

**CONSTITUTION AND BYLAWS
of Sovereign Grace Chapel of Youngstown**

THE PREAMBLE

WHEREAS the laws of the state of Ohio require a corporation to submit a Constitution and Bylaws, and

WHEREAS God wants things done decently and in order, (1 Corinthians 14:40), and

WHEREAS God is not the author of confusion, (1 Corinthians 14:33), and

WHEREAS we need to know how to behave ourselves in the house of God (1 Timothy 3:15), and

WHEREAS the Constitution and Bylaws is an attempt to provide God's people of Sovereign Grace Chapel with guidelines that will give us the privilege and responsibility of fulfilling the purpose of the local Church, and

WHEREAS it is recognized that the Constitution and Bylaws do not guarantee the success of the Church, and they are not intended to provide specific details that allow the people of God to function mechanically apart from the Spirit of God (John 4:24) and the Word of God (2 Timothy 3:16), and

WHEREAS it is our desire to be governed in accordance with the New Testament pattern, which is essentially a "theocracy", this Church acknowledges that it is under the headship of the Lord Jesus Christ (Colossians 1:18). His leadership is to be carried out by means of a plurality of elders (overseers) (Philippians 1:1), with the assistance of deacons (servants) (Acts 6:1-6), and

WHEREAS the needs of the Church will be met by the faithful teaching of God's Word, by the diligent oversight of the elders assisted by the deacons, and by every member exercising his gift in submission to the Word of God and the Spirit of God (1 Corinthians 3:16),

BE IT RESOLVED that the Constitution and Bylaws of Sovereign Grace Chapel be adopted as follows:

Bylaws

**ARTICLE I
Name and Location**

The name of this Corporation is Sovereign Grace Chapel. It is an Ohio nonprofit religious Corporation with the principal offices in Youngstown, Ohio.

**ARTICLE II
Purpose**

This Corporation is organized for exclusively religious purposes. Sovereign Grace Chapel is endeavoring to be a unified body that glorifies God by seeking to edify and equip believers within the church to disciple the church towards greater Christ-likeness and evangelize our community and the world (Romans 8:28-30; Colossians 1:28-29; Ephesians 4:11-16; Matthew 28:18-20).

**ARTICLE III
Statement of Faith**

Bible

We believe that the 39 books of the OT and 27 books of the NT are God-breathed, inerrant, authoritative, and sufficient for all matters of doctrine and obedience (Ps 19:7-11; 2 Tim 3:16-17).

God

We believe there is one God, eternally existing in three persons: Father, Son, and Holy Spirit, equal in essence, but distinct in person, holy, eternal, unchanging, independent, omnipresent, absolutely sovereign over all things,

omnipotent, omniscient of past-present-future, judge, good, gracious, loving, and merciful (Ps 139, 145). We teach that the chief end of God is to glorify Himself and enjoy Himself forever (Ex 20: 5; Num 14:20-1).

Person of Christ

We believe that the Son of God is co-eternal and co-equal with the Father and the Holy Spirit. He took upon Himself a human nature, born of a virgin woman, perfectly obeying the Law, was obedient to death on a cross and rose from the dead. Jesus Christ is fully God and fully man (John 1:1-2, 14; Gal 4:4-5; Phil 2:5-8).

Man

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen 1:26-27.) Rejection of one's biological sex is a rejection of the image of God within that person. We teach that Adam was created upright, material and immaterial, but sinned in Eden and the human race was plunged into sin and ruin (Gen 3). Every person is accountable to God's Law, but constantly violates it. Every aspect of man is tainted by sin: will, mind, affections, and actions (Rom 3; 8:7); so that man merits the just wrath of God.

Salvation

We believe that God saves sinners by grace alone, through Christ alone (Jn 14:6). Christ died efficaciously as a substitute, propitiation, redemption, and reconciliation for His people (John 10:11; Rom 8:32; Eph 5:25). Christ took the wrath of hell-deserving sinners and imputes His righteousness to them by His death and resurrection (2 Co 5:21). The Holy Spirit applies the work of Christ to sinners through regeneration. All righteous living in the believer is produced by the God's grace working in them (Ph 2:12-13; Col 1:29). All regenerate believers in Christ must and will persevere in the faith to the end (Mt 10:22; 24:13).

Responsibility of Man

We believe that God commands all people everywhere to repent and believe the gospel (Mk 1:15; Acts 17:30). A sinner is justified before God by faith alone. This faith is a penitent faith and will produce good works that are in no sense meritorious toward his justification (Romans 3-4; Eph 2:10; James 2).

Church

We believe that the Head of the church is Christ (Col 1:18), consisting of believers throughout the world. He appoints elders to lead the local church (1 Tim 3). The purpose of the church is to edify one another and evangelize the lost (Mt 28:18-20). We believe that two ordinances were given to the church symbolizing the saving work of Christ: baptism and communion. Only those who have repented and believed the gospel should participate in the ordinances. We teach that church discipline is to be practiced in obedience to Christ (Mt 18:15ff).

End Times

We teach that Christ will come gloriously and powerfully to deliver His own and judge the unrepentant. There will be a resurrection of both the righteous believers and the wicked unbelievers. The righteous shall enjoy eternity in heaven worshiping the Triune God, but the unrepentant and unbelieving shall be cast into the lake of fire and shall be tormented day and night, forever and ever (Mt 25:46; Rev 20:10, 15)

Sex and Marriage

We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen 2:18-25.) God's good purposes in sex are to glorify Himself through ratification of the marriage covenant (Genesis 2:24), expression of love inside of marriage (Song of Solomon), procreation (Gen 1:28; 9:1-7), pleasure (Prov 5) and prevention of adultery (1 Co 7:1-5). Adultery, fornication, polygamy, incest, bestiality, pedophilia and homosexuality are all condemned as sinful in the Bible. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11.) We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.) Believing sexual perversion to be sinful does not condone any sinful attitudes or behavior towards such persons.

ARTICLE IV Corporate Membership

Section 1. Corporate Members

The Corporation shall have no members. Any action, which would otherwise require approval by a majority of all members, shall only require approval of the Board of Elders. All rights, which would otherwise vest in the members, shall vest in the Board of Elders.

Section 2. Members of the Fellowship

Nothing contained in Section 1 of this Article shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as “members” even though such persons are not corporate members.

ARTICLE V Church Membership

Section 1. Purpose of the Fellowship

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 of these Bylaws.

Section 2. Active Membership

Active membership in Sovereign Grace Chapel shall be open to all persons who confess Christ as their Lord and Savior, and have general agreement with the statement of faith, and who have been baptized and are seeking to live a life consistent with their confession of Christ as Lord.

Section 3. Voting Privileges

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 Board of Elders chooses to submit to the church membership for affirmation. In such cases, voting privileges are restricted to active members who are in good standing, who are not under any disciplinary action. Membership shall not be assignable inter vivos by any member, nor shall membership vest to any personal representative, heir, or devisee.

Section 4. Applications for Membership

All requests for membership shall be made to a Pastor (Elder). Upon making such a request, the person shall be given an application for membership, along with a copy of the Statement of Faith and a copy of the Bylaws. A Pastor (Elder) shall meet with the applicant after receiving the application and to talk with them about their conversion, Christian life, understanding church discipline, and responsibilities of membership. Acceptance for membership shall be decided upon by the elder board.

Section 5. Denial of Membership

If, upon review of an application for membership or after meeting with a prospective member, the Board of Elders determines that the applicant does not confess Jesus Christ as his or her Lord and Savior, or has serious disagreement with the statement of faith, or that there is a lack of evidence of a godly lifestyle, membership shall be denied. The decision made by the Board shall be final until applicant gives evidence of a life consistent with their confession of Christ as Lord.

Section 6. Admission of Applicants

Applicants admitted to membership shall, if possible, present themselves at a worship service designated by the Board of Elders, at which service such applicants shall publicly affirm their Membership Commitment and Responsibilities and be publicly acknowledged as members.

Section 7. Responsibilities of Members

To assist each member to walk worthy of his calling in Christ Jesus, it shall be the duty of each member of this Church to:

- A. Demonstrate the love of Christ to one another. (John 13:34,35; 1 John 4:7)
- B. Be accountable to others for his growth in Christ and be an encouragement to others to grow in Christ. (Hebrews 3:13; 10:24,25)
- C. Pray with and for one another in the local Church and for all believers in the Lord Jesus Christ, thereby sharing our burdens, sorrows and joys. (Romans 12:15; Ephesians 6:18)
- D. Be thoughtful of and courteous to one another, be slow to take offense and be quick to forgive and to seek forgiveness. (Ephesians 4:29-32; James 1:19)
- E. Be faithful in the use of his spiritual gifts to minister in our local church. (Philippians 4:3, 1 Peter 4:10)
- F. Contribute, as the Lord enables, to the financial support of the Church, the relief of the needy and the evangelization of all people. (1 Corinthians 9:3-18; 16:2; 2 Corinthians 8:1-5; 9:6-8)

- G. Engage regularly in personal Bible reading and prayer, and establish family devotions where possible. (Psalm 1:1-3; 1 Thessalonians 5:17)
- H. For Parents, to seek to bring up their children in the discipline and instruction of the Lord. (Deuteronomy 6:6,7; Ephesians 6:4). For Husbands, to seek to love and lead their wives as Christ loved the church (Ephesians 5:25). For wives, to submit to their own husbands as to the Lord (Ephesians 5:22). For children, to obey their parents in the Lord (Ephesians 6:1).
- I. Live his life in honesty and faithfulness before all men so that the name of Christ will be well spoken of as a result of his testimony. (Romans 12:17; 1 Thessalonians 4:11,12; Titus 2:10-12)
- J. Endeavor by example, by word and by prayer to win others to an acceptance of Jesus Christ as "Lord and Savior". (Matthew 28:19,20; Acts 1:8)
- K. Attend the worship services consistently and not forsake the assembling of the saints. (Hebrews 10:24,25)
- L. Be in submission to the spiritual leadership of the fellowship. (Hebrews 13:17)
- M. All members shall seek to resolve personal disputes with other believers through Christian mediation according to the principles of Matthew 18:15-20 and 1 Corinthians 6:1-11.

Section 8. Discipline of Members

The three main purposes of church discipline are to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to promote the spiritual welfare of the offending member by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however, (1) it shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and to correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then (2) the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. If the erring individual still refuses to heed this warning, then (3) it shall be brought to the attention of the Board of Elders. If the Board of Elders determines—after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18, 1 Timothy 5:19, and Titus 3:10—that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly-scheduled worship service in order that the entire church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly-scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then (4) he or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly-scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders, then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

Notwithstanding the foregoing, the Elders in the exercise of their discretion may proceed directly to the third stage of church discipline, (i.e. the informing of the church and the congregation thereof at a regularly-scheduled worship service in order that the church may call the erring individual to repentance) when one or more of the following have occurred;

- A) Where the transgression and the refusal to repent have been public, i.e. openly and to the offence of the whole Church;
- B) Where the first and second stages of church discipline have effectively occurred concurrently;
- C) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Elders, then chosen to disregard the direction and reproof of the Elders (Romans 16:17); or
- D) Where the disciplined party has been warned once by the Elders, or a duly constituted committee thereof, to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).

The members of this Church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as

defined in the previous paragraph, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elders, may inform a member, a regular attender, or other individual that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may but need not be concurrent with church discipline of that person.

Section 9. Removal from Roll

A member of this church who shall willfully, without plausible reason or excuse, absent himself or herself from the services of this church for a period of two months shall be subject to removal at the discretion of the Board of Elders.

Section 10. Regular Meetings

A regular Annual Meeting of the church members shall be held at the primary meeting place of the church each year. At such regular Annual Meeting, the members shall consider reports of the affairs of the Corporation, and transact such other business as the Elders determine shall be brought before the meeting, including but not limited to affirmation of the appointments made by the Elders of those who shall serve as Elders for the ensuing year and the election of those qualified in the offices of Deacons, and other church officers.

Section 11. Special Meetings

Special meetings of the members may be called at any time by a quorum of the members of the Board of Elders.

Section 12. Notice of Meetings

Notice of regular meetings shall be given from the pulpit by an elder for two successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin the Sunday prior to such meeting. Notice of special meetings shall be given from the pulpit at least seven (7) days prior to the meeting and shall be published in the regular church bulletin on the Sunday immediately preceding the meeting.

Section 13. Quorum

At all meetings of the members, whether regular, special or adjourned, the members present shall constitute a quorum for the transaction of business.

Section 14. Voting Rights

Those admitted to church membership do not constitute a legislative body, nor do they constitute members of the Corporation, and they cannot vote, pass resolutions binding upon the Corporation, nor shall they have any equity in the real property of the Corporation, or rights to vote on its disposal. All property of Sovereign Grace Chapel is irrevocably dedicated to religious and charitable purposes consistent with Article II and upon the liquidation or dissolution of said property will not inure to the benefit of any private person, only to a fund, foundation, or corporation for religious or charitable purposes in keeping with the purpose of the Church.

ARTICLE VI Elders

Section 1. Authority

Subject to the limitations of the Articles and these Bylaws and pertinent restrictions of the Corporation Code of the State of Ohio, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Elders, who are responsible for shepherding, servant-leading, and having oversight of the flock. Without prejudice to such general authority, but subject to these same limitations, it is hereby expressly declared that the Board shall have the following authority in addition to the other responsibilities enumerated by these Bylaws:

- A) To select and remove all the officers, agents, pastors, staff, and employees of the Corporation; prescribe such duties for them consistent with the Scriptures, with law, with the Articles of Incorporation, or with these Bylaws; and fix the terms of their offices and their compensation.
- B) To 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 these Bylaws, as they may deem best.

- C) To adopt, make and use a corporate seal, and to alter the form of such a seal from time to time as they may deem best.
- D) To establish policies and practices for the church consistent with the purposes of this Corporation.
- E) To administrate the ordinances of Baptism and Communion.
- F) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- G) To carry on business and apply any such profit that results from the business activity in which it may legally engage.

Section 2. Number of Elders

The number of elders at Sovereign Grace Chapel shall be as many as the existing elder board decides who meet the qualifications necessary for the office.

Section 3. Nomination, Selection, and Tenure of Office

Recommendations to fill the office of Elder shall be requested once a year from all church members. The Board of Elders shall review all nominations and determine each nominee’s qualifications. The Board shall then approve, disapprove, or add to the list of nominees. Nominees approved by the Elders in alphabetical order shall be put in the church bulletin at least three weeks prior to the public affirmation of nominated elders. At this public affirmation, the slate of nominees shall affirm their responsibilities as elders. The newly appointed Elders shall assume office immediately.

Section 4. Qualifications and Responsibilities

Each member of the Board of Elders must be an active member of this church and possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9. He shall be:

- A) Blameless as a steward of God; above reproach (1 Timothy 3:2; Titus 1:6-7).
- B) Husband of one wife; a one-woman man (1 Timothy 3:2; Titus 1:6).
- C) Temperate, sober, vigilant (1 Timothy 3:2).
- D) Sober-minded, prudent (1 Timothy 3:2; Titus 1:8).
- E) Of good behavior; orderly, respectable (1 Timothy 3:2).
- F) Given to hospitality (1 Timothy 3:2; Titus 1:8).
- G) Apt to teach; able to teach; he can exhort believers and refute false teaching (1 Timothy 3:2; Titus 1:9).
- H) Not given to wine (1 Timothy 3:3; Titus 1:7).
- I) Not violent; not pugnacious (1 Timothy 3:3; Titus 1:7).
- J) Patient, moderate, forbearing, gentle (1 Timothy 3:3).
- K) Not a brawler; uncontentious; not soon angry or quick-tempered (1 Timothy 3:3; Titus 1:7).
- L) Not covetous; not a lover of money; not greedy of base gain (1 Timothy 3:3; Titus 1:7).
- M) Rules well his own house. His children are faithful; not accused of rebellion to God (1 Timothy 3:4; Titus 1:7).
- N) Not a novice; not a new convert (1 Timothy 3:6).
- O) Has a good report or reputation with outsiders (1 Timothy 3:7).
- P) Not self-willed (Titus 1:7).
- Q) A lover of good men and things (Titus 1:8).
- R) Just, fair (Titus 1:8).
- S) Holy, devout (Titus 1:8).
- T) Self-controlled (Titus 1:8).

Responsibilities

- A) Strive to meet the above qualifications first and foremost, for without these he cannot serve with authority and God's blessing.
- B) Be an example to the Church in the practical aspects of the Christian life.
- C) Preach and teach the Word of God.
- D) Do the work of an evangelist.
- E) Train the body of Christ in the work of the ministry.

- F) Oversee and give guidance to the work of the Church.
- G) Guard the spiritual welfare of the Church and its members.
- H) Keep an accurate record of all baptisms, weddings and funerals that take place within our Church.
- I) Oversee and give guidance to the work of the Church, working in conjunction with the Pastor(s).
- J) Guard the spiritual welfare of the Church and its members.
- K) Visit the sick members of the congregation.
- L) Elect one of their number as Chairman at the first Elder meeting of the calendar year.
- M) Elect one of their number as Secretary at the first Elder meeting of the calendar year.

Section 5. Vacancies

Any Elder may resign effective upon giving written notice to the Chairman of the Board or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Elder, or if a need exists.

Section 6. Removal of Elders

Any Elder may be removed from office at any regular or special meeting of the Board if he is found to be physically or mentally incapacitated or spiritually unqualified (according to pertinent Scripture, including 1 Timothy 3:1-7 and Titus 1:5-9), after thorough corroborating investigation by the Elders in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19. When an Elder is removed because of sin that is deemed sufficient to disqualify him from shepherding, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the church and the congregation thereof at a regularly-scheduled worship service as prescribed in 1 Timothy 5:20.

Section 7. Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Elders of the Corporation may be held at any place within or without the State of Ohio.

Section 8. Regular Meetings

Regular meetings of the Board shall be held at a specified time and place agreed upon by the Elders. Regular meetings shall be open to church members.

Section 9. Special Meetings

Special meetings of the Board of Elders may be called at any time by order of the Chairman or Vice-Chairman or the Secretary of the Board of Elders or by a quorum of the members of the Board of Elders.

Section 10. Quorum

Except as otherwise provided herein, a majority of the Elders currently serving shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Elders in office shall constitute a quorum, provided such majority shall constitute one-half of the authorized number of Elders or at least two Elders, whichever is larger, or unless the authorized number of Elders is only one.

A majority of the Elders present, whether or not a quorum is present, may adjourn any meeting to another time and place. Whenever the matter to be considered concerns calling or dismissing a pastor, or buying or selling real estate, a quorum shall consist of not less than two-thirds of the members of the Board. Whenever the matter to be considered is of a nature to require action by Lay Elders only, a majority of the Lay Elders currently serving shall constitute a quorum. Except as the Articles of Incorporation, these Bylaws, and the Ohio Nonprofit Religious Corporation Law may provide, the act or decision done or made by the Elders present at a meeting duly held at which a quorum is present shall be the act of the Board of Elders.

Section 11. Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 12. Adjournment

A majority of the Elders present, whether or not a quorum is present, may adjourn any Elders' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Elders if the time

and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time and place shall be given prior to the adjourned meeting to the Elders who were not present at the time of the adjournment.

Section 13. Action Without Meeting

Any action required or permitted to be taken, by the Board may be taken without a meeting if all members of the Board 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 Board and shall be documented by attaching the signed resolution with the minutes of proceedings of the Board.

Section 14. Rights of Inspection

Every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

Section 15. Decisions of the Board of Elders

Decisions shall be reached after prayerful consideration by majority vote in a spirit of humility, with each Elder regarding one another before himself and willing to submit to the majority decision.

Section 16. Committees

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of one or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Elders, except with respect to:

- A) The approval of any action for which the Ohio Nonprofit Religious Corporation Law also requires member's approval (must be approved by the Board as a whole).
- B) The filling of vacancies on the Board or on any committee.
- C) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- D) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- E) The appointment of other committees of the Board or the members thereof.

The Board shall have the power to prescribe the matter in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the matter in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 18. Fees and Compensation

Elders (as such) shall not receive any stated or fixed salary for their services, however, nothing herein contained shall be construed to preclude any Elder from serving the Corporation in any other capacity and receiving compensation.

Any person receiving compensation directly or indirectly from Sovereign Grace Chapel shall not be in a position to determine the nature or amount of said compensation.

**ARTICLE VII
Deacons**

Section 1. Deacons

The Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13 and shall be nominated by members of the church. The Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation. The Deacons shall serve for an indefinite term. The Deacons shall assist the Elders at communion and baptismal services, aid in the general spiritual care of the church, and perform other duties as assigned by the Board of Elders.

A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding the mystery of the faith with a clear conscience, first tested and found beyond reproach.

Section 2. Nomination and Selection

The nomination and selection of Deacons shall be done in the same manner as for Elders, as set forth in Article VI, Section 3 of these Bylaws, except they shall be affirmed at the Annual Meeting by the members of the church.

Section 3. Vacancies

In the event that one of the above-mentioned offices becomes vacant, the Board of Elders may fill such vacancy.

ARTICLE VIII Officers

Section 1. Officers

The officers of the Corporation shall be a Chairman, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Elders. Elders may serve in more than one office as deemed necessary by the elder board.

Section 2. Election

The officers of the Corporation, except such officers as may be appointed in accordance with the provision of Section 4 of this Article, shall be chosen by, and shall serve at, the pleasure of the Board of Elders. 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.

Section 3. Removal and Resignation

Any officer may be removed upon disqualification and removal as an Elder per Article VI, Section 6 of these Bylaws.

Any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Elders, or to the Chairman, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5. Inability to Act

In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Elders may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Board may select.

Section 6. The Chairman

The Chairman shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Elders, have general supervision, direction, and control of the activities and officers of the Corporation. He shall preside at all meetings of the Board of Elders, which are to be conducted according to scriptural principles such as set forth in Philippians 2:2-8 and John 13. He shall be an ex officio member of all the standing committees, if any, and shall have powers and duties, as may be prescribed by the Board of Elders or the Bylaws.

Section 7. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Elders may order, of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, the original and a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings to the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

The Secretary shall keep a church membership register, or a duplicated membership register, showing the names of the members and their addresses.

Section 8 Treasurer

The Treasurer shall ensure the stewardship of the physical and financial resources of the Corporation, “taking precaution that no one should discredit us in our administration.... for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men” (2 Corinthians 8:20-21). He shall select “men of good reputation, full of the Spirit and of wisdom” (Acts 6:3) to implement and accomplish this responsibility.

The Treasurer shall ensure that all financial activities and transactions are consistent with all the Articles.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Elder.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name, and to the credit of the Corporation, with such depositories, as may be designated by the Board of Elders. He shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Elders, shall render, or cause to be rendered, to the Chairman and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders. He shall make, or cause to be made, the financial reports at each regular Board meeting and at the Annual Meeting of members.

ARTICLE IX Ordination, Licensing, and Commissioning

Section 1. Ordination

Ordination refers to the 2/3 recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

Section 2. Licensing

The license is issued by the Board of Elders and is given in recognition of a man's call to that ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the church. Licenses will be evaluated and issued on a yearly basis.

Section 3. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person is commissioned by the Board of Elders to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.

ARTICLE X The Teaching-Pastor

Section 1. Election

The Teaching-Pastor shall be selected by the Board and confirmed by the members of the church at its annual business meeting or a special meeting, and such confirmation shall be a majority of all the votes cast. He shall remain in office for an indefinite period of time subject to the following reservations: The Elders reserve the right to dismiss the Teaching-Pastor upon giving him one month's written notice of its intention to dismiss. The Teaching-Pastor must give one month's notice if he intends to resign. The time limit of a Teaching-Pastor resignation or dismissal is subject to a lesser time if both the Pastor-Teacher and the church by mutual agreement provide otherwise.

Section 2. Duties

The Teaching-Pastor shall be responsible to the Board of Elders. The Teaching-Pastor shall arrange for and conduct all public and regular services of the church and shall be responsible for general oversight of the spiritual welfare of the church with the other elders. In the absence of the Teaching-Pastor, the Board of Elders, shall be responsible to arrange for the public and regular services of the church.

ARTICLE XI Settlement of 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 property purchased with church contributions, the dispute shall be resolved by the Board of Elders of the church. 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).

ARTICLE XII Other Provisions

Section 1. Endorsement of Documents, Contracts

The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument 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 Board of Elders, no officer, agent or employee shall have any power or 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.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, when signed jointly by the Chairman, and the Secretary and the Treasurer of this Corporation shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2. Representation of Shares of Other Corporations

The Chairman or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions

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

Section 4. Amendments

These Bylaws may be amended, and new and additional Bylaws may be made from time to time at any time by the (2/3) majority decision of the Board of Elders in the exercise of the power granted to said Board of Elders in these Bylaws.

Section 5. Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE XIII Receipt, Investment, and Disbursement of Funds

Section 1.

The Corporation shall receive all monies or other properties transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of

Elders to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation as shown by said Articles.

Section 2.

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

**ARTICLE XIV
Corporate Records and Reports**

Section 1. Records

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of Ohio, as fixed by the Board of Elders from time to time.

Section 2. Inspection of Books and Records

Every Elder shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also its subsidiary organizations, if any.

Section 3. Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XV
Dissolution**

Upon dissolution of this Corporation, the Board of Elders shall cause the assets herein to be distributed to another Corporation or Corporations with purposes similar to that identified in Article II of these Bylaws and Article II of the Articles of Incorporation as amended.

**ARTICLE XVI
Miscellaneous Provisions**

All checks, drafts, demands for money and notes of the Corporation and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as the Board of Elders may from time to time by resolution designate.

CERTIFICATE

I, the undersigned, being the Secretary of Sovereign Grace Chapel, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the _____ day of _____, 2007, by the Board of Elders of said Corporation in a regularly called meeting on the same date, to wit, the _____ day of _____, 2007. I do further certify that the above Bylaws were adopted as the Bylaws hereof on the _____ day of _____, 2007, by the members of the church in a regularly called meeting on the same date, to wit, the _____ day of _____, 2007. Said Bylaws are, as of the date of the certification, the duly adopted and existing Bylaws of this Corporation.

In witness whereof, I have hereunto set my hand this _____ day of _____, 2007.