

By-Laws of Grace Baptist Church

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1.0 Congregation and Membership

The Congregation shall consist of all persons who regularly attend the Church. Membership in this Church shall consist of all persons who have met the requirements for membership and who have been presented to the congregation and are listed on the membership roll.

1.1 Qualifications for Membership

- 1.1.1 A personal commitment of faith in Jesus Christ for salvation.
- 1.1.2 Baptism by immersion as a testimony of salvation.
- 1.1.3 Completion of the Church's membership class and its requirements or equivalent. This will include written acceptance of the Church Member Covenant.
- 1.1.4 Agreement with the Statement of Faith and consent to abide by the Constitution and By-Laws.

1.2 Initiating a Request for Membership

Persons desiring to become a member of the Church may initiate the process by presenting to a Church Leader, evidence of their personal faith in Jesus Christ as Savior and their being baptized by immersion, or their desire to be baptized by immersion, in the following ways:

- 1.2.1 By a profession of faith in Jesus Christ as Savior and requesting believer's baptism.
- 1.2.2 By coming with a profession of faith in Jesus Christ as Savior from a church of another denomination that doesn't practice baptism by immersion and requesting believer's baptism.
- 1.2.3 By letter from another church, Baptist or otherwise, indicating that the candidate was a member in good standing and has been immersed by believer's baptism.
- 1.2.4 By affirmation of faith in Jesus Christ as Savior and of previous baptism by immersion, when a letter from another church is not available.

1.3 Approval and Presentation of Candidates

Upon completion of preparation for membership, candidates for membership shall be approved by the Board of Elders. A Pastor or an Elder will present the candidates who have been approved for membership to the Congregation.

1.4 Privileges of Membership

- 1.4.1 All Members shall have the privilege of receiving the training, care and counsel offered by the Church to promote their spiritual growth and to equip them for service.
- 1.4.2 Every Member 18 years old or older may vote in the Church's Business Meetings. Candidates who have not completed all the requirements for membership shall not be considered eligible for voting.

1.5 Responsibilities of Membership

Members agree to actively participate in and support the commitments defined in the Church's Member Covenant.

1.6 Termination of Membership

Membership in the Church is terminated in the following ways:

- 1.6.1 By death.
- 1.6.2 By uniting with a church of a denomination to which the Church does not grant letters of dismissal.
- 1.6.3 By uniting with another church of like faith and practice; the Church Clerk, after Church approval, shall grant letters of dismissal for members in fellowship and good standing in the Church.
- 1.6.4 By individual request. Such a request shall be put in writing. A letter shall be sent to the individual and a copy maintained in the Church files.
- 1.6.5 By removal from the Church roll when the whereabouts of an individual has been unknown for a year or more.
- 1.6.6 By failing to respond to Church discipline as described in Section 1.7.

1.7 Discipline of Members

- 1.7.1 Underpinning a policy of church discipline, every reasonable measure will be taken to assist any troubled member. Church Leaders will be available for counsel and guidance in situations that may require Member discipline and restoration. Redemption, rather than punishment, should be the guideline which governs the attitude of one member toward another.
- 1.7.2 Should a serious condition exist which would cause a Member to become a liability to the general welfare of the Church, every reasonable measure will be taken by the Church Leaders to resolve the problem. The teaching of Matthew 18:15-17 and 1 Corinthians 5 shall provide guidance for the Church's responsibility for reconciliation. All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance.
- 1.7.3 Failing resolution of the problem, the Board of Elders may vote to terminate a relationship with the Member to be disciplined by a 2/3 majority vote. If the Board of Elders votes to terminate a relationship, the Member's name will be removed from the Church roll.
- 1.7.4 According to the spirit of II Corinthians 2:6-8, the Board of Elders may restore to membership any person previously excluded, upon request of the excluded person and by vote of the Board of Elders upon evidence of the excluded person's repentance and reformation.

2.0 Church Leadership

2.1 Composition

Church Leaders shall be defined as the Board of Elders, the Pastoral staff, and the Ministerial staff.

2.2 Duties

- 2.2.1 The Church Leaders shall be responsible for implementing the purpose and objectives of the Church according to the strategies, vision, and values developed by the Board of Elders as stated in the Constitution and By-Laws, Standing Rules, and Policies.
- 2.2.2 The Church Leaders shall be responsible for the prioritization, coordination and implementation of all the activities of the Church.

2.3 Meetings

The Church Leaders shall meet as required to coordinate and communicate the duties outlined in Section 2.2. These meetings may also include additional Members.

3.0 Board of Elders

The Board of Elders is a standing ministry of the Church. It is composed of the Senior Pastor and the lay Elders. The number of lay Elders is intended to be approximately one percent of the average weekly corporate worship service attendance for the prior calendar year up to a maximum of twelve.

3.1 Duties and Responsibilities

- 3.1.1 Care, pray, mentor and look out for the spiritual well-being of the Congregation.
- 3.1.2 Participate together in spiritual growth and accountability. Seek to set an example personally, as a team, and for the Church through prayer and obedience to God's Word.
- 3.1.3 Provide spiritual oversight and lead the development of the Church vision, mission, and plans.
- 3.1.4 Review Church budgets. Determine, after consultation with the Finance Committee, actions for addressing situations where giving either materially exceeds or falls short of Church budget. Provide oversight and management of any significant designated gifts to the Church.
- 3.1.5 Authorize Church policy.
- 3.1.6 Resolve conflict, lead church discipline, and act as an intermediary in church matters.
- 3.1.7 Form committees for either short term or long term purposes.

3.2 Qualifications

- 3.2.1 Elders shall be selected from men who are members of the Church.
- 3.2.2 Elders shall meet the qualifications of 1 Timothy 3:1-7 and Titus 1:6-9.

3.3 Selection

- 3.3.1 The Elder Nominating Committee will publish an announcement to the congregation that suggestions for nominees for Elder will be received from the congregation.
- 3.3.2 The Elder Nominating Committee will receive all suggestions for nominees from the congregation and assess the qualifications, sense of call, and willingness to serve of each suggested nominee. They may also consider other potential nominees from within the Church.
- 3.3.3 The Elder Nominating Committee will present their recommended nominees to the Congregation. Each candidate must be approved by a vote of the Church membership in a business meeting.
- 3.3.4 Each nominee must be approved by three-fourths of the Members present and eligible to vote; otherwise, the nominee shall be removed from consideration.
- 3.3.5 The Elders thus approved shall be appointed to office and commissioned by the Church by prayer in a worship service of the Church.

3.4 Term

- 3.4.1 Elders shall serve a two-year term, renewable for two additional terms as outlined in Section 3.3.
- 3.4.2 The Elders shall select a chairman from among themselves annually.
- 3.4.3 Elders shall take a one-year sabbatical following six consecutive years of service before being eligible for re-nomination to the Board of Elders.

3.5 Removal

Apart from resigning, any Elder who becomes unable to perform his ministry for whatever reason or who has violated the qualifications of Elder as presented in Section 3.2 may be dismissed upon decision of the Board of Elders, as supported by a minimum two-thirds vote at a Board of Elders meeting called for that purpose.

3.6 Meetings

The Elders shall meet monthly or more often for prayer, planning, evaluation, and mutual encouragement. Elders may serve, ex-officio, on non-standing committees.

3.7 Review

- 3.7.1 The Elders may review any recommendation or major decision made by any ministry prior to its implementation, or if Church approval is necessary, prior to presentation for approval in a business meeting.
- 3.7.2 The Elders may return any such recommendation or major decision back to the ministry associated with the recommendation or decision for further study or work. If such recommendation or decision is found by the Elders to be contrary to this Constitution or By-Laws, or contrary to the Scriptures, they may veto said recommendation or decision.
- 3.7.3 This power of review does not apply to those actions approved by the Church or mandated in this Constitution and By-Laws.

4.0 Senior Pastor

4.1 Duties and Responsibilities

The Senior Pastor shall be a Member of the Church upon assuming the duties of the Church. He shall:

- 4.1.1 Have in his charge, along with the Elders, the welfare and oversight of the Church.
- 4.1.2 Be a teacher of the Bible, a proclaimer of the gospel, and an equipper of the people, helping and assisting them to carry out their ministry.
- 4.1.3 Be accountable for the pulpit ministry of the Church and provide for pulpit supply when he plans to be absent, needs assistance, or develops leaders.
- 4.1.4 Conduct regular and special worship services, administer the ordinances, and minister to the spiritual needs of the Church and community.
- 4.1.5 Be ex-officio member of all organizations, departments, and committees of the Church.
- 4.1.6 Serve on, be accountable to, and report to the Board of Elders.

- 4.1.7 Direct and coordinate the activities and programs of and have overall authority and accountability for the Pastoral, Ministerial, and other Church staff. Some or all of these activities may be delegated to other staff members, as appropriate.
- 4.1.8 Have charge of, along with the Elders and the pastoral and ministerial staff, the content and conduct of all teaching activities.

4.2 Selection and Call

- 4.2.1 In the event of a vacancy in the office of Senior Pastor, a Senior Pastor Search Committee (see Section 8.4) shall seek out and recommend to the Church a person from either inside or outside of the Church whose qualifications have been examined and are found to fit the Scriptural qualifications in 1 Timothy 3:1-7 and Titus 1:6-9, and which fit the responsibilities and needs of the Church.
- 4.2.2 After candidate confirmation by the Board of Elders, the Committee shall bring only one recommendation to the Church at a time.
- 4.2.3 The call of the Senior Pastor shall take place at a business meeting set aside especially for that purpose. The extension of a call shall be made upon an affirmative vote of three-fourths of the members present and eligible to vote. The vote shall be by secret ballot.
- 4.2.4 If the Committee's nominee fails to receive the required vote, the meeting shall be adjourned without debate. The Committee will then seek out another candidate to recommend to the Church.
- 4.2.5 The duties and responsibilities, as well as salary and other compensation, of the Senior Pastor shall be set forth in a written employment agreement at the time of employment. The employment agreement shall be prepared by the Personnel Committee.

4.3 Interim Leadership

The Elders and Pastoral staff shall assume the duties and responsibilities of the Senior Pastor upon his effective resignation or they may select one or more Interim Pastors until a new Senior Pastor has assumed his duties.

4.4 Termination

- 4.4.1 The Senior Pastor shall serve under a continuing call until the pastoral relationship is dissolved at the request of the Senior Pastor or of the Church. The Senior Pastor must give at least eight weeks advance notice in writing to the Elders of his intention to resign his position, unless otherwise mutually agreed.
- 4.4.2 If the Board of Elders, by two-thirds vote, feels convinced that there is sufficient sentiment on the part of the Church membership and that it would be in the best interest of the Senior Pastor and the Church to consider dissolving the relationship, the Board of Elders shall call a meeting for the purpose of discussing the matter and endeavoring to resolve the differences. If agreement cannot be reached, two-thirds of the Elders may call a Business meeting in order to recommend to the Church that the membership vote on whether to terminate the pastoral relationship. If two-thirds of the members present and voting at this meeting vote to terminate the relationship, the pastoral call shall end in either eight weeks or some other period that is mutually agreeable (see the Church Personnel Manual for additional information.)

5.0 Pastoral, Ministerial, and Church Staff (excluding Senior Pastor)

5.1 Pastoral and Ministerial Staff

The Church may employ as many pastoral and ministerial staff members as it deems in the best interest of the ministry of the Church. Pastoral staff are men who are shepherds of the Church having general oversight of the Church. Ministerial staff are men or women servants of the Church called to minister in specific areas of the Church with specific abilities and spiritual gifts.

5.1.1 Employment

5.1.1.1 Full-time employment

The employment agreement, including the duties and responsibilities for each full-time staff member, shall be recommended by the Senior Pastor and approved by the Personnel Committee.

5.1.1.2 Part-time employment

The employment agreement, including the duties and responsibilities for each part-time staff member, shall be recommended by the Senior Pastor and approved by the Personnel Committee.

5.1.1.3 Interns

The selection of an intern will be made by the Pastor or Minister who oversees the ministry in which the intern will be working. An employment agreement will include the duties and responsibilities of the intern, as well as who will be responsible for mentoring the intern. This agreement shall be recommended by the Pastor or Minister who oversees the ministry in which the intern will be working and approved by the Personnel Committee.

5.1.2 Selection

5.1.2.1 Full-time Selection

In the event of a vacancy among the full-time pastoral or ministerial staff, or if empowered by the Church to employ a person to fill a new full-time pastoral or ministerial staff position, a Search Committee will be established according to Section 8.5 to recommend a person to fill the vacancy, unless a qualified candidate has been identified. If the identified candidate is supported for appointment by both the Board of Elders and the Personnel Committee, a recommendation for appointment will be made to the Church at a business meeting. A two-thirds vote of those members present and voting shall be necessary for approval of the candidate.

5.1.2.2 Part-time Selection

In the event of a vacancy among the part-time pastoral or ministerial staff, or if empowered to employ a person to fill a part-time pastoral or ministerial staff position, candidates will be recruited and interviewed under the oversight of the Senior Pastor. Once a qualified candidate has been identified, this candidate

will be appointed to the open position if supported for appointment by the Personnel Committee and approved by the Board of Elders.

5.1.3 Employment Agreements

The duties and responsibilities, as well as salary and other compensation, of all Pastoral and Ministerial Staff shall be set forth in written employment agreements at the time of employment. The employment agreement shall be prepared by the Personnel Committee.

5.1.4 Termination

5.1.4.1 Pastoral and ministerial staff members will serve in their pastoral and ministerial positions under continuing employment unless otherwise provided in their employment agreement or until the Board of Elders or the staff member request otherwise. The staff member must give four weeks advance notice in writing of his or her intention to resign his or her position to the Board of Elders, unless otherwise mutually agreed upon.

5.1.4.2 Termination, whether voluntary or involuntary, shall be handled as prescribed in the Personnel Manual of the Church.

5.2 Church Staff

The Church Staff includes all other employees of the Church.

5.2.1 Power of Hire and Dismissal

The Personnel Committee shall have the power to hire or dismiss non-pastoral and non-ministerial staff for which budget has been provided according to the provisions laid out in the Personnel Manual of the Church.

5.2.2 Employment Agreements

The duties and responsibilities, as well as salary and other compensation, of all Church Staff shall be set forth in written employment agreements at the time of employment. The employment agreement shall be prepared by the Personnel Committee in consultation with the person or persons requesting the staff position.

6.0 Ministry Leaders

6.1 Duties and Responsibilities

Ministry Leaders shall head up the ministries of the Church.

6.2 Qualifications

6.2.1 Ministry Leaders shall be Members of the Church.

6.2.2 Ministry Leaders who are not Elders, Pastoral staff or Ministerial Staff, must meet the qualifications of Deacons described in 1 Timothy 3:8-13.

6.3 Selection

6.3.1 A Ministry Leader shall be appointed by the Pastor or Minister who oversees the ministry.

6.3.2 A Ministry Leader shall be accountable to the Pastor or Minister who oversees the ministry.

6.4 Term

6.4.1 Ministry Leaders shall serve a one-year renewable term. A Ministry Leader shall take a one-year sabbatical following six consecutive years of service before being re-eligible to serve in the same Ministry Leader role.

6.5 Removal

A Ministry Leader who is not an Elder, Pastor, or Ministerial staff member may be removed by the Pastor or Minister with oversight responsibility for his/her ministry.

7.0 Trustees (Moderator, Treasurer, Clerk)

The Trustees of the Church shall be the Moderator, the Treasurer, and the Clerk. They shall execute any business of the Church when it acts as a corporation under the laws of the Commonwealth of Massachusetts. The Trustees shall meet the requirements for Elder or Deacon set out in 1 Timothy 3:1-7 or 1 Timothy 3:8-13 respectively. The Trustees of the Church shall be responsible to the Church.

7.1 General Responsibilities

7.1.1 Conduct the Corporate business of the Church.

7.1.2 Serve as legal representatives of the Church.

7.1.3 Hold in trust the title of all real and personal Church properties, and execute such items as deeds, mortgages, notes, and other legal instruments as authorized and instructed by the Church. For any such transactions over \$50,000, execution shall be by at least two Trustees with signatory authority.

7.1.4 The Trustees shall have no authority to buy, sell or encumber real property unless specifically authorized by majority vote at a properly called Church business meeting.

7.1.5 Work with the Finance and Personnel Committees as necessary to resolve contractual and legal issues.

7.2 Signatory Authority

The following persons shall have signatory authority for contracts: the Trustees.

The following persons shall have signatory authority for checks: the Chairman of the Finance Committee, the Treasurer, and one Pastor, Minister, or Church Staff member recommended by the Senior Pastor and approved by the Board of Elders.

7.3 Removal

Removal of Trustees shall follow the same procedure as for Elders (see Section 6.5).

7.4 Moderator

7.4.1 Additional Duties

- 7.4.1.1 Preside at regular and special business meetings.
- 7.4.1.2 Conduct business in an orderly fashion as outlined in Section 9, Meetings.
- 7.4.1.3 Prepare and publish the agenda for all business meetings.

7.4.2 Selection and Term

The Moderator shall be recommended by the Board of Elders and approved by the Church. The Moderator will be elected at the annual meeting for a term of two years. The incumbent Moderator may be reelected. The Moderator shall take a one-year sabbatical following six consecutive years of service before being re-eligible to serve in the Moderator role.

7.5 Treasurer

7.5.1 Additional Duties

- 7.5.1.1 Determine the allocation of the Church's monies in bank accounts and available investment vehicles that are consistent with the daily operational needs of the Church and shall provide periodic reports on said allocation to the Board of Elders on a regular basis.

7.5.2 Selection and Term

The Treasurer shall be recommended by the Board of Elders and approved by the Church. The Treasurer will be elected at the annual meeting for a term of three years. The incumbent Treasurer may be reelected. The Treasurer shall take a one-year sabbatical following six consecutive years of service before being re-eligible to serve in the Treasurer role.

7.5.3 Bonding

The Treasurer shall be bonded.

7.6 Clerk

7.6.1 Additional Duties

- 7.6.1.1 Record and preserve minutes of Church business meetings.
- 7.6.1.2 Prepare an annual Church letter to be sent to the Baptist Convention of New England, and make this letter available to the Church membership.

7.6.2 Selection and Term (see Amendment I - this section was amended June 8, 2008)

The Clerk shall be recommended by the Board of Elders and approved by the Church. The Clerk will be elected at the annual meeting for a term of two years. The incumbent

Clerk may be reelected. The Clerk shall take a one-year sabbatical following six consecutive years of service before being re-eligible to serve in the Clerk role.

8.0 Committees

In addition to the Board of Elders, The Church, at any properly assembled business meeting, may authorize any committee and define and limit the duties, power, life and authority to be exercised by any such committee, in any matter whatsoever pertaining to the interests and activities of the Church, except as otherwise defined within the Constitution and By-Laws.

In all cases where a standing committee is established, the term of membership shall be two-years and renewable for two additional terms. Committee members shall take a one year sabbatical following six consecutive years of service before being eligible for service on the same committee.

The Chairman and committee members of each committee shall be nominated by the Church Leaders and approved by the the Board of Elders. Other than the Chairman role, each committee shall determine its officers. All committee members shall be voting members of their respective committee except where designated ex-officio.

8.1 Finance Committee

The Finance Committee shall be a standing committee reporting to the Board of Elders.

8.1.1 Members

The Finance Committee shall consist of six members. These members shall be:

- Chairman,
- Treasurer, ex officio,
- Secretary,
- An Elder, ex officio, as determined by the Elders
- Two Members-at-Large.

The Chairman of this committee shall not serve as chairman of any other standing committee in the Church.

8.1.2 Responsibilities

- 8.1.2.1 Ensure the functions of the finance staff are being performed consistently with the job description and church needs.
- 8.1.2.2 Prepare an annual budget for presentation to the Church for discussion and adoption at the annual meeting.
- 8.1.2.3 Review and report monthly to Board of Elders, Pastoral and Ministerial staff, and Ministry Leaders, the Church's income and expenditures of funds versus the approved budget.
- 8.1.2.3 Ensure that Church financial records are audited at least once every three years.
- 8.1.2.4 Serve in an advisory capacity to the Church in financial matters.
- 8.1.2.5 Provide oversight, review and consultation with the Treasurer on the disbursement of funds.
- 8.1.2.6 Annually review all insurance coverage for the church and make necessary changes.
- 8.1.2.7 Report contributions to each Member or person providing financial support to the Church.

8.2 Personnel Committee

The Personnel Committee shall be a standing committee reporting to the Board of Elders.

8.2.1 Members

The Personnel Committee shall consist of four to five members. These members shall be:

- Chairman, who shall be an Elder as determined by the Elders,
- Secretary,
- At least two, and no more than three, Members-at-Large.

The Chairman of this Committee shall not serve as chairman of any other standing committee in the Church.

8.2.2 Responsibilities

8.2.2.1 Annually do a joint review, with the Senior Pastor, of the performance of all Church staff, except where there might exist a conflict of interest between the Senior Pastor and a staff member. Meet with the Finance Committee or its designee to recommend adjustments and increases in the compensation of Church staff. The annual performance review for the Senior Pastor will be jointly conducted by the Chairman of the Personnel Committee and the Chairman of the Board of Elders.

8.2.2.2 Prepare employment agreements for Pastoral and Ministerial Staff and update the agreements every year.

8.2.2.3 Recommend the duties and responsibilities, employment agreements, selections and termination of all non-pastoral and non-ministerial staff.

8.2.2.4 Formulate and maintain the Personnel Manual of the Church.

8.3 Elder Nominating Committee

The Elder Nominating Committee shall be a standing committee reporting to the membership.

8.3.1 Members

The Elder Nominating Committee shall consist of five members. These members shall be:

- Two members from the Board of Elders
- Two Ministry Leaders
- Senior Pastor

One of the two Elders shall be Chairman of the Elder Nominating Committee. The two Ministry Leaders shall not be Elders currently in office. The Board of Elders shall determine who shall serve from the Board of Elders and from ministry leadership.

8.3.2 Responsibilities

The responsibilities of the Elder Nominating Committee are given in Section 3.3.

8.4 The Senior Pastor Search Committee shall be a non-standing committee that reports to the Board of Elders.

8.4.1 Selection of Members

8.4.1.1 On a Sunday following the announcement of a pastoral vacancy, but within four weeks, Church Members shall be invited to submit their recommendations for persons to serve on the Senior Pastor Search Committee to the Board of Elders.

8.4.1.2 From the recommendations submitted, the Board of Elders will appoint up to seven members who are willing to serve and who comprise a balanced representation of the various Church ministries.

8.4.1.3 In the event of a vacancy on the Committee, the Board of Elders may appoint replacement committee members, taking into consideration initial recommendations for the committee, willingness to serve, and having a balanced representation of the various Church ministries.

8.4.2 Responsibilities

The responsibilities of the Senior Pastor Search Committee shall be as outlined in Section 4.2.

8.5 Pastoral (and Ministerial) Staff Search Committees shall be non-standing committees reporting to the Board of Elders.

8.5.1 Selection of Members

In the event of a vacancy among the Pastoral or Ministerial Staff or if empowered by the Church to employ a person to fill a new Pastoral or Ministerial Staff position, the Board of Elders shall appoint Members to comprise a Pastoral (or Ministerial) Staff Search Committee to recommend a person to fill the position.

8.5.2 Responsibilities

After candidate confirmation by the Board of Elders, the Pastoral Staff Search Committee shall present its candidate (one) recommendation to the Church at a business meeting. A two-thirds vote of those members present and voting shall be necessary for the confirmation of the Pastoral Staff Search Committee nominee.

9.0 Meetings

9.1 General Meetings

The Church shall hold regular and special meetings to worship, evangelize, teach, minister, encourage stewardship, prayer, and fellowship.

9.2 Business Meetings

- 9.2.1 Business meetings shall be held as necessary and appropriate. The date and time of each meeting shall be communicated through announcements from the pulpit, the weekly Church bulletin and the Church website. This communication will occur with at least two weeks advance notice, except in a matter of extreme urgency, in which a shorter timeframe may be provided with the approval of the Board of Elders.
- 9.2.2 Business meetings may be called by the Moderator, the Senior Pastor, the Board of Elders, or by members constituting at least 10% of the Church making a written request to the Moderator for such a meeting.
- 9.2.3 Matters to be presented for consideration at a business meeting must be included in an agenda. This agenda shall be published in its entirety at least two weeks prior to the meeting, except in a matter of extreme urgency, in which a shorter time frame may be provided with the approval of the Board of Elders. In addition, informational meetings intended to educate and gain feedback on selected matters may also be scheduled and conducted prior to a business meeting.
- 9.2.4 An annual meeting shall be held during the calendar quarter prior to the beginning of the Fiscal Year. Standing items for approval at this meeting will include:
- 9.2.4.1 Annual budget
 - 9.2.4.2 Elder nominations (for vacancies only)
 - 9.2.4.3 Trustee nominations (for vacancies only)
- 9.2.5 Additional meetings may be held for:
- 9.2.5.1 Other items requiring Church membership approval, as defined in these bylaws
 - 9.2.5.2 Substantive matters, such as, but not limited to:
 - 9.2.5.2.1 Buying or selling property
 - 9.2.5.2.2 Changes in the Constitution and By-Laws
 - 9.2.5.2.3 Borrowing money for placing a mortgage
- 9.2.6 Procedures
- 9.2.6.1 The operation of any business meeting shall follow the most current Robert's Rules of Order except when in conflict with the Constitution and By-Laws. If interpretation of a ruling is required, it shall be made by the Moderator.
 - 9.2.6.2 The Presiding Officer shall be the Moderator.
 - 9.2.6.3 An interim Moderator is to be appointed by the Moderator whenever the need arises. If the Moderator is unavailable or the office is vacant, then the Clerk shall call the meeting to order and a Moderator pro tem shall be elected to preside over the meeting.
- 9.2.7 Quorum
- A business meeting quorum for voting items shall be 10% of the Members. Both Members in attendance at the business meeting and absentee ballots shall count towards meeting the quorum requirement.
- 9.2.8 Voting

Only Members may vote in business meetings. Voting may not be done by proxy. Absentee ballots may be used but must be received and accounted for prior to the beginning of a business meeting. Unless otherwise specified in these By-Laws, item approval will be represented by a majority positive vote.

10.0 Ordinances

10.1 Baptism

10.1.1 Baptism shall be by immersion in water, except in unusual or extenuating circumstances.

10.1.2 The Pastors, or whomever they shall authorize, shall administer baptism.

10.2 The Lord's Supper

The Church shall observe the Lord's Supper at least once each quarter. All who know Jesus Christ as Lord and Savior will be invited to participate. The Pastors, or whomever they shall authorize, shall administer the Lord's Supper.

11.0 Ordination

11.1 Ordination

In the event the Church is requested to ordain a member who possesses the Scriptural qualifications for full ordination, the following procedure shall be followed:

11.1.1 A council of Pastoral staff, Ministerial staff, and Elders will be called by the Board of Elders to examine the candidate concerning his fitness for the ministry.

11.1.2 If this council is in support of the candidate's ordination, and with unanimous approval by the Board of Elders, the Church shall proceed with the ordination.

12.0 Dissolution

In the event of dissolution of the Church for any reason, the assets will be distributed as follows:

12.1 All real and personal property owned by the Church will be sold.

12.2 All debts will be paid to the extent possible.

12.3 All Church employees will be given three months salary. If the remaining funds are insufficient for this, they will be split proportionately, based on salary, between Church employees.

12.4 All remaining funds will be given to the Cooperative Program of the Baptist Convention of New England if it qualifies as an exempt organization under the applicable tax laws. If the Baptist Convention of New England does not meet these requirements at the time of dissolution, the residual assets will be turned over to one or more other organizations which qualify as exempt under those laws, as determined by majority approval by the Board of Elders.

13.0 Liability and Indemnification

13.1 Liability

No Elder, Trustee, Ministry Leader, Committee member or chairman, or member of the Pastoral, Ministerial or Church Staff (the "Agents" or "Agent"), when acting in their official capacity, as defined by the Church's Constitution and By-Laws, shall be subject to any personal liability whatsoever, in his or her individual capacity as an Agent, and

any claims against the Agent or Agents shall be satisfied by the Church, except for claims arising from the Agent's own bad faith, willful misfeasance, gross negligence or reckless disregard of his or her duties.

13.2 Indemnification

The Church shall indemnify each of the Agents against all liabilities and expenses (including amounts paid in satisfaction of judgments, in compromise, as fines and penalties, and as counsel fees) reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, by reason of his or her being or having served as an Agent, except with respect to any matter as to which he or she shall have been adjudicated to have acted in bad faith, willful misfeasance, gross negligence or reckless disregard of his or her duties.

14.0 Amendments

These By-Laws may be amended if supported by the Board of Elders and then by two-thirds vote of the members present and eligible to vote at any properly called business meeting.

15.0 Asseveration

Any contradictions or unaddressed issues in these By-Laws may not be used to invalidate this document or its intent. Any contradiction or unaddressed issue shall be resolved as best fits the intent of this document.

16.0 Definition of Terms

The following are definitions of terms, listed in alphabetical order, that are used in this document.

Baptist Convention of New England – The administrative and mission organization that coordinates the efforts of churches who volunteer to be participants in the convention of New England Southern Baptist Churches.

By-Laws – Rules and procedures which augment and enable the Constitution to be put into practice.

Church – Grace Baptist Church, Hudson, MA

Constitution – The legal document which incorporates the Church and lays the foundation of its beliefs, structure, and purpose.

Ex-officio – A non-voting member.

Fiscal Year – The twelve month period upon which the Church financial budget is based.

Interim – In the place of; for a time.

Member Covenant – That agreement provided for new potential Members defining the basic responsibilities of a Church Member.

Ordination – The process whereby a person is examined, approved, and installed in a ministry.

Personnel Manual – A manual written and maintained by the Personnel Committee governing the personnel policies and procedures of Grace Baptist Church.

Proxy – Having someone else represent you in your absence.

Quorum – The minimum number of members of the Church needed in attendance at a business meeting before the meeting can proceed.

Robert's Rules of Order – A manual of parliamentary procedure.

Statement of Faith – The statement of the key beliefs of Grace Baptist Church found in the Constitution. Persons must subscribe to this statement in order to become Members.

Amendment I - Approved June 8, 2008

7.6 Clerk

7.6.2 Selection and Term

The Clerk shall be recommended by the Board of Elders and approved by the Church. The Clerk will be elected at the annual meeting for a term of two years. The incumbent Clerk may be reelected.