved by the Deacon Board
- 6) Have attended DG a minimum of six months
- 7) Have attended membership class (when offered)
- 8) Actively participate in the financial support of the church
- 9) Are of required age as specified in Bylaws

Section Two: Active Membership

All members who meet the *Section One* standards for membership shall constitute the legal voting membership of the church.

Section Three: Inactive Membership

Members who shall:

- 1) without good cause absent themselves from the fellowship of the church for a minimum of three consecutive months
- 2) who cease to contribute to its support
- 3) who may be out of harmony with its teachings or its ministries
- 4) who may have fallen into sinful practices

shall be considered as inactive members and shall lose their voting privileges until they are restored in the fellowship, their standing to be settled by the definite action of the church through its elected officers.

Section Four: Membership Review

All church memberships shall be reviewed annually by the Deacon Board.

Section Five: Pastors serving the church

Any pastor and spouse in good standing who is serving this church in a pastoral capacity is automatically a member of the church.

ARTICLE EIGHT - OFFICERS

Section one: Deacon Board

The Board of Directors of this church shall be known as the Board of Deacons or Deacon Board and shall consist of not less than 3 persons nor more than 9 persons, plus the Lead Pastor.

Section two: Selection of Deacon Board Officers

The Vice-Chair, Secretary of the Board, and Treasurer shall be elected from the Deacon Board roster by the Deacon Board at their first meeting following the Annual Business Meeting. They shall be nominated from the Deacon Board and shall be elected by a majority vote. Their term of office shall be until the election of the following year.

Section Three: Qualifications of Deacon Board

Candidates for selection to service on the Deacon Board shall be sound in faith and of good rapport, members of this church for at least 12 months prior to commencement of such service, who shall qualify according to standards of the Scriptures as hereinafter set forth in the Bylaws.

Section Four: Executive Officers

The Executive Officers of this church shall consist of the Lead Pastor, the Vice Chair, the Secretary of the Board, and the Treasurer.

Section Five: Meetings of the Deacon Board

The Deacon Board shall attempt to meet at least once a month at a time and place announced by the Lead Pastor.

ARTICLE NINE - BUSINESS MEETINGS

Section one: Annual Meetings

There shall be an Annual Business Meeting of the membership of this church, at a date to be fixed by the Deacon Board, to be held within the first quarter of each year, at which time, reports shall be given, and the election of the Deacon Board shall take place, as in the Bylaws provided.

Section two: Special Meetings

There may be Special Business Meetings of the membership of this church, as provided for hereinafter in the Bylaws, duly called and noticed as there set forth.

Section three: Quorum for Business Meetings

A quorum for any business meeting of the membership shall consist of at least fifty-one percent (51%) of the active members of Desert Grace Church. No business shall be transacted unless a quorum is established by those members physically present at the commencement of the meeting. Absentee ballots shall not be used to establish a quorum.

Section four: Proxy Voting

Proxy voting shall not be allowed in the conduct of business at any meeting of the membership. No member may designate another person to cast their vote.

Section five: Absentee Voting

Absentee voting shall be permitted for any matter or election. The Deacon Board shall establish and communicate written procedures for the distribution, verification, and deadline of absentee ballots at the time the meeting is noticed. Absentee ballots shall be counted toward the final vote tally but shall not be used to establish a physical quorum.

ARTICLE TEN - REVENUE

Section one: Sources

This church shall be financed according to Scriptural methods through tithes, offerings, donations and gifts of the members and friends of the church (Malachi 3:10; Hebrews 7:4-9), and income and revenue from all other lawful sources.

Section two: Authorization for Solicitation by Individuals or Groups

No person shall be allowed to solicit funds for this church, for any reason whatsoever, without the consent of the Lead Pastor and Deacon Board or the Deacon Board in absence of a pastor.

Section three: Contributions

All contributions (includes tithes, offerings, and gifts) received by all officers or members of the church shall be turned in to the church treasury immediately upon receipt of such monies or contributions. Unless specified by the donor, all such contributions shall be considered as regular tithes and offerings to the General Fund.

Section four: Records

Financial records shall be kept which shall always remain on the church property. All income, including offerings, regular and special, shall be recorded. Records shall include names, dates, amounts and purpose.

ARTICLE ELEVEN – PARLIAMENTARY REGULATION AND AUTHORITY

Except as otherwise specifically provided in this Constitution, the government of this church shall be under parliamentary authority of the Bylaws. All business shall be conducted according to *ROBERTS RULES OF ORDER*.

ARTICLE TWELVE - AMENDMENTS

Amendments to this Constitution may be made only by vote of the active voting members at a regular Annual Business Meeting, or at a special meeting of the membership of this church specially called for that purpose, provided that such business meeting has been duly called and noticed at least two Sundays prior to such meeting, and as provided in the Bylaws.

The proposed amendment text shall be publicly posted in a conspicuous place within view of membership at the church or mailed or emailed to the full church active membership roster at least two weeks prior to such business meeting at which the amendment is to be considered. Amendments to this Constitution shall require a two-thirds vote of those active voting members present.

ARTICLE THIRTEEN - CONSTITUTION AUTHORITY

This Constitution shall supersede all articles of Constitution and agreements, written or unwritten, which conflict with the articles subscribed herein.

ARTICLE FOURTEEN – DISSOLUTION

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. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

BYLAWS

ARTICLE ONE - PARLIAMENTARY LAW

In order to expedite the work of this church and to avoid confusion in its deliberations, all meetings of the Deacon Board, all Annual Business Meetings, and all Special Business Meetings of this church, shall be conducted under and governed by the parliamentary authority and provisions of *ROBERTS RULES OF ORDER*, in keeping with the spirit of Christian love and fellowship, under the guidance of the Holy Spirit of God.

ARTICLE TWO - MEMBERSHIP

Section one: Members

Active membership of this church, and the qualifications and acceptance of the same shall be subject to approval by the Deacon Board. The Deacon Board shall annually, or as appropriate, review the church membership roster and remove those who have become disqualified from membership.

Section two: Membership Lifestyle

Recommended Lifestyle for membership in this church shall be:

- a) To talk lovingly (John 13:34-35) and humbly with all brethren (1 Peter 5:6); to pray for

them (James 5:16); to separate one's self from worldliness and non-Christian practices (Titus 2: 12; Hebrews 12:1).

- b) To pray (James 1:5-6) for advancement of the church in knowledge, spirituality, and fruitfulness (John 15:8,16); to uphold its program of worship, training, and teaching; to observe its ordinances (Matthew 28: 19-20; 1 Corinthians 11:24-27) and affirm its doctrines (Titus 2:1; Jude 3)
- c) To serve faithfully in some ministry of the church (James 1:22-24; 2:18); taking care to assume only such duties as can be effectively performed (1 Corinthians 4:2); to improve abilities in service by prayerful study of God's Word (2 Timothy 2: 15)
- d) To maintain family worship, encourage family prayer, Bible study and Christian nurture of any person in one's care (Ephesians 6:4; Proverbs 22:6)
- e) To endeavor by example (Matthew 5:16) and effort (Matthew 28:19-20) to win souls to Christ (James 5:20) and to encourage un-churched believers to fellowship within the Body
- f) To follow Scripture as the rule of faith and practice (2 Timothy 3:16-17; Galatians 5:24-25)

Section three: Application for Membership, Deacon Board Review

Persons wishing to become active members of this church shall be at least 18 years of age and attend *New Members Class* when offered prior to approval of membership unless otherwise approved by the Deacon Board. All applicants and applications shall be examined by the Deacon Board in accordance with the qualifications of membership. ([Constitution Article Seven, Section One](#)). Thereafter, the Deacon Board shall consider the written applications and names of those approved for such membership shall be added to the roster of active membership of the church. They shall be recognized publicly as members at the earliest convenient Sunday meeting of the congregation. It is recommended that reception of members from other churches be by Letter of Transfer (when requested), subject to approval of the Board of Deacons.

Section four: Voting Constituency

All active members in good standing shall constitute the legal voting membership of the church.

Section five: Voluntary Termination of Membership by Member

Active members in good standing who wish to sever their relationship with this church or desiring membership to be transferred to another congregation may apply to the Secretary of the Board for a Letter of Transfer, which shall be granted on approval of the Pastor and the Deacon Board and shall be signed by both the Pastor and Secretary of the Board.

Section six: Membership of Pastors

Any pastor in good standing who is serving this church in a pastoral capacity is automatically a member of the church.

Section seven: Termination of Active Membership

The Deacon Board shall be authorized to update as needed for the Annual Business Meeting and remove from the membership roster the names of those who are deceased, or who have voluntarily withdrawn from the fellowship, or those who have been granted severance or Letter of Transfer, or those who shall without good cause absent themselves from fellowship of this church for a period of three consecutive months or more, or who cease to contribute to its support, or who shall be under charges for misconduct, or who have fallen into sinful practices, or who have made doctrinal departure from the Tenets of Faith held by this church.

ARTICLE THREE – DISCIPLINE/RESTORATION

Section one:

All discipline shall be prayerfully administered according to the Scriptures (1 Corinthians 5:9-13; 2 Thessalonians 3:11-15; Romans 16:17; Galatians 6:1-2; Matthew 18:15-17).

Section two:

The Deacon Board is authorized to remove from active voting membership those members who are guilty of misconduct, or who have fallen into sinful practices, or who have made a doctrinal departure from the Tenets of Faith held by this church. The Deacon Board is likewise authorized to restore to active membership those who through repentance and adjustment have again attained to the standard for active membership.

Section three:

When the Deacon Board has determined that any member should be removed from the active membership list for disciplinary reasons, the member in question shall be notified in writing of such action, and the reasons therefore, by the Secretary of the Board. Such notice shall be given to such member by regular mail sent to the person's address of record in the files of the church.

Section four:

If a member notified of removed status does not request restoration to active status within 30 days from the date of mailing notice, he or she shall automatically be removed from membership of the church, without further notice required.

Section five:

- a) If that member has been removed for misconduct, sinful practices, or has made a doctrinal departure from the Tenets of Faith held by this church, he or she may request restoration to active membership through a hearing before the Pastor and by a majority of the Deacon Board to be held within 90 days of the date of request for restoration. The Deacon Board shall proceed carefully to press for final decision in each case. When the Deacon Board has rendered its final decision, the member shall be notified of the decision in writing and of their right of appeal.
- b) In event such person desires to further appeal the removal, such appeal shall be in writing specifying each contention and defense felt pertinent to the matter and received by the Pastor or Secretary of the Board within 30 days after the date of mailing the notice of decision. Such person may exercise their right of appeal through a special meeting of the membership. The special meeting should be scheduled to be held within 60 days thereafter. Action taken by the membership on such appeal shall require a two-thirds vote of membership present to overrule the underlying action of the Deacon Board and that decision of the membership shall be final for all purposes, from which there shall be no further appeal.

ARTICLE FOUR - QUALIFICATION AND DUTIES OF OFFICERS

Section one: Qualifications

- a) The Lead Pastor (hereinafter referred to as 'Pastor') - Because the church recognizes the leadership of the Pastor under the Lord Jesus Christ, and because the Pastor is a representative of our church, shall be a person of good rapport and shall so manage their personal affairs, financial and otherwise, so that no discredit shall come to the cause of Christ through their actions. The Pastor's life and conduct shall conform to the following scriptures: 1 Timothy 3:2-7; Titus 1:6-9; 1 Peter 5:2-3. The Pastor must have and maintain current ministerial credentials.
- b) Pastoral Team - The Deacon Board may by special resolution provide for additional pastors to serve in administration of the ministries of this church. The candidates shall be selected by the Pastor to so serve, subject to ratification and confirmation by the Deacon Board and shall serve as associates with the Pastor and under their direct supervision. Their life and conduct shall conform to the following scriptures: 1 Timothy 3:2-7; Titus 1:6-9; 1 Peter 5:2-3.
- c) Other Officers - All members of the Deacon Board and other officers of the church shall be mature persons full of the Holy Spirit, whose faithfulness shall have been in evidence and whose lives and conduct shall conform to the following scriptures: Acts 6:3; 1 Timothy 3:8-12.

Section two: Duties

- a) The Lead Pastor - The Pastor shall have general supervision of all the activities of this church. The Pastor shall be Chair of all the meetings of the membership and the Deacon Board, and with the Secretary of the Board shall sign all official documents for the corporation. The Pastor shall be an ex-officio member of all committees and departments. No person shall be invited to minister before the congregation without Pastoral approval.
- b) The Pastoral Team - All members of the Pastoral Team are directly responsible to the Pastor for respective assignments or portfolios. They shall be amenable to the Pastor in all matters of faith and conduct and shall perform such duties and carry such responsibilities as may be arranged with the Pastor.
- c) The Vice-Chair - When there is a vacancy in the office of Pastor (Chair), the Vice Chair is authorized to act as interim Chair and to exercise the corporate powers of the Chair, until the vacancy is filled. He/she shall also serve as Vice-Chair of the Deacon Board, thereby acting as presiding officer in absence of the Chair.
- d) The Secretary of the Board - The Secretary of the Board shall preserve proper records of the membership of the church, of all communications and proceedings of the church, including the minutes of all membership business meetings and the records of proceedings of the Deacon Board and all authorized church corporation documents and perform any other clerical work necessary to the proper discharge of assigned duties. The Secretary of the Board is the custodian of all legal documents of the church.
- e) The Treasurer - The Treasurer shall have oversight of all the finances of the church as may be committed to him/her. He/she shall oversee deposits of all church funds in a responsible financial institution in the corporate name of the church and shall have dispersed the same by instruments countersigned by the Deacons or others authorized by the Deacon Board. He/she shall oversee preparation and preservation of all receipts and disbursements of the church. The Treasurer shall submit monthly financial reports of the same to the Deacon Board. The Treasurer shall provide for a summarized financial year-end report to be presented at the Annual Business Meeting.
- f) The Deacon Board
 - 1. The Deacon Board shall act in an advisory capacity with the Pastor in all matters pertaining to the church, and in the ministry of its ordinances. They shall serve as an examining committee in review of applications for membership, and act as a principal forum for the administration of discipline among the membership of the church. In event of vacancy in office of both the Pastor (Chair) and Vice Chair, they shall be empowered to provide for their own

temporary Chair from among their own number to transact interim church business.

2. A quorum for any meeting of the Deacon Board shall consist of at least a simple majority of the then current membership of the Deacon Board.
3. Authority of the Deacon Board shall be subject to limitations of the Articles of Incorporation of this corporation, the provisions of this code of Constitution and Bylaws as it now consists or may be from time to time amended, and the law of the State of Arizona and other places and jurisdictions where local laws might govern or restrict such authority.
4. All corporate authority of this church shall be exercised by or under the authority of, and its business affairs shall be controlled by, the Deacon Board.
5. Without limiting the general authority of the Deacon Board, they shall have the following specific authority:
 - (i) To fix compensation of all pastors, officers, and agents, and approval authority for compensation of employees of the church as submitted by the Pastor
 - (ii) To conduct, manage and control affairs and business of this church and to make rules and regulations not inconsistent with law, the Articles of Incorporation of this corporation, or its Constitution and Bylaws
 - (iii) To borrow money and incur indebtedness during business of this church, and for that purpose to cause to be executed and delivered in the name of this corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, other evidence of indebtedness or securities, subject to pertinent laws and regulations, further subject to the provisions of the code of Constitution and Bylaws of this church. Any transaction that contemplates 10% or more of the previous year's income requires a two-thirds vote of the membership in attendance at a duly called business meeting held for the purpose of gaining consent for expenditure
 - (iv) To sell, lease, trade, mortgage or otherwise alienate chattels belonging to the church of a value not to exceed 10% of the previous year's income. Any transaction that contemplates 10% or more of a previous year's income requires a two-thirds vote of the membership in attendance at a duly called business meeting held for the purpose of gaining consent for transaction
 - (v) To take hold as Custodians and Trustees for the use and benefit of the

church and all its property, being responsible for the maintenance and cleanliness of same for the comfort of the congregation

(vi) To receive and hold as custodians any gifts from members or third parties, on such conditions and restrictions as the Deacon Board deems reasonable and to dispose of same pursuant to such conditions exempted from and free of any restrictions that might otherwise appear in provisions of the Constitution and Bylaws. To qualify for such exemption, the conditions and restrictions must be clearly stated in writing by the donor and filed with the regular minutes of meetings of the Deacon Board, which conditions may include provisions for non-disclosure of the name of the donor

g) Elders

1. Biblical Qualifications: 1 Timothy 3:1-7; 5:17-22; Titus 1:6-9; 1 Peter 5:1-8.
2. Elders shall act in advisory capacity with the Pastor in all matters pertaining to the spiritual life of the church and in the ministry of its ordinances. Their service shall be on a voluntary basis and under the direct supervision of the Pastor. When applicable, their duties shall include but not be limited to teaching and preaching (1 Timothy 3: 2; 5: 17), assisting in directing the affairs of the church (1 Timothy 3: 5; 5:17), shepherding the flock of God and guarding the church from error (Acts 20:28- 31). Elders may attend properly scheduled Deacon Board meetings for the purpose of counsel but shall not vote.
3. Names of persons recommended for the office of Elder shall be presented by the Pastoral Team to the Deacon Board for confirmation at least two weeks prior to the Annual Business Meeting. Upon confirmation, newly appointed Elders will be presented to the voting membership at the Annual Business Meeting.
4. The term of service for an Elder shall be for an indefinite period.
5. Cessation of Elder Office
 - (i) Cessation of the office of Elder may take place at resignation.
 - (ii) Cessation of the Elder may take place by recommendation of the Pastoral Team with confirmation by the Deacon Board.

ARTICLE FIVE - ELECTIONS AND VACANCIES

Section one: The Pastors

- a) In event of vacancy in the office of Lead Pastor of this church, the Deacon Board shall act as a pulpit committee and after prayerfully seeking to know the mind of God and

carefully choosing the best counsel available, shall select a scripturally qualified minister as a nominee to the office as Pastor and present the name for the vote of the membership of this church. Any active member of this church may suggest to the committee the name of a pastor in this regard. The Deacon Board shall seek the advice and counsel of the Elders.

- b) The Pastor shall be elected by the membership and such election shall require a two-thirds majority vote by secret ballot of the membership present and voting at the meeting where such election is to be entertained, after a quorum has been established. The initial term of office for the Pastor shall be for a one-year probationary period. Following an initial term, the Pastor shall be re-elected by a simple majority at the Annual or Special Business Meeting for an indefinite period of time.
- c) The Pastoral Team shall not be elected by the membership of the church. They shall be engaged by a majority vote of the Deacon Board upon recommendation of the Pastor. The services of any member of the Pastoral Team may be terminated by the Pastor with Deacon Board approval under the provisions of the current labor laws of the State of Arizona.

Section two: The Deacon Board

- a) In ordinary course, candidates for membership on the Deacon Board shall be confirmed by a nominating committee. The nominating committee shall be appointed by the Deacon Board and shall consist of one Pastor, one (or more) church member(s) and two deacons.
- b) Nominations received from the membership for review by the committee must be recommended by a minimum of two members, only one of which can come from an immediate family member. Nominations may not be made from the floor. The names of the nominees shall be properly announced and posted at least two (2) weeks prior to the annual business meeting.
- c) Members of the Deacon Board shall be elected by the membership, to serve for three years from the time of election. They will be nominated by a nominating committee as set forth hereinabove. All elections shall be by simple majority and by secret ballot.
- c) Vacancies on the Deacon Board may be filled by a vote of the majority of the remaining members of the Deacon Board. The successors shall serve in an interim deacon capacity until the next Annual Business Meeting at which time normal order for the deacon election process will take place.
- e) No relatives may serve at any one time on the Deacon Board.

Section three: Vice Chair, Secretary of the Board, and Treasurer

The Vice-Chair, Secretary of the Board, and Treasurer shall be elected by the Deacon Board from among its own members at the first meeting of the Deacon Board following the Annual Business Meeting by a simple majority.

Section four: Vacancies

a) Pastor

1. If a Pastor ceases to qualify as provided by either the Constitution or Bylaws of this church, or if sufficient cause exists to render their ministry unacceptable, or if other serious charges are preferred against them (see b1 below), authority is vested in the Deacon Board at any time to ask for their resignation. If such request for resignation is refused or ignored, the office of Pastor shall not be considered vacant until the action of the Deacon Board has been ratified by a majority vote of the active membership of the church, by secret ballot, at a special business meeting duly called for that purpose.
2. In event of vacancy in the office of Pastor of this church, the Deacon Board shall arrange for others to minister to the congregation for the duration of such vacancy.

b) Other Officers

1. Grounds for cause and declaring vacancy:
 - a) Unscriptural conduct
 - b) Departure from the Tenets of Faith
 - c) Incompetence in office
2. Right of Appeal:

Any incumbent officer of the church under charges may appeal in accordance with provision of these Bylaws, Article Three, Section Five, as though it were a matter of discipline.

ARTICLE SIX - MEETINGS

Section one: Special Meetings of the Deacon Board

- a) Special Meetings of the Deacon Board for any purpose may be called by the Pastor or by a majority of the members of the Deacon Board on reasonable notice as the Deacon Board provides by its own resolution. Every member of the Deacon Board should be notified in advance of such special meeting to allow reasonable opportunity to attend and participate.
- b) In emergency situations, Deacon Board meetings via telephone conference or other electronic exchange shall be permitted and record of any action taken entered into the minutes of the next meeting of the Deacon Board.

Section two: Meetings for Public Worship

Meetings for public worship shall be held on each Lord's Day and during the week as may be provided for under the direction of the Pastor and the Deacon Board.

Section three: Business Meetings of the Membership

- a) Annual Business Meetings of the membership of this church shall be held as elsewhere in the Constitution hereinabove provided, with due notice thereof being given as hereinafter provided.
- b) Special Business Meetings of the membership of this church may be held, as need arises, to conduct or implement the business of the corporation and for other reasons mentioned elsewhere in these Constitution and Bylaws, to be called by the Pastor or a majority of the Deacon Board with due notice thereof being given as hereinafter provided.
- c) Due notice of such business meetings shall be given by stating the time, place, and purpose of the meeting in a public announcement and posted on the church bulletin board for two Sundays prior to the meeting.
- d) Special Business Meetings may be called by the Pastor or by a majority of the Deacon Board, or by not less than one third of the active voting membership of the church. Such initiative shall be in writing and duly signed by those members requesting such meeting and received by the Pastor or Secretary of the Board, thereafter, to be called according to provisions of these Bylaws as elsewhere herein provided.

ARTICLE SEVEN - DEPARTMENTS

Section one: Departments

There may be departments created by the Pastoral Team or Deacon Board to function as distinct ministries of the church, under regulations set or approved by the Deacon Board, all of which shall be under the direct supervision of the Pastor, which departments shall have names, functions and responsibilities as set by the Pastoral Team or Deacon Board.

ARTICLE EIGHT - NONDISCRIMINATION POLICY

This organization shall not discriminate on basis of race, color, gender, national or ethnic origin, or political affiliation in administration of its policies.

ARTICLE NINE - PROPERTY

Section one: Title to Real Property

All real property belonging to this church shall be deeded to the church in its official corporate name.

Section two: Restrictions

No real property of this church shall be purchased, taken, or otherwise acquired, sold, transferred, mortgaged, leased, assigned, conveyed, or otherwise alienated, without the same having been first authorized by a two-thirds vote of the active members present and voting at a regular or special meeting called for that purpose if the transaction exceeds 10% of the previous year's income.

Section three: Certification on Real Property Conveyance

The Pastor (Chair) and/or the Vice-Chair and/or Secretary of the Board shall certify in all conveyances, leases, mortgages, or other documents affecting the real property of this church, that such action has been authorized by proper vote of the membership of this church, and such certificates shall be conclusive evidence thereof.

ARTICLE TEN - DEDICATION

Section one:

This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section two:

The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to any private person. Upon the dissolution or winding up of this corporation, after paying or otherwise adequately securing or providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious purposes, in harmony with the purposes of this corporation, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States of America. Such corporation foundation is to be determined by a vote of the membership.

ARTICLE ELEVEN - FINANCE

Section one: General Supervision and Discretionary Spending

The Deacon Board shall have general supervision in all financial matters in every department within the church and to adjust as they deem necessary or expedient. The Lead Pastor is the only individual that has discretionary spending authorization, which shall be limited to \$500 per month unless otherwise approved by the Deacon Board. No individual shall enter any type of recurring expenses without Deacon Board approval.

Section two: Salaries

The Deacon Board, in consultation with the Pastor, shall review employee salaries annually to consider an adequate income adjustment to meet changes in the cost of living. Employees shall be given regular and adequate financial support from the funds of the church, to be paid in amounts and at such intervals as may be fixed by the Deacon Board in accordance with law and the ability of the church.

Section three: Compensation of the Deacon Board

Unless otherwise employed by the church, the members of the Deacon Board shall not receive compensation for their services or their time involved in meetings of the Deacon Board. There shall, however, be reimbursement for expenses incurred on behalf of the corporation or during church business. Receipts for expenses shall be submitted to and paid by the church out of corporate funds.

Section four: Financial Accounts

No Pastor shall be a signatory on any checking or savings account. All signatories shall be appointed by the Deacon Board.

ARTICLE TWELVE - BUSINESS PROCEDURE

The regular order of business for the Annual Business Meeting of the membership of this church shall be as follows:

1. Prayer
2. Devotion or Worship
3. Reading of Minutes
4. Secretary of the Board's Report
5. Treasurer's Report
6. Lead Pastor's Report
7. Unfinished Business
8. Election of Officers
9. New Business
10. Adjournment

ARTICLE THIRTEEN - RESOLUTION OF DISPUTES

It is the policy and standard of this church to seek to avoid litigation in any form. Members of the church will not pursue legal action against the Pastor, Elders, Deacons, or Church Staff in connection with the performance of their official duties; and any matter 'against another' involving the general membership of the church shall be resolved according to Scripture.

ARTICLE FOURTEEN - AMENDMENTS

These Bylaws may be amended or repealed, in whole or in part, and new Bylaws adopted by a two- thirds majority of the active members of the church present and voting at any regular meeting or special meeting of the membership of the church called for that purpose, provided that any such meeting is duly called and noticed as elsewhere in these Bylaws provided.

EXPLANATION OF TERMS

Italicized portions of definition indicate a term that is itself defined in this Exhibit. Cross references are to the first use of the term in the Bylaws.

1. *Articles of Incorporation*. A document filed with the State of Arizona by the Church electing to be governed by the Arizona Corporation Law, which empowers the *Church* to act as a legal entity, allowing it to transact business like a natural person.
2. *Church*. A congregation incorporated under the religious or non-profit corporation statutes of the State of Arizona.
3. *Board of Deacons*. The Board of Deacons consists of the Pastor and duly elected Deacons. Deacons shall act in an advisory capacity and work in cooperation with the Pastor in all matters pertaining to the *Church* in its spiritual life and in the ministry of its ordinances ([Bylaws Article 1](#)).
4. *Bylaws*. Corporation provisions relating to the management or regulation of the affairs of the corporation consistent with the law and the *Articles of Incorporation*.
5. *Elders*. Hebrew and Greek word translated as 'old age'. In OT and NT times, Elders were appointed and considered the most qualified to hold places of leadership. In addition to ministering to the sick, their duties consisted of explaining the Scriptures and teaching doctrine. ([Bylaws, Article 4, Sec.2\(g\)](#)).
6. *Ex-officio Member*. A member by virtue of office of position ([Bylaws Article 4, Sec. 2a](#)).
7. *List of Active Members*. Those persons on the *membership roll* whose names have not been placed on the *list of inactive members*. All active members have the right to vote at business meetings of this *Church*, provided their membership has been in force for at least 30 days ([Constitution Article 7, Sec. 2](#)).

8. *List of Inactive Members.* Those persons on the *membership roll* whose voting privileges have been temporarily revoked by the *Board of Deacons* ([Constitution Article 7, Sec. 3](#)).
9. *Membership Roll.* The membership roll consists of the list of *active members* and the list of *inactive members*. Any person eighteen (18) years of age or more, whose name has been submitted to the *Board of Deacons* of this church corporation for its consideration and approval and has been received into the *Church* publicly shall be included in a record known as the membership roll ([Bylaws, Article 1, Sec.2, \(a\)](#)).
10. *Ordinances.* A religious rite or ceremony ([Constitution Article 6, Sec. 5](#)).
11. *Quorum.* The minimum number of members of a corporate body required to be present at a meeting for the legal transaction of business. The number of members constituting a quorum is set by the Bylaws ([Constitution Article 9, Sec.3](#)).
12. *Real Property.* Land, including whatever is made part of or attached to it by man or nature, as trees, buildings, etc. ([Bylaws Article 9, Sec.1](#)).
13. *Right of Initiative.* The power of initiating corporate action. A member in good standing may present a proposition or suggestion in writing to the Lead Pastor or Secretary of the Board, who shall present the same to the corporate body for consideration.
14. *Tenets of Faith.* As set forth in specific terms in the Constitution of the Articles of Incorporation which constitutes the doctrine of this Church ([Constitution, Article 6](#)).