

Grace Hills Church

Bylaws

Organizational Definition of Terms

Pastors - shall mean the Senior Pastor and the ordained pastors, such team being determined and appointed by the Senior Pastor in his sole discretion from time to time. – (Matt. 9:36, Eph. 4:11, John 21:15-19, Acts 2:14, Scriptural precedents Peter, Paul, Timothy, Silas, etc.)

Pastors' Management Team – (PMT) Senior Pastor, Pastors invited to participate by the Senior Pastor, and Chairman of Trustees – (1 Tim. 1:11)

Trustees – Invited by the Senior Pastor and the PMT to provide financial counsel to Pastors' Management Team Members. – (Prov. 14:8, Prov. 15:22 Wisdom and Financial Counsel)

Officers – Senior Pastor, a member of the Pastors Management Team, and Chairman of Trustees. – (2 Tim 1:6)

ARTICLE I

Name and Principal Office

The name of the Corporation is GRACE HILLS CHURCH. This Corporation will be further referred to in the Bylaws as the “Church”. The Church maintains its principal office at 805 SE 22nd St, Bentonville, Arkansas and maintains a separate mailing address of 3511 SE "J" St, Ste 9 Box #330, Bentonville, AR 72712. The PMT shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE II

Purpose

The purpose of the Church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

1. EVANGELISM/MISSIONS - “To share the good news of Jesus Christ with as many people as possible in our community and throughout the world.”

(Matthew 28:18-20, Acts 1:8, 2 Peter 3:9).

2. EDUCATION - “To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching.” (Ephesians

4:11-13, Matthew 18:20, II Timothy 2:2)

3. WORSHIP - “To participate in public worship services together and to maintain personal daily devotions.” (John 4:24)

4. MINISTRY/SERVICE - “To serve unselfishly, in Jesus’ name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world.” (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)

5. FELLOWSHIP - “To encourage, support and pray for each other as members of the family of God. To share our lives together.” (I John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5,7, John 13:34-35)

This Church seeks to benefit the people of the Northwest Arkansas and our world by providing opportunities for spiritual, physical, intellectual, social and cultural development.

(Luke 2:52)

ARTICLE III

Statement of Faith

About God

God is the creator and ruler of the universe. He has eternally existed in three persons – the Father, the Son, and the Holy Spirit. These three are co-equal and are one God.

Genesis 1:1, 26, 27; 3:22; Psalm 90:2; Matthew 28:19; 1 Peter 1:2; 2; 1 Corinthians 13:14

About Man

Man is made in the spiritual image of God, to be like him in character. He is the supreme object of God’s creation. Although man has tremendous potential for good, he is marred by an attitude of disobedience toward God called “sin.” This attitude separates man from God.

Genesis 1:27; Psalm 8:3-6; Isaiah 53:6a; Romans 3:23; Isaiah 59:1, 2

About Eternity

Man was created to exist forever. He will either exist eternally separated from God by sin or in union with God through forgiveness and salvation. To be eternally separated from God is hell. To be eternally in union with him is eternal life. Heaven and hell are places of eternal existence.

John 3:16; John 2:25; John 5:11-13; Romans 6:23; Revelation 20:15; 1 John 5:11-12; Matthew 25:31-46

About Jesus Christ

Jesus Christ is the Son of God. He is co-equal with the Father. Jesus lived a sinless human life and offered himself as the perfect sacrifice for the sins of all men by dying on a cross. He arose from the dead after three days to demonstrate His power over sin and death. He ascended to heaven’s glory and

will return again to earth to reign as King of Kings and Lord of Lords.

Matthew 1:22, 23; Isaiah 9:6; John 1:1-5, 14:10-30; Hebrews 4:14, 15; 1 Corinthians 15:3, 4; Romans 1:3, 4; Acts 1:9-11; 1 Timothy 6:14, 15; Titus 2:13

About Salvation

Salvation is a gift from God to man. Man can never make up for his sin by self-improvement or good works – only by trusting in Jesus Christ as God’s offer of forgiveness can man be saved from sin’s penalty. Eternal life begins the moment one receives Jesus Christ into his life by faith.

Romans 6:23; Ephesians 2:8, 9; John 14:6, 1:12; Titus 3:5; Galatians 3:26; Romans 5:1

About Eternal Security

Because God gives man eternal life through Jesus Christ, the believer is secure in salvation for eternity. Salvation is maintained by the grace and power of God, not by the self-effort of the Christian.

John 10:29; 2 Timothy 1:12; Hebrews 7:25; 10:10, 14; 1 Peter 1:3-5

About The Holy Spirit

The Holy Spirit is equal with the Father and the Son as God. He is present in the world to make men aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right. The Christian seeks to live under his control daily.

2 Corinthians 3:17; John 16:7-13, 14:16, 17; Acts 1:8; 1 Corinthians 2:12, 3:16; Ephesians 1:13; Galatians 5:25; Ephesians 5:1

About The Bible

The Bible is God’s word to all men. It was written by human authors, under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. Because it is inspired by God, it is truth without any mixture of error.

2 Timothy 3:16; 2 Peter 1:20, 21; 2 Timothy 1:13; Psalm 119:105,160, 12:6; Proverbs 30:5

About Baptism

Baptism by immersion symbolizes the death, burial, and resurrection of Jesus and is your public declaration that you have accepted Jesus Christ as your personal Savior. Baptism does not save you, but shows the world that you have already been saved. And while baptism is not required for salvation, it is a biblical command and demonstrates your love and obedience to Christ.

Colossians 2:12; Acts 2:41; Ephesians 2: 8-9; Matthew 28:19-20

About Communion

Communion, or the Lord’s Supper, is an ordinance given to believers by Jesus Christ to remember his sacrifice for us and to symbolize the new covenant. The elements of bread and wine or juice are symbols

of Christ's broken body and shed blood. Communion is not a means of salvation. Rather, it is a testament of a believer's faith in the atoning work of the cross that should be observed by the church.

Matthew 26:26-30; Mark 14:22-26; Luke 22:19,20; 1 Corinthians 11:23-29

ARTICLE IV

Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other Churches in world missions and otherwise, this Church may voluntarily affiliate with any Churches of like precious faith.

ARTICLE V

Membership

SECTION I: General

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

SECTION II: Qualifications for Membership

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's Membership class.
4. A commitment to abide by the membership covenant.

SECTION III: Designation of Membership

In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be updated periodically.

1. Active/Resident Members: All members who reside within the Church's ministry area or are currently active in the Church.
2. Inactive Members: Members who have become inactive as a result of leaving the Church's ministry and/or have not joined another church.

SECTION IV: Responsibilities of Membership

The responsibilities of membership are described in the membership covenant.

SECTION V: Voting Rights of Membership

Every Active/Resident Member shall have the right to vote on the following matters: the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property when the purchase price exceeds \$100,000 and related indebtedness, amendments to the Articles of Incorporation or Bylaws of the Church, and the calling of a Senior Pastor. Each member 16 years and older is entitled to one vote. Voting by proxy is prohibited.

SECTION VI: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church.
3. Personal request of the member.
4. Dismissal by the Pastors according to the following conditions:
 - a. The member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry influence of the Church in the community.
 - b. Procedures for the dismissal of a member shall be according to Matthew 18:15-17.

SECTION VII: Change In Status of Membership

Members may be moved from the Active Membership Roll to the Inactive Membership Roll when there is no evidence of their attendance or involvement for a period of three months or more. This action may be carried out by any member of the Pastors Management Team, or any member assigned this duty by them.

SECTION VIII: Restoration of Members

Members dismissed by the Pastors shall be restored by the Pastors according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

ARTICLE VI

Membership Meetings

SECTION I: Place

Meetings of the members shall be held at a building on the Church property or at such other place as may be designated from time to time by the Pastors' Management Team Members.

SECTION II: Special Meetings

Special meetings may be called at any time by the Pastors' Management Team, or the Senior Pastor for any purpose by giving notice to the members in accordance with Section III of this Article. Special meetings for the purpose of voting on issues may also be carried out virtually using a video conference call, or by an email sent to all active members. Votes may be taken virtually, with notice given at least twenty-four (24) hours in advance and with at least twenty-four (24) hours for response.

SECTION III: Notice Requirements for Membership Meetings

1. General Requirements. Whenever members are requested or permitted to take any action at a meeting, notice shall be given to members. Notification of membership meetings shall be given in one of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- a. Distribution of written material to the congregation in attendance at a regular weekend service;
- b. Announcement of the meeting, either electronic or printed;
- c. Oral announcement to the congregation at a weekend service;
- d. Delivery by United States mail to each member identified on the membership roll.

2. Notice of Certain Agenda Items. Action by the members on any of the following proposals, other than by unanimous approval by those members present and entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- a. Calling or removing the Senior Pastor;
- b. Amending the Articles of Incorporation;
- c. Adopting, amending or repealing Bylaws;
- d. Disposing of all or substantially all of the Church's assets;
- e. Adopting or amending a merger agreement;
- f. Approving the election to wind up and dissolve the Church;
- g. Approving the acquisition or sale of real property and related indebtedness in which the purchase or sale price exceeds \$100,000.

SECTION IV: Quorum

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

ARTICLE VII

Pastors' Management Team Member (PMT)

SECTION I: Number and Term

This corporation shall have directors who are hereinafter referred to as "Pastors' Management Team" (PMT) The Pastors' Management Team shall consist of the Senior Pastor and any staff Pastor invited by the Senior Pastor to participate on the PMT. Each PMT member may serve successive terms and shall hold office until a successor has been designated, qualified and elected or until earlier resignation, removal or death.

SECTION II: Powers

1. General Corporate Powers. Subject to the provisions and limitations of the Arkansas Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Pastors' Management Team.

2. Specific Powers. Without prejudice to the general powers set forth above, and subject to same limitations, the PMT shall have the power to:

- a. Select and remove all officers, agents and employees of the Church except for the Senior Pastor, who shall have the sole discretion to approve all selection and removal of such officers, agents, and employees; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and
- b. Change the principal executive office or the principal business office of the Church in the State of Arkansas from one location to another, and designate any place within or outside the State of Arkansas for the holding of any meeting or meetings of the PMT; and
- c. Adopt, make and use a corporate seal and alter the form of the seal; and
- d. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities; and
- e. Exercise all other powers conferred by the Arkansas Nonprofit Religious Corporation Law or other applicable laws.

ARTICLE VIII

Meetings of the Pastors Management Team Members (ELTM)

SECTION I: Place of Meetings

Regular or special meetings of the PMT may be held at any place within or outside the State of Arkansas that has been designated from time to time by resolution of the PMT. In the absence of such designation, meetings shall be held at the principal office of the Church.

SECTION II: Regular Meetings

Regular meetings of the PMT may be held without notice if the time and place of such meetings are fixed by resolution of the PMT members.

SECTION III: Special Meetings

1. Authority to Call. Special meetings of the PMT may be called for any purpose and at any time by the Senior Pastor.

2. Notice.

a. Manner of Giving. Notice of the time and place of special meetings shall be given to each PMT member by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid, or electronic mail; (3) by telephone communication, either directly to the PMT or to a person at the PMT member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the PMT, or (4) by telecopy to the PMT home or office.

SECTION IV: Quorum

A majority of current PMT members present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the PMT present at a meeting duly held at which a quorum is present shall be the act of the PMT, subject to the provisions of the Arkansas Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of PMT members.

SECTION V: Waiver of Notice

The transactions of any meeting of the PMT, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the PMT not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any PMT member who attends the meeting without protesting before or at its commencement about the lack of notice.

SECTION VI: Action Without Meeting

Any action required or permitted to be taken by the PMT may be taken without a meeting, if all of the PMT members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the PMT. Such written consent or consents shall be filed with the minutes of the proceedings of the PMT.

ARTICLE IX

Trustees

SECTION I: Number and Term

The PMT Members shall, from time to time, designate the number of Trustees of the Church. The PMT, under the leadership of the Senior Pastor shall appoint Delegates, hereinafter referred to as "Trustees" and also referred to as the Advisory Team to perform duties hereinafter prescribed. The number of Trustees shall be a minimum of three (3) and a maximum of nine (9). The term of office for each Trustee shall be for a period of three (3) years, except the initial Board of Trustees shall draw for separate terms, and at least one member of the Board will rotate off the Board each year. Members of the Board of Trustees may be re-appointed one year after rotating off. Any member of the Board of Trustees may be removed by a majority vote of the members at an annual or special meeting called for that purpose.

SECTION II: Powers

The Trustees shall have the following powers and duties:

- a. To provide financial counsel to the Pastors Management Team.
- b. To determine the compensation of the Senior Pastor of the Church.
- c. To conduct such other duties and activities as the Pastors' Management Team may designate from time to time.
- d. Abide by the Membership Covenant.

ARTICLE XI

Officers

SECTION I: Officers

The officers of the Church shall be a Senior Pastor, a member of the Pastors' Management Team, and the Chairman of Trustees. The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church. A pastor shall serve as the Vice President of the Church and shall act as the moderator of the Church in the absence of the Senior Pastor. The Chairman of Trustees shall serve as both the Secretary and the Treasurer of the Church and shall act as moderator in the absence of both the Senior Pastor and a member of the Executive Leadership Team Members. The Senior Pastor may not serve concurrently as the Chief Financial Officer of the Church (Chairman of the Trustees).

SECTION II: Election of Officers

Following a formal pastoral search process, the Senior Pastor of the Church shall be chosen by the members at a membership meeting and must receive at least seventy-five percent (75%) affirmative vote from the quorum. All other officers of the Church shall be chosen by the Senior Pastor and the Pastors' Management Team, and each shall serve at the discretion of the PMT, subject to the rights, if any, of an officer under any contract of employment.

SECTION III: Removal of Officers

The Senior Pastor may only be removed by the members at any regular or special membership meeting and a seventy-five percent (75%) vote is necessary to terminate. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause, by the PMT, at any regular or special meeting of the PMT.

SECTION IV: Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur. In the event of a vacancy in the office of Senior Pastor, the PMT and Board of Trustees shall consult with outside advisors and shall carry out a search process.

ARTICLE XII

Records and Reports

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records);
2. Written minutes of the proceedings of its members and PMT
3. A record of the members of the Church, setting forth the members ' names and addresses
4. Contribution statements for contributors.

All such records shall be kept in confidence at the Church's principal office, or safe deposit box, or secure server.

ARTICLE XIII

Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Arkansas Nonprofit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XIV

Prohibited Activities

Notwithstanding any other provision of the Bylaws, no member, PMT member, officer, employee, or agent of this corporation shall take any action or carry on any activity by or on behalf of this corporation not permitted to be taken or carried on by an organization except under section 501c of the Internal Revenue Code and its regulation, as they now exist or as they may hereafter be amended, or by contributions to an organization which are not deductible under section 170c (2) of such Code Regulations as they now exist or as they may hereafter be amended.

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XV

Prohibition against Sharing Incorporate Earnings

No member, PMT member, officer, or employee, or member of, or team of, or person connected with the corporation, or any other private individual shall receive at any time of the net earnings or pecuniary

profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the PMT; and no such person or persons shall be entitled in the distribution of any of the corporate assets upon the dissolution or winding up the affairs of the corporation. After all debts have been satisfied, the remaining assets in the hands of the PMT, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the PMT may determine, or as may be determined by a court of competent jurisdiction upon application of the PMT, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501c of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XVI

Amendments to the Bylaws

The Bylaws of the Corporation may be altered, amended, modified, or repealed at any meeting of the membership, whether annual, regular or special, by a majority vote of all members present; provided however that notice of the purpose of such meeting, whether annual, regular or special, shall contain specific reference to the Bylaws to be repealed, amended, modified, or adopted.