

Amended & Restated Constitution

(Adopted 9/30/2002) (Revised 6/16/2016 & 6/15/2024)

ARTICLE I: Name and Location

- 1.100** **Name:** The name of this Corporation is Gracespring Bible Church (formerly Richland Bible Church, effective May 1, 2011). It is a Michigan nonprofit ecclesiastical Corporation with its principal office in the Village of Richland, Kalamazoo County, Michigan.

ARTICLE II: Purpose & Mission

- 2.100** **Purpose:** To know, glorify and worship God our Father, to magnify our Lord and Savior Jesus Christ, to experience His grace and power through the Holy Spirit, and to exalt and to live the truth of God's Word (John 17:1-3; Psalm 34:3; John 4:23-24; Philippians 2:9-11; Romans 5:5; 2 Peter 3:18; Acts 1:8; Matthew 4:4; John 17:17).
- 2.200** **Mission:**
To fulfill the Great Commandment and the Great Commission. We do this by devoting ourselves as a body to the teaching of God's Word, to fellowship with one another, and to prayer; evangelizing, discipling, and utilizing our gifts according to the grace given us (Matthew 22:37-39; Matthew 28:18-20; Acts 2:42; Romans 12:6).
- 2.300** The Elders shall review annually the church's Vision and Values and communicate them clearly to the congregation.

ARTICLE III: Statement of Faith

This article contains a summary of the doctrinal beliefs of Gracespring Bible Church. We believe that it reflects the teaching of the Bible, God's inerrant Word. The Scriptures of the Old and New Testaments constitute our rule of faith and practice. They hold the place of authority in our church and in our lives. It is the responsibility of the Christian to believe the Scriptures and to live according to them. Each believer is guided by the Holy Spirit and is able to understand God's Word. When the Scriptures are silent on matters nonessential to salvation, we permit freedom of interpretation if such interpretation does not conflict with the basic teachings of the Scriptures as explained in sections 3.100 through 3.1400 of this Article.

- 3.100** **The Scriptures:** The Scriptures of the Old and New Testaments are the written Word of God and the supreme and sole authority of Christian faith and practice. The Holy Spirit originally gave the Scriptures by plenary, verbal inspiration, infallibly true and free of error. No other writings, experiences, or traditions of any kind are inspired in this sense (2 Timothy 3:16-17; 2 Peter 1:20-21; John 20:31; Psalm 119:105).
- 3.200** **The Nature of God:** The only true and living God is the Triune Godhead - the Father, Son, and Holy Spirit. The Triune Godhead is coexistent, eternal, and coequal in all attributes. The Father is omnipotent, omniscient, omnipresent, the Creator and Ruler of all things. He has been revealed to human beings through the Scriptures and completely and supremely in the person of the Lord Jesus Christ (2 Corinthians 13:14; Colossians 1:15-17; Hebrews 1:3; John 15:26-27).
- 3.300** **The Nature and Work of Jesus Christ:** The Lord Jesus Christ is the Son of God equally divine and eternal with the Father and is also the Son of Man, truly human, but without sin. He became flesh in the person of Jesus of Nazareth, who was born of the virgin Mary by miraculous conception of the Holy Spirit and virgin birth. He lived a sinless human life, perfectly fulfilling the divine law and then offered Himself as a sacrifice for the sins of every person. He died on the

cross shedding His precious blood in full substitution and atonement for the sins of all people everywhere. He was buried, on the third day He arose bodily from the dead, alive forevermore. He later ascended bodily into Heaven, where at the right hand of the Father He now continually intercedes for those who put their trust in Him (Matthew 1:20; Isaiah 9:6; Luke 1:35; John 17:5, 17:8; Philippians 2:6-8; 1 Peter 2:24, 3:18; Romans 3:24-25; 1 John 2:2; Colossians 1:20; 2 Corinthians 5:18; John 19:38-42; Romans 10:9; Acts 1:9; John 21:19; Romans 8:34).

- 3.400 The Nature and Work of the Holy Spirit:** The Holy Spirit is one with the Father and Son in the Godhead, whose work it is to glorify God in Christ through convicting people of sin and regenerating those who believe on Him. He indwells all believers and is the source of all spiritual power, but both saints and sinners may resist Him. He is the guide and counselor for all Christians and for the Church, to interpret, teach, and reveal the mind of God unto us through the Holy Scriptures (John 3:6; Titus 3:5; 1 Thessalonians 5:19; Acts 7:51; Ephesians 4:30; John 14:17; Ephesians 3:16; 1 John 2:27; 1 Corinthians 2:13; John 14, 26).
- 3.500 The Nature of Humanity:** Human beings are created in the image of God, which is a status that cannot be lost. As God's image bearers, humans are given the vocation of representing what God is like to the rest of creation. God created humans with both a material and immaterial aspect (body and soul). Human beings are created as male and female, which we understand as a binary of only two distinct sexes/genders that are grounded in biology. All of humanity descended from Adam and Eve, our original ancestors, and has inherited the curse of death that resulted from their original disobedience in the Garden of Eden. All humans are thus born with a natural inclination to sin, which results in each one being a sinner and needing God's salvation. Nevertheless, the image of God persists in both the saved and the unsaved; therefore, all human life is utterly sacred and to be prized, nurtured, defended, and protected. (Genesis 1:26-27, Genesis 3, Genesis 9:6, Psalm 139:13-14, Acts 17:26, Romans 3:23, 5:12-14, 6:23, 1 John 1:8, Revelation 21:12).
- 3.600 Salvation:** Human beings are utterly unable to save themselves from the power or penalty of sin (Romans 3:23). Each person must be saved wholly on the basis of the work that Christ has done in dying for his or her sins and rising for his or her justification. Salvation is received by grace through faith in Jesus Christ, as the Son of God and personal Savior (John 3:5, 1:12; Romans 5:1; Ephesians 2:8-9; Titus 2:11-14). The Bible clearly teaches that all the redeemed, once saved, are kept by God's power and are safe and secure in Christ forever (John 5:24, 6:37-40, 6:47; 10:27-30, Romans 8:28-39; Ephesians 1:13-14; 4:30; 1 Peter 1:5; 1 Corinthians 1:4-8; Hebrews 13:5). Therefore, it is impossible to lose one's salvation when one is a born-again child of God (John 10:28). On the other hand, people whose lives are devoid of Christian character ought to make certain of their calling (2 Peter 1:3-10) and should examine themselves to see whether they are in the faith (2 Corinthians 13:5). The question, therefore, is not whether a saved person can be lost (which is impossible) but whether one who professes belief is truly saved (1 John 2:4, 6, 9).
- 3.700 Sanctification:** A true Christian is one who has been "saved" or "born again," set apart by the Holy Spirit when he or she truly believes in and accepts Christ as personal Savior. The reality of this experience will evidence itself by a genuine love for Christ and His Word and by a life characterized by Christ-like motives and standards. This setting apart consists of an act, occurring at salvation, wherein the Holy Spirit sets the believers apart for Heaven: a process, to progressively overpower sin in the life of the believer and gradually conform the person to the image of Christ and as a result, the believer attaining perfect holiness at the Second Coming of Christ (John 3:5-6; 2 Peter 1:4; Ephesians 1:3-12; 2 Corinthians 5:17; Romans 1:7; 1 Corinthians 1:2; Titus 3:5; Philippians 1:6; 1 Thessalonians 5:23; Philippians 3:21; 1 John 3:2; Jude 24).
- 3.800 Satan:** Satan is a fallen angel of great power in rebellion against God. He is iniquitous, promotes evil, deceives and tempts all people to sin against God. He will be cast into the Lake of Fire at the end of the age (Ephesians 6:12; Isaiah 14:12-15; John 8:44; 1 Peter 2:4; Revelation 19:20, 20:1-12).

- 3.900 The Church:** The Church of Christ is composed of all who have been saved and will be with Him in Heaven. A local church, therefore, is an assembly of regenerated persons united by doctrine for effectively witnessing to the unsaved; for baptizing, teaching, exhorting, and edifying those who are saved; for Christian fellowship among believers; for united praise and worship of God, through song, testimony, prayer, and frequent observance of the Lord's Supper as ordained by Christ; and for establishing other local churches of like precious faith, at home and abroad (Acts 2:41-47; 1 Corinthians 1:2; Romans 16:17; Matthew 28:18-20).
- 3.1000 Ordinances:** Scripture instructs the Church to carry out two ordinances, baptism and communion. These were instituted by the Lord, practiced by the early Church, and explained in the Epistles as acts of obedience, not as means of salvation. Believer's baptism by immersion is a memorial of Christ's death, burial, and resurrection. It is a testimony of the believer's union with Christ and a prophecy of future resurrection of the believer's body after the example of Christ. Communion is a memorial of Christ's death, a testimony of His body and shed blood, and a prophecy of His Second Coming. (Matthew 26:26-30; Acts 2:41-42; Romans 6:3-5; 1 Corinthians 11:23-34).
- 3.1100 Civil Government:** All Christians should obey officials of the government and the laws of their country, as those appointed by God for the protection of all and the punishment of evildoers. The only exception to this would be when these officials or laws conflict with the Word of God. We are admonished to pray for our leaders (Ezra 7:26; Matthew 22:21; Romans 13:1; 1 Peter 2:17; 1 Timothy 2:1-2).
- 3.1200 Future Things:** gracespring officially holds a Pre-Millennial view of eschatology which affirms that Christ's immanent second coming will inaugurate his literal thousand-year reign as King on earth prior to the eternal state. This view also rejects "replacement theology" and affirms that God still has future plans for Israel. Our pastors and anyone teaching at gracespring are expected to teach in alignment with this theological position. However, we recognize that many in our church family come from varied backgrounds and hold alternate views. Therefore, the following statement regarding future things is to be affirmed for church membership: Christ will one day return to earth as King and Judge in a physical, visible, glorified body. The dead will be resurrected, and all of humanity, saved and unsaved, will be judged by Jesus. Believers will receive rewards for their faithfulness and obedience and will ever be with the Lord. Unbelievers will be judged for their sin and unbelief and face eternal separation from the presence of God. God's wrath will be poured out in final triumph over all His enemies. There will be a New Heaven and New Earth where believers will live and reign eternally with Christ, while all unbelievers, Satan, and all supernatural enemies of God will be cast into the Lake of Fire "which is the second death." (Acts 1:11; Matt. 24:27; Rev. 1:7; Jn. 5:28-29; Acts 24:15; Acts 17:31; Rom. 2:6-8; 2 Cor. 5:10; Matt. 25:41; 2 Thess. 1:8-9; Rev. 21:2-8)
- 3.1300 Marriage and Sexuality:** Marriage and Sexuality: Marriage is the exclusive, covenantal union between one adult human male and one adult human female. Marriage was instituted by God in the beginning and reaffirmed by the Lord Jesus Christ. Sex is a beautiful and sacred gift of God within the covenant of heterosexual marriage. All forms of sexual immorality, such as adultery, premarital sex, homosexual behavior, pornography, and transgender behavior are sinful and offensive to God. (Genesis 2:24; Mark 10:6-9; Romans 1:18-32; 1 Corinthians 6:9-10; Colossians 3:5-9; Psalm 139:13-16).

ARTICLE IV: Membership

- 4.100 Qualifications:** The congregation of Christian believers who have applied for membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in Article II above. Membership in Gracespring Bible Church shall be open to all persons

who confess Christ as their Lord and Savior, who are in agreement with this Constitution and doctrinal statement and who are willing to submit themselves to the constituted authority of this church. Membership involves the responsibility to be active and supportive members of the congregation. Spiritual gifts define a person's best function within the body of Christ whether it is as a Pastor, an Elder, Deacon, Deaconess or Layperson.

4.101 Regarding the foregoing Statement of Faith, Article III, we are a church that practices believer's baptism by immersion and offers communion, both of which we view to be ordinances rather than sacraments, and we hold to a premillennial position in regard to the End Times. Recognizing that these are doctrines not essential to salvation and over which sincere and knowledgeable believers disagree, we welcome into our fellowship and membership people who believe our statement of faith, but personally hold other views regarding baptism, communion, and the order of events of the End Times (Sections 3.1000 and 3.1200), as long as they agree not to make these differing beliefs matters of contention by seeking to teach them or persuade others of them. While these doctrinal matters are not essential to salvation, Gracespring Bible Church has a responsibility to teach and practice the doctrines indicated in the foregoing Statement of Faith in its entirety, and not permit the teaching of positions not consistent with our interpretation of Scripture and Statement of Faith.

4.200 Privileges & Responsibilities: Membership in this church shall not vest in any member any proprietary rights in the Corporation, but shall only entitle the member to vote at a meeting of the members on those matters that the Elder Team chooses to submit to the church membership or may be required to be submitted by this Constitution. The privilege and corresponding responsibility of membership shall include:

4.201 Attend Elder meetings, as allowed in section 5.600.

4.202 Review of the church's financial report upon request.

4.203 Use of spiritual gifts and natural talents to serve Christ in the church.

4.204 Generous financial support of the church.

4.205 Protection of the unity of the fellowship following the principles of Matthew 18 in resolving conflict.

4.206 Prayer for and encouragement of others in the church.

4.300 Rights: Subject to the terms of this Constitution, active voting members have the right to vote on the following matters as presented by the Elder Team:

4.301 Buying or selling real property, except gifted property.

4.302 Annual budget under Section 4.604.

4.303 Approving indebtedness under Section 5.306.

4.304 Calling and suspending or terminating the Lead Pastor/Teacher under Sections 8.200, 8.300 or 8.400.

4.305 Termination of Elders under Section 5.800.

4.306 Affirmations of the staff called by the Elder Team under Section 9.100.

4.307 Amendments to the Constitution under Section 12.100.

4.308 Planting of additional area churches using the Gracespring staff, facilities, or financial resources.

4.309 Changes to the church name or meeting location.

4.400 Discipline: Church member discipline is a somber process administered by the Elder Team, guided by the principles of restoration and discipline found in Galatians 6 and Matthew 18. Causes for member discipline may include but are not limited to the items in Section 4.500. Any person excluded from membership may, upon the recommendation of the Elders, be restored.

4.500 Termination: Termination of membership with Gracespring Bible Church may occur but is not limited to, the following ways:

4.501 Death

4.502 Resignation. By filing a written resignation with the secretary of the church.

4.503 Exclusion. It is the responsibility of the Elders, in harmony with Scriptures, to exclude from membership any person who, after admonition, continues to: (a) hold to false or heretical doctrine (Romans 16:17-18; 1 Timothy 6:3-5; Titus 3:10-11); (b) live in an immoral manner contrary to the teaching of Scripture (Matthew 18:15-17; 1 Corinthians 5:9-13; 2 Corinthians 6:14-17; 2 Thessalonians 3:6,11); (c) sow discord and disturb the unity of this church.

4.504 Inactivity. Any person who fails to attend or participate in the worship or ministry of Gracespring Bible Church for a period of 12 months shall be considered inactive and forfeits their right to participate as a voting member in a quorum as described in section 4.601. Exceptions can be made at the discretion of the Elders (i.e., missionaries, shut-ins, disabled members, etc).

4.600 Meetings: The types of member meetings are annual or special. Annual or special meetings shall ordinarily be held at the normal meeting place of Gracespring Bible Church. The Chairman of the Elder Team will conduct the member meetings in good faith and in a fair and reasonable manner according to this Constitution. All business will be conducted as presented by the Elder Team. The Secretary shall record minutes of all annual and special meetings.

4.601 Quorum. Ten percent (10%) of the total membership or at least 50 voting members present, whichever is greater, shall constitute a quorum for any transaction of business at annual or special, or adjourned annual or special meetings. Absentee ballots shall count towards the number required to constitute a quorum.

4.602 Notice. Public notice of the time and place of the annual meeting and special meetings shall include the time, place and purpose for the meeting. Public notice of each annual meeting and each special meeting shall be announced from the pulpit on two successive Sundays and shall be published in the bulletin and communicated through electronic notification prior to such meeting.

4.603 Voting. All issues before the membership for a vote, unless otherwise specified in this Constitution, shall require approval of a majority of the members present and voting to pass. Voting privileges extend to members 18 years of age and older. Voting methods as determined by the Elders shall include documented responses of membership and ensure voter privacy. Voting methods will not include responses of any kind from non-members in attendance.

4.604 Annual Meeting. The annual meeting shall be held on a date set at the discretion of the Elder Team. The Elder Team shall determine the agenda for the annual meeting. The Treasurer, or person delegated by the Elder board, will present a financial report for the current fiscal year and a budget for the coming year. Annual financial reports will be made available for review upon public notice of the annual meeting and affirmed by the Elder Team after the close of the fiscal year. Absentee ballots will be made available for annual meetings.

4.605 Special Meetings. Special meetings of the membership may be called by the Elders, or petitioned by voting members with signatures of at least fifteen percent (15%) of the membership. If a special meeting is called by the Elder Team, absentee ballots may be accepted. However, if a special meeting is brought by petition of voting members, no absentee ballots will be accepted.

ARTICLE V: Government

5.100 **Elder Origin:** This church acknowledges the Lord Jesus Christ as it's only Head, and receives the Scriptures as the only infallible authority and guide in matters of faith, church order, and discipline. The government of this church is vested in the Elder Team and is subject to the final legal authority and direction of the Elder Team. As the New Testament teaches that the local congregation is under the direction of a plurality of Elders (Acts 14:23, 20:17; 1 Thessalonians 5:12; 1 Timothy 3:1-7, 5:17; Titus 1:5-9; Hebrews 13:17; 1 Peter 5:1-5), within the guidelines and limitations of these Articles, all the activities and affairs of this church shall be exercised by and under the direction of the Elders.

5.101 Each Elder will function as an overseer for all church ministries. Under the leadership of the Elders, teams of men and/or women will serve according to their spiritual giftedness and current ongoing needs of our church and greater local community. Community building and Biblical discipleship must be a part of every church ministry and leadership team.

5.102 The term "Elders" and "Elder Team" as used in this Constitution shall have the same meaning.

5.103 A Chairman and Vice-Chairman shall be elected from within the Elder Team and shall serve as corporate officers.

5.104 The term "Constitution" as used in the Constitution means this Amended & Restated Constitution.

5.200 **Mission:** Elders are to be Christ's overseeing leaders mediating Christ's authority and headship within the body of Christ. The mission of the Elder Team is to lead, coordinate, and assure the integrity of the strategic direction of Gracespring Bible Church in accomplishing our Mission in accordance with Biblical principles. The Elder Team is charged with protecting the integrity of the church by giving particular focus on these areas:

5.201 Integrity in the use of Scripture in all church-originated gathering and teaching venues,

5.202 Integrity in the use of resources (finances, people, buildings, etc.),

5.203 Integrity in leadership identification and development,

5.204 Integrity by example in personal and corporate prayer.

5.300 **Decision Making:** The Elder Team, submitting to the headship of Christ, is to oversee all of the affairs of the church and is the final legal authority within the church. Submission to one another in servant/leadership is to be reflected in the structure and character of our Elder Team. Unity amidst diversity is Biblically mandated (John 13:34-35) and is essential to our body. Elder decisions shall be made with a broad base of input from membership. Elder decisions should be made by clear consensus (at least a 2/3 majority) if not unanimity. Without prejudice to such general powers, but subject to these same limitations, it is hereby expressly declared that the Elder Team shall have the following powers in addition to the other powers enumerated by this Constitution:

5.301 To select and remove all officers or agents of the corporation, pastors, and deacons with the exception of the Lead Pastor/Teacher; prescribe such duties for them consistent with the Scriptures, with law, with the Articles of Incorporation, or with this Constitution; and fix the terms of their offices.

5.302 To raise and receive funds and make such disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation, thereof and generally to conduct, manage, and control the activities and affairs of the Corporation and to make such rules and regulations consistent with

the Scriptures, with law, with the Articles of Incorporation, or with this Constitution, as they may deem best.

5.303 To manage, upkeep and responsibly and comprehensively use all property according to the needs of our church body and the larger area community.

5.304 To authorize any officer or officers, agent or agents, to enter into any contract or to execute any instrument, document, or agreement in the name of and on behalf of the Corporation, such authority may be general or confined to specific instances. Unless so authorized by the Elder Team, no officer, agent, or employee shall have any power or any authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

5.305 To establish and amend policies and practices for the church consistent with the purposes of this Corporation.

5.306 To contract, borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered, in the corporate name, contracts, agreements, promissory notes, bonds, debentures, mortgages, security agreements, pledges, or other evidences of debt and securities and agreements related thereto. Any indebtedness incurred by the Elder Team shall not exceed 10% of the Corporation's current annual budget without congregational approval. Subject to the limitations of the Articles and this Constitution and of applicable Michigan law, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Elders.

5.307 To share responsibility with the Pastoral Staff of oversight & regular engagement of men and women in volunteer leadership roles, committees, etc.

5.308 To act as advocates for the pastoral staff by providing accountability relationships for each pastor.

5.309 To determine the organizational and administrative structure of the church.

5.310 To review annually the church's Vision and Values and communicate them clearly to the congregation.

5.400 **Qualifications:** Elders shall be men who meet the qualifications described in 1 Timothy 3:1-7, Titus 1:6-9 and 1 Peter 5:1-3. They must be characterized by spiritual maturity seen in their personal character; their love for God and people; and the ability to discern and communicate God's Word; their personal leadership, and their example to this church. Elders must be active in ministry at this church, regular attendees of the church's services so far as they are able and accept the church's Constitution and Statement of Faith.

5.500 **Selection:** The Elder Team shall be composed of qualified men as described above (5.400) as well as the Lead Pastor/Teacher who shall have voting privileges. At the discretion of the Elders, one additional pastor may also be appointed to serve as a voting member of the Elder Team. The number of Elders is to be determined as follows according to the shepherding and oversight needs of the church. Based on the previous year's average general attendance (including virtual attendance): no more than one Elder for every 50 attendees, and no fewer than one Elder for every 300 attendees. The Elder Team may adjust the number of Elders each year accordingly. The membership shall have opportunity to recommend candidates. The Elder Team will then be responsible to prayerfully consider, vet, and nominate candidates in light of the qualifications stated above. Upon nomination by Elders, those willing to serve shall be presented to the membership for affirmation. No pastor may serve in an officer role on the Elder Team.

5.600 **Meetings:** Regular meetings of the Elder Team shall be held on dates selected by the Elder Team with notice to the congregation. All members may attend any meeting; however the Elder Team may reserve the right of holding executive sessions for the purpose of discussing private matters. Special meetings may be called at the request of any two Elders, or the Chairman. Notice of

special meetings shall be made by telephone to home or business numbers or e-mail or other communication as shown in the records of the Corporation, or by written notice mailed to the Elder's residence. Said notices shall state the time, place, and business, which are intended to be the subject of the special meeting. A majority of the voting Elders shall constitute a quorum for the transaction of business at any meeting of the Elders.

5.601 Any action required or permitted to be taken by the Elder Team may be taken without a meeting if all members of the Elder Team shall individually or collectively consent in writing to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a unanimous vote of the Elder Team and shall be documented by attaching the signed resolution with the minutes of the proceedings of the Elder Team.

5.602 Members of the Elder Team may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another and all non-present Elders are given opportunity to express consent or reservation prior to or subsequent to discussion.

5.700 Service: Each Elder, upon appointment, shall be asked to commit to a three-year term. An Elder, except for the Lead Pastor/Teacher, may serve no more than two consecutive terms without a year of sabbatical. After completion of the required sabbatical, an individual is again eligible to be nominated to Elder service. Each year, each Elder shall evaluate, collaboratively with at least 2 other Elders, his continued service as an Elder, again considering the Biblical qualifications as well as any personal factors that might affect service. An individual's service as an Elder may be discontinued by his own decision or by failing to be affirmed by the majority of the current Elder Team.

5.800 Termination: The Elders, by a two-thirds (2/3) majority vote, may suspend or terminate an Elder for cause as defined below but no more than four Elders within a six-month period. Cause may include, but is not limited to, an Elder: (a) holding to false or heretical doctrine; (b) living in an immoral manner contrary to the teaching of Scripture; or (c) sowing discord and disturbing the unity of the church. The membership present at an annual or special meeting duly called may terminate any Elder for any substantiated cause by a simple majority vote.

ARTICLE VI: Deacon/Deaconess

6.100 Qualification: The Deacon/Deaconess shall consist of members possessing the qualifications described in 1 Timothy 3:8-13 and Titus 2:3-5 and shall be selected as determined necessary or beneficial by the Elder Team with input from members of the church. The Deacon/Deaconess occupies a position of honored and humble service, implementing important ministry within the body of Christ.

6.200 Service: The Deacons/Deaconesses shall serve at the discretion of the Elders. Under the servant-leadership of the Elders, the team of Deacon/Deaconess will serve according to their spiritual giftedness. The Deacons/Deaconesses are subject to the authority and discipline of the Elders in the same manner as set forth in Section 5.800 above, except that the termination need not be confirmed by an annual or special meeting of the membership. The Deacon/Deaconess serves under the authority of the Elders with the purpose of freeing the Elders for their shepherding and oversight ministries. Responsibilities will be determined in consultation with the Elders, and regular reporting will be made to the Elder Team by the ministry team.

ARTICLE VII: Officers

7.100 General: The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Elder Team, other officers as may be appointed as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Elder Team may determine.

7.200 Selection: The officers of the Corporation, shall be chosen annually by, and shall serve at, the pleasure of the Elder Team. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be elected and qualified.

ARTICLE VIII: Lead Pastor/Teacher

8.100 Duties: The Lead Pastor/Teacher's main duties shall be prayer and the ministry of the word (Acts 6:4), the equipping of the saints for the work of ministry (Ephesians 4:12), and the shepherding and oversight of the church (1 Peter 5:2). He shall be an *ex officio* member of all councils and committees, and a voting member of the Elder Team. At the discretion of the Elder Team, and with agreement of the Lead Pastor/Teacher, one member of the Pastoral Staff may be selected to be a voting member of the Elder Team in lieu of the Lead Pastor/Teacher.

8.200 Call: A Lead Pastor/Teacher shall be called to service by an affirmative congregational vote of two-thirds (2/3) of the members present at a duly called annual or special meeting for this purpose. Church membership will be automatic for the Lead Pastor/Teacher and his wife, if married, on acceptance of the call.

8.300 Term and Termination: The Lead Pastor/Teacher's term of office shall be indefinite. A vote may be taken by the members at any time to terminate the Lead Pastor/Teacher's services subject to the following: It shall be placed on the agenda of an annual or special meeting, provided that it is presented by majority vote of the Elder Team, or by petition of 15% of the active voting members. A majority vote of ballots cast shall be required to terminate the Lead Pastor/Teacher's services. No written absentee ballots will be accepted.

8.400 Suspension: In the event of doctrinal and/or moral defection, the Lead Pastor/Teacher's services may be suspended immediately by action of the Elder Team, to be ratified within 30 days by a majority vote of the written ballots cast at a special meeting of the voting members called for that purpose.

8.500 Qualifications: The Lead Pastor/Teacher shall be a man of consistent Christ-like character. The Elder Team will determine other qualifications for the position, such as education and experience. The Lead Pastor/Teacher shall also meet the qualification of 1 Timothy 3, Titus 1:6-9 and 1 Peter 5: 1-4. The Lead Pastor/Teacher shall be in complete agreement with this Constitution including the Statement of Faith.

8.600 Title: Although the title of Lead Pastor/Teacher is used throughout this Article and other Articles, the actual title of this position may be modified by the Elder Team as deemed appropriate, without changing the requirements and responsibilities of the position.

8.700 Interim: A person holding this position on an interim basis shall meet the requirements of Article 8 with the exception of automatic inclusion as a voting Elder and receiving automatic church membership.

ARTICLE IX: Pastoral Staff

- 9.100 Call:** The Pastoral Staff will be called by a two-thirds majority vote of the Elder Team. The length of time of service will be at the will of the Elder Team. Church membership for these staff members and spouses, if any, assuming they are both interviewed, will be automatic on their accepting the call. All Pastoral Staff must also be affirmed by a majority vote of the membership present at a duly called meeting for this purpose. With the exception noted in 8.100, no member of the Pastoral Staff shall serve on the Elder Team.
- 9.200 Qualifications:** Pastoral Staff members shall be men or women of consistent Christ-like character. The Elder Team will determine other qualifications for a particular position, such as education and experience. Pastoral Staff members shall also meet the qualification of 1 Timothy 3, Titus 1:6-9 and 1 Peter 5: 1-4. All members of the Pastoral Staff shall be in complete agreement with this Constitution including the Statement of Faith.
- 9.300 Church Staff:** Church employees who are not ordained clergy (pastors) may be hired and deployed in ministry and/or operational work by the Pastoral Team and/or other pertinent staff leaders/managers according to the constraints of the approved annual budget.

ARTICLE X: Miscellaneous

- 10.100 Gifts and Property:** The Corporation shall have power to receive, either by gift or purchase, and hold such real, personal or mixed property as is authorized by the State of Michigan and is deemed necessary for the business of the Corporation and shall have the power to dispose of such property, mortgage, deed or otherwise, within the limits of this Constitution.
- 10.200 Disputes:** In any dispute arising between church members, pastors or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to the property purchased with church contributions, the dispute shall be resolved by the Elder Team of the church (or a duly appointed Committee of the Elder Team at the sole discretion of the Elders). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1-3). No member or groups of members may file any lawsuit against the Corporation, the Elders, ministry staff or officers for disputes concerning ecclesiastical or doctrinal matters.

ARTICLE XI: Limitation of Liability

- 11.100 Liability:** No member of the Elders or officers of the Corporation who is a volunteer or staff member shall be personally liable to this church for monetary damages for a breach of fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability for any of the following:
- 11.101** A breach of duty of loyalty to the Corporation;
- 11.102** Acts of intentional misconduct or knowing violation of the law;
- 11.103** A transaction from which the Elder, officer, volunteer or staff member derived an improper personal benefit; or
- 11.104** An act or omission that is grossly negligent.

11.200 Indemnification

11.201 Indemnification: Third Party Actions. Unless the Elder Team otherwise determines by vote consistent with this Constitution, the Corporation shall indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Corporation) by reason of the fact that the person is or was an Elder, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as an Elder, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members, and with respect to a criminal action or proceeding, if that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, rebut the presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

11.202 Indemnification: Actions in the Right of the Corporation. Unless the Elder Team otherwise determines by vote consistent with this Constitution, the Corporation shall indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Elder, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of this Corporation as a Elder, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, business Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

11.203 Indemnification: Mandatory and Permissive Payments.

11.203.1 To the extent that a Elder, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 11.201 or Section 11.202 of this Article, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.

11.203.2 This Corporation, unless ordered by a court or as otherwise determined under the following provisions of this Subsection 11.203.2, shall make an indemnification under Section 11.201 or Section 11.202 of this Article. The indemnification shall not be made if the Corporation determines that indemnification of the Elder, officer,

employee, volunteer or agent is not proper in the circumstances because that person has not met the applicable standard of conduct as set forth in either Section 11.201 or Section 11.202. That determination shall be made in any of the following ways:

11.203.2.1 By majority vote of a quorum of the Board consisting of Elders who were not parties to the action, suit or proceeding.

11.203.2.2 If that quorum is not obtainable, then by a majority vote of a Committee of Elders who were not parties to the actions suit, or proceeding. The Committee shall consist of not less than two (2) disinterested Elders.

11.203.2.3 By independent legal counsel in a written opinion.

11.203.3 If a person is entitled to indemnification under Section 11.201 or Section 11.202 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

- 11.204** **Indemnification: Expense Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 11.201 or Section 11.202 of this Article shall be paid by this Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Elder, officer, employee, volunteer, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 11.205** **Indemnification: Continuation of Right.** The indemnification provided in Sections 11.201 through 11.204 of this Article shall continue as to a person who has ceased to be a Elder, officer, employee, volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of any deceased or former Elder, officer, employee or agent who would have been entitled to indemnification.
- 11.206** **Indemnification: Hereunder Not Exclusive.** The indemnification or advancement of expenses provided in Sections 11.201 through 11.204 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 11.207** **Insurance.** The Corporation will purchase and maintain insurance on behalf of any person who is or was a Elder, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a Elder, officer, employee or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under Sections 11.201 through 11.206 of this Article.
- 11.208** **Mergers.** For purposes of this Article, references to the "Corporation" include all constituent Corporations absorbed in a consolidation or merger, as well as the resulting or surviving Corporation, so that any person who is or was a Elder, officer, employee or agent of the constituent Corporation, or is serving as a Elder, officer, employee, volunteer or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving Corporation or business Corporation as the person would if he had served the resulting or surviving Corporation or business Corporation in the same capacity.

ARTICLE XII: Amendments and Dissolution

- 12.100 *Amendments:*** Amendments to this Constitution may be made by the Elder Team with affirmation of a two-thirds (2/3) vote of the members present and voting at any annual or special meeting called for this purpose. (See 4.602). All proposed changes in this Constitution must be recommended by the Elders and presented to the congregation by notification in accordance with 4.602, or at an annual or special meeting prior to the annual or special meeting duly called to vote on the proposed changes in the Constitution.
- 12.200 *Dissolution:*** In the event of dissolution of this Corporation, all of its tangible assets and holdings shall be distributed to such other existing non-profit (Section 501(c)(3)) ecclesiastical Corporations as provided in Article 5(c) of its Articles of Incorporation as amended from time to time.
- 12.300 *Amended and Restated Constitution:*** This Amended & Restated Constitution of the Gracespring Bible Church amends and restates in its entirety, the existing Constitution of this Corporation adopted September 12, 1992, effective October 1, 1992; revised in January 1997 as per the December 30, 1996 Deacon Board meeting; amended and restated September 30, 2002; revised January 25, 2009; revised May 1, 2011; revised September 19, 2013; revised May 28, 2015; again revised 6/16/2016. This Amended & Restated Constitution constitutes the by-laws of this Corporation under provisions of M.C.L. 450.181 and 450.2231.