

# **GRACE FELLOWSHIP CONSTITUTION AND BYLAWS**

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## **ARTICLE I: Name, Incorporation, and Exemption Requirements**

### **Section 1.1 NAME**

The name of this organization shall be Grace Fellowship.

### **Section 1.2 INCORPORATION**

Grace Fellowship was incorporated under and pursuant to the provisions of Chapter 317 of Minnesota Statutes on the 22<sup>nd</sup> day of February 1988.

### **Section 1.3 EXEMPTION REQUIREMENTS**

Grace Fellowship is a Minnesota non-profit religious corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization whose contributions are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

## **ARTICLE II: Vision and Purpose**

### **Section 2.1 VISION**

Our vision is to help everyone experience grace. We will do this by leading people to know God, find friends, discover purpose, and make a difference as a reproducing church.

### **Section 2.2 PURPOSE**

The purpose of Grace Fellowship is to lead and love our cities to know God through weekly worship experiences that point people to each next step in their faith journey. These steps include salvation through personal faith in Jesus Christ as Savior and Lord, baptism, fellowship and care in small groups, discipleship to discover purpose, and membership. We make a difference through steps of serving, giving, and loving people inside and outside our church while reproducing leaders, groups, worship experiences, and churches to reach the world.

## ARTICLE III: Affirmation of Belief

- (a) We believe that the Bible is the inspired Word of God, inerrant in its original manuscripts. The Bible is our supreme and final authority in faith and life. (II Timothy 3:16; II Peter 1:20, 21)
- (b) We believe in one God, eternally existing in three persons; Father, Son, and Holy Spirit. (Genesis 1:1, 26; Matthew 28:19; John 1:1,3; 4:24; Acts 5:3,4; Romans 1:20; Ephesians 4:5,6; II Corinthians 13:14)
- (c) We believe that Jesus Christ was begotten by the Holy Spirit, and born of the Virgin Mary, and is true God and true man. (Matthew 1:18-25; Luke 1:26-38; Romans 9:5; Titus 2:13)
- (d) We believe that humankind was created in the image of God, that he sinned and thereby incurred not only physical death but also spiritual death which is separation from God, and that all human beings are born with a sinful nature, and become guilty sinners in thought, word, and deed. (Genesis 1:26, 27; 3:1-24; Romans 3:25; 5:12-18; I John 1:8)
- (e) We believe that the Lord Jesus died for our sins according to the Scriptures as a representative and substitutionary sacrifice, that He rose victorious from the grave on the third day, and that all who believe in Him are justified on the ground of His shed blood. (Isaiah 53; Matthew 20:18; John 3:16; Romans 3:24-26; 5:1; I Corinthians 15:3, II Corinthians 5:21; Ephesians 1:7; I John 2:2; Matthew 28:6; Romans 10:9 and I Corinthians 15:14)
- (f) We believe in the personal and visible return of our Lord Jesus Christ. (Acts 1:11; I Thessalonians 4:16, 17)
- (g) We believe that all who come by grace through faith to accept the Lord Jesus Christ are born again of the Holy Spirit and thereby become children of God. (John 3:3, 5; 1:12, 13; James 1:18; I Peter 1:23; Ephesians 2:8, 9)
- (h) We believe in the bodily resurrection of the just and the unjust, the everlasting joy of the saved and the everlasting conscious punishment of the lost. (John 5:28-29; I Corinthians 15; II Corinthians 5:10; Matthew 25:31-46; Revelation 20:4-6; 11-15)
- (i) We believe that all Christians are indwelt and baptized by the Holy Spirit when they receive Jesus Christ as Savior and Lord. We believe that water baptism by immersion is the biblical testimony of the professed believer in the name of the Father, Son, and Holy Spirit. (Acts 2:28-41, 47; Matthew 28:18-20; Acts 8:36-40; 10:47; 18:8; Romans 6:3, 4; I Corinthians 12:13)
- (j) We believe that those who partake of the Lord's Supper should be regenerate believers, walking in fellowship with the Lord Jesus Christ. (Acts 2:42-46; I Corinthians 11:23-29)

- (k) We believe that all Christians have direct relations with God through Jesus Christ, are responsible to God alone, and that each church is independent and must be free from interference by any outside authority.
  
- (l) We believe in the universal church, composed of all regenerated believers of any race or nation. We believe in the local church, consisting of a group of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work and fellowship. (Matthew 28:17-20; Acts 2:41-42; I Corinthians 12:12-31)
  
- (m) We believe that God created marriage to be exclusively the union of one man and one woman in a single, exclusive union, as described in Scripture. (Genesis 2:18-25; Matthew 19:4-6; I Corinthians 6:18; 7:2-5; Hebrews 13:4)

## **ARTICLE IV: Affiliation**

Section 4.1 **AUTONOMOUS** - Grace Fellowship is an autonomous church and maintains the right to govern its own affairs, independent of any denominational control.

Section 4.2 **COOPERATION** - We believe that local churches can best promote the cause of Jesus Christ by cooperation with other churches and organizations.

Section 4.3 **AFFILIATION** -This church voluntarily affiliates with Converge North Central and Converge Worldwide (formerly the Baptist General Conference).

## **ARTICLE V: Membership**

### **Section 5.1 QUALIFICATIONS OF MEMBERS**

Persons confessing faith in Jesus Christ as personal Savior and Lord of their lives, giving evidence of regeneration, being baptized following conversion, accepting the affirmation of belief held by this church and being duly received by the members shall constitute the membership.

### **Section 5.2 ADMISSION TO MEMBERSHIP**

Upon recommendation of the Elders, new members shall be welcomed into this church at any regular service after:

- (a) Confessing faith in Jesus Christ as personal Savior and Lord of life
- (b) Being baptized following conversion
- (c) Having completed orientation classes as designated by the Elder Board
- (d) Adhering to the doctrine, ministry, and distinctives of the church and
- (e) Sharing their faith story with the Elder Board or Elder Board designee.

Section 5.3 **STAFF AS MEMBERS** - Pastoral staff members and their spouses may be accepted into membership by Elder Board approval without completion of an orientation class under 5.2.(c).

Section 5.4 **REINSTATEMENT** - Upon request and after due consideration, the Elder Board may take appropriate action to reinstate the membership status of former members.

#### Section 5.5 **RESPONSIBILITIES AND DUTIES**

With the privilege of membership come certain duties and responsibilities. As enabled by God to do so, members should:

- (a) Worship God together on a weekly basis;
- (b) Get to know God through personal time in prayer and Bible study;
- (c) Give sacrificially to our shared mission with tithing as a norm;
- (d) Use their gifts in service;
- (e) Participate in small groups for fellowship, discipleship, and outreach.

#### Section 5.6 **REMOVAL FROM MEMBERSHIP**

Members shall be removed from the membership for the following reasons:

5.6.1 **Resignation** - Resignation from membership by the member. Resignations shall be in writing to the Elder Board.

5.6.2 **Church Change** - Admission to membership in another church.

5.6.3 **Disciplinary Reasons** - Members whose conduct consistently and grievously contradicts Biblical conduct and commitments stated in this Constitution may be subject to church discipline, up to removal from membership, by the Elder Board.

5.6.4 **Absence** - After performing due diligence, members who have been determined by the Elder Board to be inactive in the worship, fellowship, ministry, and responsibilities of membership, will be removed from the membership roll.

5.6.5 **Effect of Removal** - Removal from membership for any reason stated in this section shall signify that the person will not be able to vote in membership matters effective immediately upon removal.

#### Section 5.7 **DISCIPLINE OF MEMBERS**

5.7.1 **Authority** - Christians are admonished not to continue in sin (Romans 6:1). Sin in the believer's life is to be confessed and forsaken in accordance with I John 1:9 and Proverbs 28:13. In the event of persistent unrepentant sin or offenses against the church, action shall be initiated to correct the sinning member(s). Offenses requiring discipline that may eventually result in exclusion from membership, church office, or staff position include:

- (a) Sins of human character that obscure the holiness of God such as moral impurity, perversion, covetousness, and idolatry (I Corinthians 5:11);
- (b) Sins of divisiveness that bring confusion and schism to the work of the church (Romans 16:17);
- (c) Sins that violate the truth of God by promoting false doctrine (II Peter 2:1-3). This shall be done with a concern for redemption and reconciliation rather than punishment and ostracism.

5.7.2 **Method** - Matthew 18:15-20 instructs the church in the method of discipline, and Galatians 6:1-2 indicates that all church discipline should be conducted privately with love.

- (a) Disciplinary action against a member, who persists in sin, or an offense, will be initiated upon receipt by the Elder Board of a written complaint by at least two witnesses.
- (b) The Elder Board shall carefully investigate the complaint attempting to effect proper understanding and restoration.
- (c) If all reasonable efforts by the Elder Board fail to resolve the issue, necessary disciplinary action will be initiated which may result in exclusion from membership.
- (d) If the dismissed member repents, application will again be considered for membership. The dismissed member will also be encouraged to make restitution, if possible.

## **ARTICLE VI: Church Staff**

Unless otherwise stated in this constitution and bylaws, employment with Grace is based on mutual consent and is "at will." Both the employee and Grace have the right to terminate employment at any time with or without cause or notice."

### **Section 6.1 LEAD PASTOR**

The Lead Pastor is the leader of the church and is responsible to oversee the direction and ministry of the entire church, including its priorities and spiritual vitality, cast vision in alignment with the Word of God, and work at all times consistent with the Guiding Principles. The Lead Pastor shall be the spiritual leader of the church, and shall preach and teach the Word, lead the public church services, administer the ordinances, and lead its members in a practical Christian life. The Elder Board shall continue to have oversight over and monitor the Guiding Principles and the Lead Pastor shall continue to discuss the Guiding Principles with the Elder Board.

**6.1.1 Elder Board Membership** - The Lead Pastor shall be a non-voting member of the Elder Board and an ex-officio member of all church organizations and shall strive to establish and accomplish objectives in conjunction with the various organizations.

**6.1.2 Staff Leadership** - The Lead Pastor shall direct the church staff, provide counsel, encouragement and Christian discipline, so as to assist in the accomplishment of objectives for each staff member. All staff is responsible to the Lead Pastor either directly or through another staff member the Lead Pastor shall delegate.

**6.1.3 President of Corporation** - The Lead Pastor shall routinely be designated as President of the corporation to fulfill state law. This designation will not alter the authority of the Elder Board as defined in these Bylaws.

**Section 6.1.4 Qualifications of Lead Pastor** - The qualifications of the Lead Pastor should be as set forth in I Timothy 3:1-7. The Lead Pastor shall be sympathetic and cooperative with Converge Worldwide and Converge North Central and in agreement with the Affirmation of Faith and will also meet the qualifications specified for “pastoral staff.”

**Section 6.1.5 Affirmative Vote of Lead Pastor** - Upon recommendation of the Elder Board and Search Committee, the congregation shall issue a call, upon a three-fourths affirmative vote of the eligible voting membership present at a business meeting following proper notice called for the purpose of calling a Lead Pastor.

**Section 6.1.6 Dissolution of Lead Pastor Relationship –**

**6.1.6.1 Dissolution by Resignation.** Resignation shall be received by the Elder Board. There shall be at least 30 days notice unless the Elder Board shall agree otherwise.

**6.1.6.2 Dissolution by Grievance.** A Lead Pastor relationship may be dissolved as the result of grievances, but only after the Elder Board has made reasonable effort to resolve the grievances.

- (a) A request for the Lead Pastor’s resignation may be made by recommendation of the majority of the Elder Board or by a petition signed by at least twenty-five percent of the eligible voting membership.
- (b) The pastoral relationship may be dissolved by ballot vote by a majority of eligible voting members present at a duly called business meeting. Notice and purpose of the meeting shall be given to members in writing and by bulletin at least two Sundays prior to the business meeting.
- (c) Should a recommendation by the Elder Board or a membership petition for resignation be overruled by the membership of the church, all Elders signing the petition or voting for recommending resignation shall automatically relinquish their office.

**Section 6.2 PASTORAL STAFF**

**6.2.1 Pastors** - The pastoral staff shall include other pastors as determined by the Lead Pastor in consultation with the Elder Board.

**6.2.2 Leadership** - The calling, severance, resignation or removal of pastoral staff members shall be made by the Lead Pastor in consultation with the Elder Board and as provided for by the budget and in line with the Guiding Principles.

**6.2.3 Duties** - The titles and duties of the pastoral staff members shall be determined at the time of their call by the Lead Pastor and they shall be responsible to the Lead Pastor or the Lead Pastor’s designee to carry out specific areas of ministry.



## ARTICLE VII: Church Leaders

The government of this church is vested in the body of believers who compose it. The church membership will elect an Elder Board and will call a Lead Pastor. The Elder Board shall be responsible for the governance of the church, and the Lead Pastor shall be responsible for the leadership of the church in accordance with the Constitution and Bylaws.

### Section 7.1 ELDER BOARD

**7.1.1 Membership** - The Elder Board shall consist of 6 elected laypersons, one being the church chair who will be an ex-officio member of all organizations of the church.

#### 7.1.2 Responsibilities

- (a) **Governance** - The Elder Board shall have the general oversight of all matters pertaining to the church, including the approval of the budget prepared by the Lead Pastor, to be presented and approved by the church at the annual meeting. General Oversight shall also include:
1. Appraising the ministry and salary of the Lead Pastor on an annual basis.
  2. Approving increases to the General Budget mid-year up to levels supported by generous giving or 10% of the budget, whichever is less.
  3. Adopting, interpreting and enforcing Guiding Principles in a manner consistent with the Constitution and Bylaws.
  4. Monitoring and holding the Lead Pastor accountable to adherence of the Church's Guiding Principles.
- (b) **Contractual Authority** - Subject to the final approval of the church membership, the Elder Board shall have the responsibility to mortgage, convey or encumber the real property on behalf of the church. With the presentation of each transaction of real property to the church for approval, the Elder Board will also designate which board members (a minimum of two) shall be responsible for the signing and execution of documents related to the transaction.
- (c) **Authority to Bind the Church** - Subject to the approval of the Elder Board and final approval of the church membership, the Chair of the Elder Board jointly with the President are the only officers who have authority, in accordance with this Constitution and Bylaws, and any applicable laws, to execute legal documents to convey or encumber real estate, mortgage, church property, and other related transactions.
- (d) **Other Contracts** – Contracts that exceed \$50,000.00 in value will be reviewed and approved by the Elder Board.

#### 7.1.3 Qualifications

An Elder Board member shall be:

- (a) An active member in good standing;

- (b) One who subscribes to the Affirmation of Belief of this church;
- (c) One who conforms to the standards of I Timothy 3:2-7;
- (d) A proportionate giver with tithing as a norm;
- (e) Not a staff member, or the spouse, or an immediate family member of a staff member;
- (f) Of legal age; and
- (g) One who regularly attends worship services.

#### 7.1.4 **Appointment of Elders by the Church** –

7.1.4.1 **Term** - Elder Board members shall serve a term of three years and be eligible for reaffirmation to a second three-year term after which they shall be ineligible to serve as an Elder Board member for one year. Six months or more of serving during an elective church year constitutes one year for purposes of this restriction.

7.1.4.2 **Ratification and Reaffirmation** - Elder Board candidates shall be presented by the Nominating Committee, and upon recommendation of the Elder Board, after consulting with pastoral staff and Lead Pastor, shall be ratified by at least two-thirds majority of members voting at a meeting. Elders shall stand for reaffirmation not later than the third annual meeting following their appointment or previous reaffirmation. Reaffirmation of Elders shall be by two-thirds vote of those members present and voting at the meeting.

#### 7.1.5 **Removal**

- (a) By Resignation - Elders may resign their office at any time if they are no longer able to discharge the duty of the office
- (b) Grievance - Where a grievance alleging serious misconduct unfitting an Elder is brought before the Elder board by any two members in good standing
  1. If the Elder Board, after thorough investigation and consideration, believes the grievance to be true and substantial, then that Elder may be terminated at any business meeting upon recommendation of the Elder Board when supported by ballot of a majority of those present at the meeting.
  2. The Elder against whom the allegation is made must be afforded the opportunity to be heard and to present evidence in defense of the allegation.

7.1.6 **Vacancies** - Vacancies occurring during the church year may be filled for the unexpired term at any business meeting. Nominees to fill these vacancies shall be presented by the Nominating Committee.

7.1.7 **Meetings** - The Elder Board shall determine the time and plan of their regular meetings. Special meetings may be called at the request of the church chair or Lead Pastor with the notification and approval of the other. Regular meetings of the Elder Board may be held at any place within or outside the State of Minnesota that has been designated from time to time by resolution of the Elder Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the church. Special meetings of the Elders shall be held at any place within or outside the State of Minnesota that has been

designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the church. A regular or special meeting of the Elder Board may be held at any place consented to in writing by all of the Elder Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone, video conferencing, or similar communication equipment, so long as all Elders participating in the meeting can hear one another, in which case such Elders shall be deemed to be present at such meeting.

7.1.8 **Quorum** - A majority of the elected Elder Board members shall constitute a quorum for transaction of business.

## 7.2 OTHER LEADERS

7.2.1 **Church Chair** - The church chair shall:

- (a) be selected by the Elder Board from the current elders at the beginning of each annual term;
- (b) preside over all business meetings of the church;
- (c) serve as the chair of the Elder Board;
- (d) be an ex-officio member of all church organizations;
- (e) be a person of proven spiritual leadership able to maintain a spirit of Christian love at all business meetings;
- (f) be familiar with the Constitution and Bylaws of the church.

7.2.2 **Church Clerk** - The church clerk shall:

- (a) be nominated by the Nominating Committee and approved by the church;
- (b) be a church member;
- (c) keep minutes of all congregational and Elder Board meetings;
- (d) shall be designated as the Secretary of the corporation;
- (e) take charge of all records (except financial records); and
- (f) serve a one-year term and be eligible for reappointment.

7.2.3 **Financial Secretary** - The Financial Secretary shall:

- (a) be nominated by the Nominating Committee and approved by the church;
- (b) be responsible for the security and count of weekly cash and check offerings, including the recruitment of a minimum of two counters every Sunday;
- (c) meet with the Elder Board as necessary;
- (d) serve a two-year term, elected alternate years with the Treasurer, and be eligible for reappointment.

7.2.4 **Treasurer** - The Treasurer shall:

- (a) be nominated by the Nominating Committee and approved by the church;
- (b) be responsible for the monthly review of bank statements and bank reconciliations as prepared by church staff;

- (c) meet with the Elder Board as necessary;
- (d) serve a two-year term, elected alternate years with the Financial Secretary, and be eligible for reappointment.

## **ARTICLE VIII: Church Organizations**

### **Section 8.1 NOMINATING COMMITTEE**

The Nominating Committee shall consist of five members elected from the membership of the church at large. Joining these members shall be an Elder Board member appointed by the Elder Board who is not being considered for ratification and/or reaffirmation to the Elder Board, and the Lead Pastor or pastoral staff member appointed by the Lead Pastor, both of who will be regular voting members.

**8.1.1 Selection** - Recommendations for the five members at large will be made by the current Nominating Committee and members of the church to the Elder Board and pastoral staff for review and approval. Those recommended and approved will then be contacted by the current Nominating Committee to apprise them of the responsibilities of the Committee and to determine their willingness to serve. Members of the Nominating Committee shall be an active church member, possess leadership ability and knowledge of the congregation, and recognize the need to be above reproach.

**8.1.2 Election** - The Nominating Committee shall post the names of the nominees consenting and qualified to serve two weeks prior to the annual elections.

**8.1.3 Length of Service** - The term of service shall be one year and no member of the Nominating Committee from the church at large shall serve more than one consecutive term.

**8.1.4 Vacancies** - If the number of Nominating Committee members elected from the church at large falls below five, the current Nominating Committee will replace the needed Nominating Committee members by recommending to the pastoral staff and Elder Board appropriate candidates for approval and will present to the church as soon as possible candidates for election.

**8.1.5 Responsibilities** - The Nominating Committee shall serve the following church year to:

- (a) solicit and receive nominations, including self-nominations, who are church members, for the positions of the Elder Board, church clerk, financial secretary, treasurer, and Audit Committee;
- (b) consider and review the credentials of possible candidates to the positions of the Elder Board, church clerk, financial secretary, treasurer, and Audit Committee;
- (c) clear candidates with the existing pastoral staff and Elder Board, even if the number of candidates that are cleared is greater than the number of open positions;
- (d) make a final determination as to candidates and present candidates for ratification and/or reaffirmation to the Elder Board as well as candidate(s) for election to the positions of church clerk, financial secretary, treasurer, and Audit Committee;

- (e) fill any vacancies as they occur during the year; receive and prayerfully consider any suggestions from members of the congregation for nomination to church office.

## Section 8.2 **SEARCH COMMITTEE**

8.2.1 **Members** - The Search Committee shall be activated for the calling of the Lead Pastor. This Committee shall:

- (a) consist of at least five active church members and one Elder Board member;
- (b) broadly represent the membership and program of the church; and
- (c) be appointed by the Elder Board and approved by the church.

8.2.2 **Responsibilities** - The work of the Search Committee shall be:

- (a) To find a candidate for the position of Lead Pastor and bring its recommendation to the Elder Board for approval.
- (b) This Committee in consultation with the Elder Board shall formulate the terms of the call.
- (c) The Elder Board, together with the Search Committee shall recommend the acceptable candidate to the church for approval.

## Section 8.3 **AUDIT COMMITTEE**

8.3.1 **Members** - The Audit Committee shall consist of at least two (2) church members nominated by the Nominating Committee and approved by the church to serve for a period of two years with each member elected in alternate years.

8.3.2 **Responsibilities** - The Audit Committee shall review the financial records of the church biennially and shall submit a written report of findings to the Elder Board by the end of the fiscal year, unless otherwise directed by the Elder Board.

# **ARTICLE IX: Meetings and Elections**

## Section 9.1 **PUBLIC MEETINGS**

9.1.1 **Sunday Worship** - The church shall meet Sundays for worship and may schedule other meetings as deemed necessary.

9.1.2 **The Lord's Supper** - The Lord's Supper is open to all believers in Christ and shall be observed regularly as authorized by the Elder Board.

9.1.3 **Baptism** - The ordinance of baptism shall be observed as necessary.

## Section 9.2 **BUSINESS MEETINGS**

**9.2.1 Annual Meeting** - The annual business meeting shall be held within 45 days following the close of the fiscal year, on March 31, the specific date to be determined by the Elder Board. Church members shall be supplied with a copy of the annual report on the Sunday preceding the meeting. The annual budget will be approved by the membership at the annual meeting.

**9.2.2 Special Meetings** - Special business meetings may be held at any time by request of the Elder Board or by written request signed by a quorum of the membership and submitted to the Chair of the Elder Board. In addition to the standard meeting notice, special business meetings must be announced at the Sunday morning service prior to the meeting.

**9.2.3 Action by Ballot Without a Business Meeting** – Action by ballot of the membership may be taken by request of the Elder Board without a business meeting. Such transaction of business may include constitutional changes, legal matters concerning property, calling of the Lead Pastor, and other ordinary business with the exception of dismissing the Lead Pastor. Unless otherwise directed, the Elder Board shall place the ballot box in a conspicuous place after each worship service on the weekend of the vote unless otherwise directed such as an electronic vote. The Elder Board or their designees shall oversee the voting process and ensure current members have access to a ballot. For in-person votes, absentee ballots shall be made available to current members who are unable to vote in person. Notice of Action by Ballot shall be the same as Notice of Meetings.

**9.2.4 Eligibility to Vote in Meetings** - All matters pertaining to calling or dismissing a pastor, legal matters concerning property, constitutional changes and church discipline shall be voted on only by members in good standing who are of legal age (18). On all other matters, members who have reached their sixteenth birthday shall be eligible to vote.

**9.2.5 Quorum** - The members present at any business meeting shall constitute a quorum for the transaction of regular business that may properly come before the meeting; a simple majority in the affirmative shall be necessary to carry any motion except as otherwise designated by the Constitution and Bylaws. Exceptions shall include calling or dismissing the Lead Pastor, legal matters concerning property, constitutional changes, calling a special business meeting and church discipline. For these exceptions, twenty percent of the church membership shall constitute a quorum.

**9.2.6 Notice of Meetings** - Notice for all regular and special business meetings shall be made to members by email, regular mail, or by bulletin at least one week prior to the meeting. Exceptions to this shall occur in the acquisition or disposition of real property, or encumbrance of same, where notice will be given to members by email or regular mail at least 2 weeks prior to the meeting. For “Notice of Meetings” to amend this Constitution and Bylaws see Article XI.

**9.2.7 Mode of Meeting and Voting.** When an in-person meeting and/or vote is not possible and circumstances warrant, an electronic meeting and/or electronic vote is permissible under this Article.

**9.2.8 Rules of Order** - Business meetings shall be conducted according to the rules contained in Robert's Rules of Order (Revised) unless they conflict with the adopted Constitution and Bylaws of this church.

### Section 9.3 **ELECTIONS**

**9.3.1 Time** - The annual election shall be held during the last month of the fiscal year.

**9.3.2 Nominations** - The Nominating Committee shall be responsible to provide nominations as outlined in Article VIII.

**9.3.4 Voting Procedures** - Voting in the annual election shall be by ballot. The ballot shall clearly indicate the term of office for which each nomination has been made. Unless otherwise directed, the ballot box shall be in a conspicuous place after each worship service on the Sunday of the election. Members of the Nominating Committee shall ensure supervision of the distribution of ballots by verifying each voter's name against a current membership list and shall ensure giving a ballot to every member who is present and qualified to vote. Absentee ballots will be available in the church foyer the Sunday prior to the election or from the church secretary during the week before the election. Absentee ballots will be sealed in an envelope by the voter and held by the Nominating Committee or the church secretary until election day. Electronic voting is permissible when circumstances warrant.

**9.3.5 Persons Elected** – Except for votes of ratification and/or reaffirmation of members of the Elder Board, the candidate receiving the greatest number of votes for an office shall be elected to that office. In the case of a tie, another vote shall be taken.

## **ARTICLE X: Acquisition, Disposition & Encumbrance of Real Property**

**10.1 PROPER NOTICE** - In constructing a building or acquiring or selling real estate or encumbering real estate the church congregation shall act with proper notice of such business meeting.

**10.2 CHURCH DIVISION** - In the event of a division of this church, the property of this church shall belong to that group of such division as represents the largest portion of church membership before recognizing a division therein provided such group is loyal to this Constitution and Bylaws; otherwise it shall belong to the group loyal to this Constitution and Bylaws though it may not be the largest group in such division. Should any controversy arise as to whether such loyalty exists, the question shall be submitted to the Ruling Board of Converge North Central (formerly the Minnesota Baptist Conference) or its successor and their decision shall be final.

**10.3 DISCONTINUITY OF CHURCH WORK** - Should a condition arise at any time when for any reason the church work cannot continue, the church property and debt shall be transferred to Converge North Central or its successor. Should any controversy arise as to whether church work cannot continue, the question shall be submitted to the Ruling Board of Converge North Central (formerly the Minnesota

Baptist Conference) or its successor and their decision shall be final.

## **ARTICLE XI: Amendments**

**11.1 Amendments** - Amendments to this Constitution and Bylaws can be made at any business meeting with a 2/3 vote in the affirmative, of a quorum of eligible voting members present, providing that notice is made to members by email or regular mail at least 2 weeks prior to the meeting, giving the current policy and the proposed amendment. Proposed amendments may be introduced by formal written motion in a previous business meeting, or to the Elder Board for introduction to the church.

**11.2 Guiding Principles** - The Grace Fellowship Guiding Principles are not incorporated in the Constitution and Bylaws and may be amended by a majority vote of the Elder Board. Amendments to the Guiding Principles shall be reflected in the minutes.

## **Article XII: Insurance Coverage and Indemnification of Grace Elders, Leaders, Pastoral Staff, Employees, and Authorized Volunteers**

**12.1 Indemnification** - Grace Fellowship shall indemnify and advance expenses to an individual who is or was an Elder, Leader, Pastor, Ministry Director, Officer, Employee, or Authorized Volunteer, who was or is a party defendant to, or is threatened to be made a party defendant to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative. Indemnification shall be subject to the conditions and process specified in the indemnification policy approved by the Elder Board.

**12.2 Insurance** - Grace Fellowship may purchase and maintain commercial liability insurance on behalf of any and all persons who are or were Elders, Leaders, Pastoral Staff, Ministry Directors, Officers, Employees, and Authorized Volunteers of the Grace Fellowship ministries while serving in that capacity. Insurance policies may be purchased for the protection of such individuals from liability in connection with the performance of their duty.

**12.3 Indemnification Requests** - Individuals requesting indemnification shall promptly notify the Church Clerk of the existence of any claim in writing, including copies of all communications, correspondence, notices, and all other relevant documents. The granting of full or partial indemnification shall be at the sole discretion of the Elder Board as set forth in the indemnification policy.