

# **BYLAWS**

## **GRACE AUBURN, INC.**

### **PREAMBLE**

For the purpose of preserving and making secure the principles of our faith and to the end that this body may be governed in an orderly manner, and for the purpose of preserving the liberties inherent in each individual member of the church, we do declare and establish these Bylaws.

### **ARTICLE I – NAME**

**Section A.** The name of the corporation is Grace Auburn, Inc., herein referred to as “the church” and/or “the corporation.”

**Section B.** Whenever it is desirable to abbreviate the name of this organization, the name Grace Auburn shall be considered in every way the legal name of the church corporation.

**Section C.** Whenever the word “church” is used in these Bylaws or their amendments or other official action of the church corporation, it shall signify the legal organization of this church as established in the Certificate of Formation and herein. References to votes of the church shall have reference to a vote of the members of this church corporation.

### **ARTICLE II – PURPOSE**

Grace Auburn is organized for the purpose of providing regular opportunities for public worship, to sustain the ordinances, doctrines, and ethics set forth in the New Testament for the Church of our Lord Jesus Christ, and to do the work committed the Church by Jesus, our Lord and Savior. Every organization and group within the church shall seek to promote the spiritual life and growth of the community and to so exemplify the Spirit of Christ and his teachings that the unsaved may be won to Christ and his gospel preached everywhere through a world mission program. Anything contrary to this spirit and purpose should be eliminated from within our church.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose as set forth in the Certificate of Formation.

## **ARTICLE III – THE CHURCH COVENANT**

**Section A.** Having been led, as we believe, by the Spirit of God to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now, in the presence of God and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

**Section B.** As covenant members of Grace Auburn, we promise to strive to live according to the following biblical imperatives:

- The development and practice of personal and family spiritual disciplines.
- Consistent participation in corporate worship.
- Maintaining a lifestyle that is consistent with Scripture.
- Ongoing accountable relationships with other believers for the purpose of discipleship and mutual growth.
- The preservation of church unity in matters of non-essential beliefs or preferences.
- Submission to the biblical leadership of the church and support of the church's leaders in prayer.
- A willingness to pursue opportunities to serve in and through Grace Auburn, especially in the use of one's spiritual gifts.
- Active participation in and support of worldwide church planting efforts.
- Giving generously and consistently to the support of the church in a manner that reflects the generosity shown to us in the gospel.

**Section C.** This covenant is a promise to watch over one another in love according to all that the Bible commands; to pray for one another in all circumstances while coming to one another's aid in sin and distress; to rejoice in our mutual salvation and gifts received from God; to love and serve one another, being slow to take offense, always ready to forgive and reconcile, following the example and teachings of Christ our Lord.

## **ARTICLE IV – GOVERNMENT**

**Section A.** The government of this church shall be congregational in nature, and the final authority for the operation and management of the affairs of this

corporation, spiritual and temporal, shall be vested in the membership of the corporation, which authority shall be exercised in the manner set forth in the Bylaws.

**Section B.** This church is an independent, autonomous church with full and final authority to determine solely within itself all matters related to the life of this church including but not limited to its financial affairs, affiliations, ownership and uses of property, and pastoral leadership.

### **Section C. Membership**

#### 1. Covenant Membership

- a. The membership of this church shall be composed of persons who have given testimony of regeneration; who have publically professed faith in Jesus Christ; who have experienced Christian baptism; who agree with the Certificate of Formation, Bylaws and Statement of Faith of this church; who have fulfilled any and all membership class requirements established by the church at the time of their seeking membership; and who have expressed the desire to enter into and live according to the Church Covenant of Grace Auburn.
- b. We hold that believer's baptism, by immersion, is the ideal for all Christians; we practice this ordinance in this way, and this way only; and strongly encourage all who profess faith in Christ at Grace Auburn to participate in believer's/immersive baptism as a joyous expression of faith in and identification with Christ, even if they were baptized as children in churches with different modes/understandings of "Christian baptism." However, we expressly do not require adult/believer's baptism as a requirement of membership, to honor the deeply held beliefs of prospective, professing members who feel that they have already experienced "Christian baptism" and fulfilled Jesus' command to "make disciples of all nations, and baptize them in the name of the Father, Son and Holy Spirit."
- c. In considering the rights involved, members, and members only, may act and vote in the transactions of the church. A member for voting purposes will be an individual whose name appears on the membership roll.

2. Termination of Membership – Membership may be terminated in any of the following ways:

- a. Personal request of the member.

- b. When it is verified that the person has united with another church.
- c. Members who for one year or longer do not contribute to the church's support or participate in a small group or other Grace Auburn ministry shall be contacted to determine the reason for their lack of participation in the life of the church. Unless good cause for such neglect can be shown, they shall be removed from church membership. If said members are unable to be contacted by phone, mail or email, or they fail to respond to contact attempts for a period of 90 days, they shall be removed from membership.
- d. Removal for cause on Biblical grounds as a result of church discipline.
- e. Death of member.

#### **Section D. Church Government**

1. **Grace Auburn** is to be recognized as a Jesus ruled, elder led, and congregationally accountable church in accordance with the principles laid down in the New Testament.
2. **The Elder Board**, in cooperation with the Senior Pastor, exercises servant authority on behalf of the church – under the headship of Christ – and is responsible for leading the church in all matters of direction, doctrine, care and discipline. The Elder Board establishes and “guards the truth” within the official Statement of Faith for the church, and is responsible to oversee and evaluate the direction of all ministries and stewardship of the church. The Elder Board in support of the Senior Pastor may hire or remove church staff as necessary. The Board may establish teams and other boards to assist them in any of their duties. They may delegate authority to qualified individuals or teams as they deem fit.
3. **The Congregation** is responsible for carrying out the mission of Grace Auburn. They are also responsible for insuring Grace Auburn remains faithful to its mission as given by Jesus Christ and to its doctrines as laid out in Holy Scripture. A congregational vote will be required for any of the following decisions: (1) building, selling or buying real estate; (2) borrowing money; (3) approving the call of a new Senior Pastor; and (4) making changes to these Bylaws.

#### **Meetings and Voting**

1. Voting – Congregational votes may be held using any means deemed appropriate by the Elder Board to allow maximum congregation participation while insuring the integrity of the vote. Any recommendation requiring a congregational vote must be communicated to the congregation no less than fourteen days prior to the vote, during which time, the Elder Board will insure that opportunities for the congregation to ask questions and become educated on the recommendation will be readily available.
2. The church shall conduct an annual business meeting coinciding with the beginning of the fiscal year. Other church business meetings may be called at any time by the Senior Pastor or Chairman of the Elder Board after due notice has been given to the membership no less than fourteen days before the meeting. In unusual circumstances or matters of great urgency, this notice provision shall be waived by unopposed action by the church assembled at any regular worship service/prayer service.
3. Quorum – Given due notice of meetings/votes, those members present will constitute a quorum of for all church business meetings.

## **Section F. Church Officers**

The officers of this church shall be the Senior Pastor, the members of the Elder Board, the Trustees, the Church Clerk, and the Church Treasurer.

### **1. Senior Pastor**

- a. The Senior Pastor shall be recognized as the spiritual leader of the church. The Senior Pastor shall be in charge of all worship and other public services of the church. He shall direct the work of the church staff in cooperation with the Elder Board, of which he is a permanent member. The Senior Pastor – and all staff leaders – may add/remove staff with “one level up” consultation, within budget and policy parameters.
- b. At least thirty days’ notice shall be given of termination of the relationship with the Senior Pastor unless otherwise mutually agreed upon, with both Senior Pastor and church seeking to follow the will of God and the leadership of the Holy Spirit. The Elder Board may, by a majority vote, recommend termination of the senior pastoral relationship to the church. The church may dissolve the senior pastoral relationship, by secret ballot, by a two-thirds vote of the membership present at a church business meeting provided notice of such proposed action shall have been given at least two weeks in advance at all weekend worship services.

- c. In the event a senior pastor vacancy occurs, the Elder Board is responsible for recommending a permanent Senior Pastor for the church. The church shall have an opportunity to hear the recommended candidate on a specific weekend at all weekend worship services. Election shall require an affirmative vote of three-fourths of members voting to constitute a call. Should the one recommended by the team fail to receive a three-fourths vote, the Elder Board will seek out another candidate for Senior Pastor.

## 2. Elder Board

- a. The Elder Board shall consist of the Senior Pastor and 2-9 other men who meet the qualifications for elders designated in 1 Timothy 3:1-7 and Titus 1:5-9. The board is not to exceed ten nor have less than three men in total. A majority of the Elder Board shall be “Congregational Elders”, non-staff members selected from the congregation at large. One or two may be “Staff Elders”, selected by the Senior Pastor from the pastoral staff, with consent of the Congregational Elders.
- b. New Congregational Elders are appointed by the existing Elder Board. The names of new candidates for the Elder Board will be shared with the congregation at least one month prior to the Elder Board’s appointment of the new Congregational Elders. If any member of the congregation has cause to believe a candidate is unqualified to serve, they should bring this concern to the attention of the Elder Board during this 30 day period, as part of the full vetting process. In this way, the congregation participates in affirming the selection of the Elders appointed to serve them.
- c. All Elders except the Senior Pastor – who is permanently appointed - shall serve terms of four years, at the end of which they may be re-appointed for a second term. After two consecutive terms, there must be a lapse of one year before they may be considered for re-appointment. Terms shall be staggered such that no more than two Elders’ terms end in any one year.
- d. The Elder Board shall select a Chairman from the Congregational Elders on the Elder Board. The Elder Board shall also select one of the Congregational Elders to serve as Moderator at church business meetings.
- e. The Chairman of the Board shall serve as the President of the Corporation.
- f. In the event of a vacancy among the Congregational Elders, the Elder Board shall appoint a qualified individual to fill the vacancy for the remainder of the term, in accordance with the process for appointing new

Congregational Elders. If the term to be filled is less than 18 months, the Elder shall be eligible to serve up to two additional consecutive terms.

- g. An Elder may be removed by resignation or by dismissal. The balance of the Board – in support of the Senior Pastor’s recommendation – may dismiss a fellow Elder whom they agree has not fulfilled the scriptural requirements for eldership. Alternatively, any two members with reason to believe that an Elder should be dismissed should express such concern to the Elder Board and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15-17 and 1 Timothy 5:17-21.
- h. In the absence of a Senior Pastor, the Elder Board shall insure that someone preaches every week at all services. They shall also ensure that the church mission and ministries are kept intact and functioning, and that the attendance and finances are properly promoted while the church is without a Senior Pastor.
- i. The Elder Board shall work with the church financial staff/resources in managing the financial affairs of the church. They shall insure that an annual budget and an annual ministry report are prepared and made available to the congregation.
- j. The Elder Board shall have the authority to execute instruments, documents and contracts on behalf of the Corporation, other than those actions requiring approval by a vote of the congregation.
- k. The Elder Board shall make recommendations to the congregation for their approval any and all proposed changes or amendments to these Bylaws.

### 3. Trustees

The Elder Board may appoint qualified individuals as Trustees as the Elder Board deems necessary. Upon appointment, Trustees shall constitute the body politic and corporate by the name of the “Trustees of Grace Auburn, Inc.,” and shall hold in trust all property, effects, etc., for the benefit and subject to the direction of the church. They shall be the legal representatives of the church as required by the laws of the State of Alabama. Power shall vest in the Trustees to further delegate legal representation of the church with regard to execution of contracts in the normal course of business, other than those actions requiring approval by a vote of the congregation.

#### 4. Church Clerk

The Church Clerk shall keep a complete and accurate record of all church business meetings and votes of the church. The Church Clerk is appointed by the Elder Board. The Church Clerk may also be referred to as the Secretary of the Corporation.

#### 5. Church Treasurer

The Church Treasurer or any individual or team he/she designates to assist him/her, shall receive and deposit in the name of the church in a bank in the State of Alabama (said bank having been designated by the Elder Board as the depository) all monies received through all channels, and pay all expenses incurred by the church. The Church Treasurer or designee shall keep an orderly set of books of all financial transactions, exhibiting with clarity all receipts and disbursements. The Church Treasurer or designee shall also be responsible for preparing quarterly, semi-annual or annual Record of Contributions to all contributing members. The Church Treasurer may designate a team or individuals to assist him/her in any of the above duties as he/she and the Elder Board deem necessary. The Church Treasurer is appointed by the Elder Board.

#### 6. Power of Officers, Elder Board and Trustees to Execute Documents

The President, the Church Clerk, the Church Treasurer, members of the Elder Board and, if appointed, Trustees, shall have the authority to execute instruments, documents and contracts on behalf of the Corporation. The Elder Board may designate others, including additional officers, to have the authority to execute instruments, documents and contracts on behalf of the Corporation. Written consent or signatures by at least two of the individuals with executory authority is required to take any action on behalf of the church on all matters requiring a congregational vote.

### **Section G. Rules of Procedure**

#### 1. Moderator

- a. A member of the Elder Board shall preside over all church business meetings.
- b. The Moderator shall preserve order, state and put all questions, take the vote and shall cast the deciding vote in case of a tie.



- c. In all cases of order, the Moderator shall decide, but an appeal may be made to the church and a majority of two-thirds may reverse the decision.
2. All questions shall be brought before the church by motion and seconded before they shall be discussed and voted upon.
3. All motions, resolutions, and reports shall be submitted in writing.
4. Only one member shall speak at a time and preference shall be given to the members first addressing the Moderator.
5. Every member wishing to speak shall rise from their seat and respectfully address the Moderator.
6. No member may speak more than once upon the same subject until every member wishing to speak shall have the liberty to do so, nor more than twice without the consent of the church.
7. All matters of parliamentary procedure not provided for shall be decided in accordance with Robert's Rules of Order.

## **ARTICLE V – AMENDMENT**

These Bylaws (with the exception of Article X, which may not be amended, altered, or repealed) may be amended, altered, or repealed by a two-thirds vote of the members voting, provided that any proposed amendment, alteration or repeal be provided in writing (digital or printed) to the congregation at least fourteen days in advance of the church vote, during which time, the Elder Board will ensure that opportunities for the congregation to ask questions and become educated on the recommendation will be readily available.

The Elder Board maintains the right to make any appropriate corrections regarding sentence structure, format, grammar or internal consistency in the Bylaws, as long as the changes do not in any way affect the content of the Bylaws.

## **ARTICLE VI – DISSOLUTION**

Upon the dissolution of the corporation, the Elder Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under section 501C(3) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future U. S. Internal Revenue Law), as the Elder Board shall determine. Any such assets not so disposed of shall be dispersed by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes of such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII – CHURCH FINANCES**

The Elder Board shall submit the financial records and administration of the church funds to ongoing oversight by an independent Certified Public Accounting firm for the purpose of receiving third party validation of procedures and financial condition. The name of the partner CPA firm shall be made available to the congregation annually, along with financial results/budgets.

### **Section A. Budget**

The Church Treasurer/Financial staff shall prepare an annual operating budget for approval by the Elder Board and for communication to the congregation. The Elder Board shall provide the congregation with a fiscal year end review of spending compared to both the established budget and actual giving. The Elder Board shall at the same time review with the congregation the operating budget for the year ahead.

### **Section B. Fiscal Year**

The fiscal year of the church shall be determined by the Church Treasurer in conjunction with the Elder Board.

### **Section C. Contributions**

It shall be the duty of the members to contribute regularly for the expenses of the church, and for its ongoing mission to glorify God and promote the gospel here and throughout the world.

### **Section D. Solicitation**

No person shall solicit or sell to the public in the name of the church or any of its organizations without the express consent of the Elder Board.

### **Section E. Indebtedness**

No motion to pay any money for indebtedness incurred in respect to this church shall be eligible nor will the church be responsible for any indebtedness incurred unless such indebtedness is incurred by a resolution of the church. Exception to this rule is made in respect to the Elder Board and the Trustees in the case of emergencies for which provision cannot be made.

## **ARTICLE VIII – RECORDS**

The Corporation shall keep 1) adequate and correct books and records of accounts, 2) written minutes of its business meetings, and 3) a record of each member's name and address.

## **ARTICLE IX – DISCIPLINE OF THE CHURCH**

### **Method and Spirit**

Any member having cause or complaint against another must first seek to remove it as directed in Matthew 18. If this is not sufficient, the complaint shall be brought to the attention and counsel of the Elder Board, which may report its findings and may recommend to the church for appropriate action. All discipline shall be formulated and carried out in the Spirit of Christ with the goal being reconciliation to the body of Christ.

## **ARTICLE X – MARRIAGE/WEDDINGS**

The policy of this church regarding weddings conducted on Grace Auburn property or officiated/supported by Grace Auburn staff/leadership emerges from and shall at all times be consistent with the conviction that, in the Bible, God exclusively defines marriage as a life-long covenantal union of a man and a woman where they offer vows jointly before God to live together as they follow Jesus Christ together.