

# *BYLAWS OF GRACEPOINTE CHURCH, INC.*

## ARTICLE I NAME AND OFFICES

The name of this corporation is GracePointe Church, Inc., hereinafter also referred to as the "Church" or "GracePointe Church." The principal office of the church shall be located at 522 Franklin Road, Franklin, Tennessee 37069.

The Church may have such other offices, either within or outside the State of Tennessee, as the Leadership Council may determine from time to time.

## ARTICLE II PURPOSES

Within the meaning of the corporate purposes set forth in the Articles of Incorporation of the Corporation duly filed in the office of the Secretary of State of Tennessee, including all amendments duly made thereto, the purposes of the Corporation are as follows:

- A. The primary purposes of this Corporation are:
  - 1. To foster and nurture healthy spirituality through the establishment of a local church in the state of incorporation;
  - 2. To ordain, license and otherwise qualify ministers;
  - 3. To establish and maintain kindred institutions;
  - 4. To engage such employees as may be necessary to perform the duties involved in carrying on the Corporation's business;
  - 5. To receive contributions, to make donations, and to dispense charitable contributions through, and otherwise aid and support, those organizations qualified for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or subsequently amended;
  - 6. To perform any work and service that benefits members of the Corporation's community.
  
- B. The legal responsibilities and powers of the Corporation are:

1. To accept, receive, hold, sell, re-invest, and dispose of gifts, donations, devises, and bequests of both real and personal property;
  2. To purchase, acquire, own, hold, sell, use, mortgage, transfer, pledge, and deed in trust personal or real property; to supervise property of others; to borrow money; to issue bonds, debentures, and notes, and other obligations of this Corporation from time to time for any of the projects or purposes of this Corporation;
  3. To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and to receive property by devise or bequest;
  4. To borrow money and to contract debts, to issue bonds, notes, and other evidences of indebtedness, and to secure them by any or all of the property of this Corporation or to issue them unsecured;
  5. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with any persons, firm, or corporation; and
  6. To have and to exercise all powers conferred by Tennessee law upon nonprofit religious corporations, as that law is now in effect or may at any time hereafter be amended.
- C. Notwithstanding the foregoing statements of purpose and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes herein set forth, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the pecuniary gain of its members, officers and employees, or to distribute any gains, profits, or dividends to any of its members, officers, leadership or employees, as such. This Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes. Notwithstanding the payment of reasonable salaries and wages to those rendering services to the Corporation as allowed by law, no part of the net earnings of this Corporation shall ever inure to the benefit of any private shareholder or individual. No member, Leader, officer, employee, committee member or person connected with the Corporation or any other private individual shall receive, at any time, any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Leadership

Council. No such person or persons shall be entitled to share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation.

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

### ARTICLE III MEMBERSHIP

#### SECTION 1. MEMBERS

The membership of GracePointe Church shall consist of all persons whose names appear on the Membership Roll of the Church.

A member of the Church shall remain a member for life, or until they voluntarily withdraw their membership.

#### SECTION 2. DEFINITION OF MEMBERSHIP

A member of GracePointe Church is one who is a follower of Jesus, near or far, and is willing to be honest with themselves and others within the Beloved Community and who willingly supports the work of the Beloved Community with their time, treasure and/or talent.

#### SECTION 3. VOTING RIGHTS

On any matter coming before the Church for its determination, each member present shall be entitled to one (1) vote, which shall be exercised in person and not by proxy; and all such matters shall be determined at a regular or special Business Meeting of the members of the Church held in accordance with these bylaws by the vote of a majority of the members present and voting.

Members of the Church shall have the voting rights limited to the following matters:

- A. The election of the Leadership Council; and
- B. Dissolution of the Corporation.

All authority not herein vested in the members or in any officer pursuant to these bylaws is reserved in and to the leadership of the Church.

#### SECTION 4. TRANSFER OF MEMBERSHIP

Any member of the Church may resign or transfer affiliation by filing a written statement with the Community Life Pastor.

#### SECTION 5. MEETINGS OF THE MEMBERS

- A. ANNUAL BUSINESS MEETINGS: An Annual Business Meeting of the members shall be held during the first quarter of each fiscal year for the purpose of hearing the annual report, conducting Church business, and the electing members of the Leadership Council.
- B. NOTICE OF SPECIAL MEETINGS: Except where otherwise provided by these bylaws, notice to the members of the Church of any special business meeting of the Church shall be given orally at each Sunday service at least seven (7) days prior to such meeting and in writing by placing the announcement of said meeting in each Sunday bulletin, or using electronic media, during the same timeframe.
- C. QUORUM: Except where otherwise provided herein, the members present at any regular or special business meeting, for which proper notice has been given, shall constitute a quorum for the transaction of the business of the Church.

### ARTICLE IV OVERSIGHT OF THE CHURCH

#### SECTION 1. GENERAL POWERS

The day-to-day affairs and theological teaching of GracePointe Church shall be directed by the Pastoral Staff, upon consultation with the Leadership Council. The fiscal affairs of GracePointe Church shall be directed by the Leadership Council, upon consultation with the Pastoral Staff.

#### SECTION 2. NUMBER, TERM AND QUALIFICATIONS

The number of Leaders shall be no less than seven (7) and no more than eleven (11). The term of service shall be three (3) years. Election of Leaders shall be held at a business meeting of the Church. To be considered as a nominee for the Leadership Council, one must be a member in good standing of GracePointe Church for a minimum of one (1) year.

#### SECTION 3. REGULAR MEETINGS

A regular meeting of the Leadership Council shall be held at least monthly at a time and place determined by the Leadership Council.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Leadership Council may be called by the Pastoral Staff or at the request of one-third (1/3) of the Leaders. No meeting of the Leadership Council may be held without all of the Leaders and the Pastoral Staff being effectively notified.

SECTION 5. QUORUM

A majority of the Leadership Council shall constitute a quorum for the transaction of business at any meeting of the Council. For the purpose of obtaining a quorum for the transaction of business, a Leader unable to attend a meeting of the Leadership Council may give his or her proxy to another Leader in writing. The absent Leader's proxy shall count as a Leader present at the meeting for purposes of determining a quorum.

SECTION 6. COUNCIL DECISIONS

The act of a majority of the Leaders present at a meeting at which a quorum is present shall be the act of the entire Leadership Council, unless the act of a greater number is required by law or by these bylaws. In the event of a tie vote, the member of the Pastoral Staff with the longest tenure at the Church shall have one vote to eliminate the tie.

SECTION 7. VACANCIES, ADDITIONS, ELECTIONS AND REMOVAL

The Leadership Council shall determine, by majority vote, when a vacancy has occurred on the Council and/or whether an addition should be made to the Council. Any vacancy in or addition to the Leadership Council shall be filled by conducting the following process:

- Recommendations by the congregation;
- Leadership Council nominates candidates from among recommended members;
- Leadership Council presents candidates to the congregation; and
- Congregation votes, via a "yes" or "no" simple majority ballot.

For just cause, the Leadership Council may remove any member of the Leadership Council upon a 2/3 majority vote of the Council.

SECTION 8. ACTIONS WITHOUT A MEETING

Any action required or permitted to be taken by the Leaders may be taken without a physical meeting, provided the vote is documented in written or electronic form.

ARTICLE V  
OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be a President and a Secretary-Treasurer. The position of President shall be held by the Administrator of the Church. The position of Secretary-Treasurer shall be elected by Leadership Council from among its membership. The Officers shall have no powers, responsibilities, authorities or duties not explicitly granted them by Tennessee law.

SECTION 2. HIRING, RESIGNATION AND REMOVAL OF A PASTOR

- A. HIRING AND REMOVAL OF SENIOR PASTORS: The Leadership Council may hire or terminate any Senior Pastor upon a 2/3 majority vote of the Council. Termination of a member of the Senior Pastoral Staff shall be for just cause.
- B. HIRING OF PASTORAL OR OTHER STAFF: Upon the recommendation of the Senior Pastoral Staff, the Leadership Council may hire any Pastoral Staff upon a majority vote of the Council.
- C. REMOVAL OF PASTORAL OR OTHER STAFF: After receiving the advice of the Senior Pastoral Staff, the Leadership Council may remove any Pastoral Staff for just cause upon a majority vote of the Council.

SECTION 3. COMPENSATION

Leaders, as such, shall not receive any salaries for their services. However, the employees of GracePointe Church shall be entitled to reasonable compensation for the value of services rendered to the Church. The salary, wages, and benefits of all employees shall be set by the Leadership Council by a majority vote.

ARTICLE VI  
ORDINATION

The Leadership Council may ordain a person into vocational ministry after first examining the applicant. Final determination shall be within the absolute discretion of the Leadership Council and upon consultation with the Pastoral Staff.

ARTICLE VII  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS

The Leadership Council may authorize any officer or officers, agent or agents of GracePointe Church, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or may be confined to specific instances.

**SECTION 2. CHECKS, DRAFTS OR ORDERS**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of GracePointe Church shall be signed by such officer or officers, agent or agents of the Church and in such manner as shall from time to time be determined by resolution of the Leadership Council.

**SECTION 3. DEPOSITS**

All funds of GracePointe Church shall be deposited to the credit of the Church in such banks, trust companies, or other depositories as the Leadership Council may select.

**SECTION 4. GIFTS**

The Leadership Council may accept on behalf of GracePointe Church any contribution, gift, bequest, or device for any purpose of the Church.

**ARTICLE VIII  
REFUNDS OF CONTRIBUTIONS AND GIFTS**

All gifts, contributions and bequests made to the Church shall, in accordance with the law, be given with “no strings attached.” No gift, contribution or bequest made to the Church shall be refundable to any person, corporation or estate for any reason except by action of the Leadership Council in accordance with applicable law.

**ARTICLE IX  
FISCAL YEAR**

The fiscal year of GracePointe Church shall be the calendar year.

**ARTICLE X  
BOOKS AND RECORDS**

The Church shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Leadership Council, committees having and exercising any of the authority of the Leadership Council, and any other committee, and shall

keep at the principal office a record giving the names and addresses of the Leadership Council and Church members entitled to vote.

ARTICLE XI  
INDEMNIFICATION

Each Leader and/or Officer of GracePointe Church, now or hereafter serving as such, shall be indemnified by GracePointe Church against any and all claims and liability to which he/she has or shall become subjected by reason of serving or having served as such Leader or Officer of the Church, and GracePointe Church shall reimburse each such person for legal expenses reasonably incurred by him/her in connection with any such claim or liability. However, such indemnification of Leaders or Officers of the Corporation shall not be in effect in the event of claims arising out of his/her own willful misconduct or gross negligence, the same being determine by a majority vote of the Leadership Council.

ARTICLE XII  
DISSOLUTION

SECTION 1. DISSOLUTION PROCESS

Any decision to dissolve the Church, or the Corporation, shall be determined by conducting the following process:

- Leadership Council and Pastoral Staff vote to dissolve Church or Corporation by a vote of three-fourths (3/4). For purposes of this vote, members of the Pastoral Staff shall vote as if they were a member of the Leadership Council; and
- Congregation votes to dissolve Church or Corporation by a vote of two-thirds (2/3) of the members present at the Special Meeting.

SECTION 2. DISSOLUTION OF ASSETS

Upon the dissolution of the Church, the Leadership Council shall, after the payment of all the liability of the Church, dispose of all the assets of the church exclusively for the purposes of the Church in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provision of any future United States Revenue Law) as the Leadership Council shall determine.

ARTICLE XIII  
AMENDMENTS

These bylaws and the Articles of Incorporation may be altered, amended, or repealed and new Articles of Incorporation or bylaws may be adopted by a two-thirds (2/3) majority vote of the entire Leadership Council. At least seven (7) days written advance notice of said vote shall be given to each member of the Leadership Council.

CERTIFICATION OF SECRETARY-TREASURER

I, \_\_\_\_\_, do hereby certify that I am the duly elected and qualified Secretary-Treasurer and the keeper of the records and corporate seal of GracePointe Church, Inc., a non-profit corporation organized and existing under the laws of the State of Tennessee and that the foregoing is a true and accurate copy of the amended bylaws of the Corporation duly adopted at a meeting of the members thereof, convened and held in accordance with the bylaws of said Corporation and the laws of the State of Tennessee on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and that such bylaws are now in full force and effect.

\_\_\_\_\_  
Secretary-Treasurer

\_\_\_\_\_  
Date