

**BYLAWS OF
GRACE COVENANT CHURCH OF AUSTIN
A TEXAS NON-PROFIT CORPORATION
ADOPTED APRIL 21, 2024**

Grace Covenant Church of Austin (hereafter referred to as the “Church”) is incorporated in the State of Texas. It is organized as a non-profit, Section 501(c)(3) corporation exclusively for religious, charitable, and educational purposes.

**Article I
MEMBERSHIP**

Individuals may be associated with the Church and its ministries as visitors, guests, observers, participants, donors, and regular attenders, but official affiliation with the Church is by membership. It is the members who have an official voice in shaping the Church by affirming its Elder leadership and voting on specific actions or decisions.

1) Qualifications for Membership

- a. Membership in the Church is reserved for those individuals who have willfully chosen to place their trust in the Lord Jesus Christ as their personal Savior and desire to become like Christ in all of life.
- b. Applicants for membership must be at least eighteen years of age.
- c. Applicants must affirm that:
 - i. they agree with the positions in Article II of the Church’s Statement of Faith.
 - ii. they agree to make engagement with the Church a priority per Article III of the Church’s Statement of Faith.
 - iii. they are voluntarily placing themselves under the governance and leadership of the Church.
- d. Youth, in ninth to twelfth grade, may apply to be a Youth Member. They may reapply at the age of eighteen to gain voting privileges. (Children of members do not automatically become members.)
- e. Although baptism is not a requirement for becoming a member, those who have not yet been baptized as a believer are encouraged to do so.
- f. Any questions concerning an applicant’s qualifications for membership will be reviewed by the Elders, pastors or their designee(s) and will be resolved on case-by-case basis.

2) Process to Become a Member

- a. Each applicant must meet with a member or designee of Church leadership to articulate clearly the personal spiritual journey that led them to place their trust in the Lord Jesus Christ as their personal Savior.
- b. Each applicant must submit for review an application for membership on the then-current form prescribed by the Church staff.

- c. The application will contain a statement affirming that (1) they meet the qualifications of membership listed in these Bylaws and (2) they have read and agree with the Statement of Faith and the Bylaws of the Church.
- d. To inform and educate applicants on the affirmations they are asked to make, special classes, meetings and/or other resources will be provided.
- e. Those who meet these qualifications and complete the process for membership may be received into membership of the Church by the Elders.

3) Privileges and Responsibilities of Members

- a. Members will be given priority in the following areas:
 - i. The opportunity to be shepherded, cared for and/or receive aid from the Church.
 - ii. The use of church facilities and resources for weddings, memorials, funerals, and other important events.
 - iii. The opportunity to be baptized in a baptismal service.
 - iv. Communication opportunities regarding specific Church business and issues.
- b. Members will be encouraged and equipped to live out their calling as disciples, as articulated in Article III of the Church's Statement of Faith.
- c. Members are expected to act as peacemakers who seek to resolve disagreements and conflict according to biblical principles in order to preserve the unity of the Church.
- d. Specific leadership roles within Church ministries, specified by the Elders, pastors, or ministry leaders, will be reserved for those who are members.
- e. Members will be given the exclusive opportunity to have their children dedicated to the Lord in a service.
- f. Voting privileges are reserved for those members aged eighteen and older.
- g. Members will be asked to approve by ballot the following items:
 - i. Candidates presented for the office of Elders of the Church.
 - ii. Changes to the Statement of Faith and Bylaws.
 - iii. Purchase or sale of any real estate of the Church.
 - iv. Entering into debt that holds the real estate of the Church as collateral.
 - v. The dissolution of the Church.
 - vi. Any other matters the Board of Elders deems important for membership affirmation or decision.
 - vii. Any matters requiring a vote of members pursuant to Texas law.

4) Membership Status

- a. **Active Status:** Members who have demonstrated evidence in the previous twelve months that they are still engaged in the life and ministry of the Church are considered active members.
- b. **Inactive Status:** Members who have shown no engagement in the church for twelve months or more may be designated as an inactive member. An inactive member shall have no rights of membership, including voting privileges.
- c. The Church staff will maintain official records of membership status.

- d. To maintain active status, members may be asked to re-affirm their commitment to Grace as their home church and reaffirm their agreement with the Qualifications for Membership.

5) Change in Membership Status

a. Voluntary Withdrawal:

- i. A member may voluntarily withdraw their membership by informing the Church that they are relocating, choosing to fellowship at another church, or no longer agree with the Church's Statement of Faith, Bylaws, or Church practices.
- ii. A member in good standing may request a letter of transfer to another church.

b. Passive Withdrawal:

- i. Passive withdrawal results from a lack of engagement in the Church, which is evidenced by not attending services of the Church, not participating in any ministry area, not contributing to the Church financially, or not indicating by any other means that they are still involved with the Church.
- ii. A change of status will be by recommendation of the Church record keeper and reviewed by the pastoral staff or Elders. The change of status will be made in the Church records.
- iii. Prior to a member being designated as an inactive member, the Church will seek to correspond with the member to identify any issue or correct the change in designation. A lack of response or follow up by the member may be interpreted as a withdrawal of membership.

c. Dismissal:

- i. A member may be dismissed from membership in the Church by the Elders for any of the following reasons:
 - 1. No longer meeting the Qualifications for Membership or failing to meet the Responsibilities of Members noted above.
 - 2. Creating an uncomfortable, disruptive, or unsafe environment for another person and that person's participation in the Church by inappropriate behavior, harassment, or physical, sexual, or verbal threat.
 - 3. Creating an uncomfortable, disruptive, or unsafe environment for his or her spouse or children for reasons including, but not limited to, violating their marriage covenant and vows.
 - 4. Influencing others to disagree with the Church's Statement of Faith, Bylaws, or Church practices.
 - 5. Being disruptive, factious, and/or divisive within the Church, thus contradicting the teaching of Titus 3:10, Matthew 18:15-18, and 2 Timothy 3:16-17.
 - 6. Any other issues that cannot be reconciled through biblical peacemaking methods.

- ii. Prior to being dismissed from membership, Elders or their designees will attempt to meet with the person to understand or explain the issue/concern. If the person refuses to meet, or after seeking to discuss and to reconcile differences an agreement cannot be reached, then the person will be dismissed as a member and may be asked to no longer attend any services or ministry activities.

6) Reinstatement to Active Member Status

- a. Voluntary Withdrawal: A person who voluntarily withdrew from membership and was in good standing at the time of their withdrawal may seek to reinstate their membership status within 24 months of withdrawal by requesting reinstatement through correspondence with a pastor or Elder. They will be asked to re-affirm their commitment to the Church as their home church and reaffirm their agreement with the Qualifications for Membership.
- b. Passive Withdrawal: A person who disengaged from the Church may seek to reinstate their membership status within 24 months of being designated as an inactive member by requesting reinstatement through correspondence with a pastor or Elder. They will be asked to re-affirm their commitment to the Church as their home church and reaffirm their agreement with Qualifications for Membership.
- c. Dismissed: The Board of Elders will define a process to requalify a member who has been dismissed based on the unique circumstances of their dismissal. Prior to a former member being requalified as a member, he or she must request permission from the Board of Elders before attending or participating in any Church services or ministry activities. Only after reconciliation has been sought and experienced will the person be allowed to attend or participate in any Church activities.

7) Meetings and Voting Guidelines for Members

- a. The Board of Elders has the authority to call for and conduct meetings and votes of members to address the business of the Church, fulfill the responsibilities of these Bylaws, and fulfill any matters pursuant to Texas law.
- b. Even though, at the discretion of the Board of Elders, visitors, participants, or regular attenders may be permitted to attend called Church meetings, but members will have a priority over them in speaking.
- c. Voting is reserved for members.
- d. Due notice of a meeting or vote will consist of the methods provided in Article VI of these Bylaws.
- e. No congregational meeting, member meeting, or vote shall be valid without a quorum consisting of twenty percent (20%) of the members of the Church unless a greater number is required by law or these Bylaws. A quorum is determined by a head count or by the number of ballots cast.
- f. A majority vote of the members present or voting (if there is not a physical meeting of the members) shall be required to transact any Church business which requires formal approval of the membership.

- g. If a quorum is not reached for a valid vote to be achieved, the vote will be rescheduled by the Board of Elders as soon as reasonably practicable within the requirements of proper notice.
- h. The Elders will have the authority to determine a secure, convenient method of voting, whether written or electronic/digital ballot to encourage broad participation. No provision will be made to accept write-in candidates for Elder or voting by proxy.

Article II
VISITORS, GUESTS, OBSERVERS, PARTICIPANTS, AND REGULAR
ATTENDERS

- 1) The Church recognizes that the total congregation of the Church includes individuals who have not yet made the decision to become a member. Such individuals are welcome as they:
 - a. Investigate the Christian faith.
 - b. Participate in Church worship, ministry opportunities and special events to grow spiritually and connect in community.
 - c. Move toward official affiliation as a member.
- 2) Anyone who is not a member and attends Church services, ministry activities, and/or special events comes under the oversight of the Board of Elders and their designees, pastors, and ministry leaders while they are participating in these activities.

Article III
ATTENDANCE

Anyone, whether a member or non-members, who attends Church services, ministry activities, and/or special events may be asked not to attend any Church services, ministry activities, and/or special events if their attendance is

- 1) creating an uncomfortable, disruptive, or unsafe environment for another person's participation at the Church by inappropriate behavior: intimidation, harassment, or physical, sexual, or verbal threat.
- 2) being disruptive, factious, and/or divisive to the Church including but not limited to seeking to influence people away from the Statement of Faith.

Article IV
CHURCH GOVERNANCE AND LEADERSHIP

All authority in heaven and on earth belongs to Jesus Christ. He is the Head of His global, universal Church and the Chief Shepherd of the flock, His Church. Everything we do at the Church is under submission to the authority of Jesus Christ.

As an independent Church founded on biblical truth, we follow what we believe to be the New Testament instructions and model of appointing male leaders to serve as Elders of the Church. The Board of Elders, as a group, is vested with delegated authority from the Lord for oversight of the Church.

1) The Board of Elders

- a. The Board of Elders shall be the executive governing Board of the Church.
- b. The Board of Elders shall comprise no fewer than 5 men. If unexpected circumstances arise that cause the Board to be comprised of fewer than 5 men, the remaining Elders will seek to expand the Board as soon as reasonably possible.
- c. The Board of Elders may include both laymen and pastoral staff (though not all members of the pastoral staff need to be Elders). At least 70% of the Elders must be laymen who are not employed by the Church.
- d. An Elder's term of office shall be one year, and it will begin the first day of the month after he is approved by the member vote of approval and expire on the last day of the month of the next member vote of approval of Elders.
- e. To ensure continuity of leadership, prior to the member vote of approval of Elders, the Board of Elders shall designate a minimum of two lay Elders, who, along with the Senior or Lead Pastor serving as a continuous Elder (see Art. IV, Sect. 6c), will be positioned to serve as an interim Board of Elders. This interim Board of Elders will serve if, for any reason, the vote of approval for Elders by the members does not result in a Board of Elders that complies with the provisions of these Bylaws. If, for any reason, the vote of approval of Elders does not result in a Board of Elders that complies with the provisions of these Bylaws, another vote of approval of Elders shall be held as soon as reasonably practicable.

2) Qualifications for Elders

- a. An Elder candidate must have been a member of the Church for at least one year. A new Senior or Lead Pastor will be the only exception to this qualification.
- b. A candidate must satisfy the biblical qualifications for the office of Elder set forth in I Timothy 3:1–7 and Titus 1:6–9 and show evidence of established Christian character.
- c. A candidate shall give unreserved assent to the Statement of Faith, the Bylaws, and position papers.
- d. A candidate must make the Church a priority in their financial generosity and the use of their spiritual gifts, time, and talents.
- e. A candidate must be able to meet the obligations, as defined by the Board of Elders, of attending meetings and Elder functions on a regular basis.
- f. The Board of Elders will define a process, including both a written application and personal interviews, to screen a candidate for service prior to presenting them for a vote for approval by the members.
- g. The Board of Elders shall ensure that each Elder meets the qualifications of and requirements for service throughout the term of his service.

3) The Process to Become an Elder

- a. Elders will prayerfully seek to identify and disciple men to become candidates for the office of Elder.

- b. Candidates will be asked to submit written documents evaluating themselves in light of the biblical qualifications found in I Timothy 3:1–7 and Titus 1:6–9.
- c. Candidates will be interviewed by an Elder to review the biblical and organizational qualifications for serving as an Elder.
- d. The candidate and their spouse, if married, will be interviewed by an Elder and their spouse, if married.
- e. The Board of Elders will pray for the Lord’s guidance in the selection process.
- f. The Board of Elders must unanimously agree in order for a candidate to be nominated for approval as an Elder.
- g. Vote of Approval of Elders:
 - i. Existing Elders and Elder candidates shall be nominated by the Board of Elders. The vote of approval of Elders by the members of the Church shall be in May of each year or as soon thereafter as reasonably practicable. A vote shall be held as soon as reasonably practicable at any other time that the Board of Elders or interim Board of Elders does not fully comply with the provisions of these Bylaws (see Art. IV, Sect. 1).
 - ii. Proposed Elders shall be presented to the members no fewer than two weeks prior to a called vote by one or more methods provided in Article VI, Section 1.

4) The Responsibilities of the Board of Elders

- a. The Lord has delegated to the Board of Elders at least five aspects of Church governance:
 - i. Oversight – Oversight of the Church is a unique role that the Elders exercise. The Elders will stand before God and answer for the health and well-being of the Church. With their delegated authority from the Lord, the Board of Elders set the overall direction, philosophy, doctrine, and strategic focus of the Church.

The following four aspects can be shared with or delegated to pastors, staff, or qualified lay leaders, but are still under the authority of the Elders.

- 1. **Shepherding the Flock** – This involves caring for and discipling the flock with the goal of encouraging the spiritual health and well-being of the congregation.
 - 2. **Leadership** – This involves the leadership of ministries, worship, and programs to equip the saints for the work of service, and to engage them in building God’s kingdom.
 - 3. **Teaching** – This involves the instruction of God’s Word to promote healthy spiritual development and obedience in every aspect of life.
 - 4. **Administration** – This involves the wise stewardship of the resources, finances, facilities, and people that God has entrusted to the Church.
- b. The Board of Elders shall select the Senior or Lead Pastor of the Church.
 - c. The Board of Elders has the authority to suspend or dismiss the Senior or Lead Pastor of the Church.

- d. The Board of Elders shall appoint officers as needed or as desired to administer Church business.
- e. The Board of Elders shall act as Directors of the Church to address the requirements of state and federal laws and/or IRS rules and regulations for a non-profit corporation.
- f. The Directors of the Church shall have supervision over all Church operations and transactions with the power to act, except that it shall not encumber the Church with indebtedness that uses the Church real estate as collateral, nor shall it transfer, sell, or purchase any real estate except by authorization conveyed through a vote of the members.
- g. The Board of Elders shall set the fiscal year and approve the annual budget of the Church.
- h. Meetings of the Board of Elders
 - i. The Board of Elders must hold regular meetings to pray and exercise oversight of the Church.
 - ii. A majority of the Elders present at a meeting shall constitute a quorum and official action shall require at least a majority vote of the Elders present.

5) Ending an Elder's Service

- a. An Elder may step down or resign from their role at their discretion.
- b. An Elder can choose not to serve additional terms in office.
- c. Any Elder may be dismissed or removed from office or asked not to seek an additional term by action of the Board of Elders.
- d. Unless otherwise agreed by a majority of the Elders, any staff member serving as an Elder will be removed from the office of Elder if his employment with the Church is terminated in accordance with the Employee Handbook.
- e. Any two or more members with reason to believe that an Elder ought to be dismissed or is disqualified from service should express such concern to the Board of Elders. The Board of Elders will thoroughly investigate the reasons given and determine if there is valid cause for dismissal. Any such action shall be done in accordance with the instructions found in Matthew 18:15–17 and 1 Timothy 5:17–21.

6) Senior or Lead Pastor

- a. Any Senior or Lead Pastor will be selected by the Board of Elders.
- b. Anyone at this level will be publicly ordained for a unique role of influence in the Church and must meet the qualifications of an Elder.
- c. At the discretion of the Board of Elders, one Senior or Lead pastor may serve continuously as an Elder.

7) Pastors

- a. In exercising oversight of the Church, the Elders commission pastors to be under-shepherds of the Church.
- b. Pastors serve under the authority of the Elders and have delegated responsibilities from the Elders.

8) Teachers

- a. We affirm that teaching is one of the gifts the Holy Spirit has graciously distributed for the building up of the Church.
- b. The content and delivery of all teaching and preaching at the Church in all forums falls under the oversight of the Elders.
- c. All regular teachers must be members of the Church.

ARTICLE V INDEMNIFICATION

The Board of Elders may, in its discretion, indemnify to the extent permitted by law, any Elder, director, officer, agent, volunteer, employee of the Church or any other person acting under the authority of the Church. No amendment, modification, or repeal of this provision hereof will terminate, reduce or impair the right of any past, present, or future indemnitee to be indemnified by the Church at the time of such amendment, modification, or repeal under and in accordance with the provisions of the Article as in effect immediately prior to such amendment, modification, or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification, or repeal regardless of when such claims may arise or be asserted.

ARTICLE VI NOTICE

1) Notice

Unless otherwise specifically provided elsewhere in these Bylaws, any notice required to be given to any Elder, volunteer, officer, employee, agent, volunteer worker, or member shall be deemed to have been given if such notice is given, published and distributed, delivered, or mailed, as the case may be, at least three (3) days prior to the meeting, event, vote, or occurrence which is the subject of the notice, either by:

- a. oral announcement at a regularly scheduled worship service or,
- b. announcement on the Church website or digital form of communication in the same method as any periodic digital form of communication sent to members, or
- c. individual writing delivered or mailed specifically to the person or persons entitled to the notice. If written individual notice is mailed, the notice shall be deemed to be delivered when deposited in the United States mail, addressed to the person or persons entitled to notice at the address for such person or persons then shown on the Church rolls.

2) Waiver of Notice

Whenever any notice is required to be given to any Elder, volunteer, officer, employee, agent, volunteer worker, or member of this Church under the provisions of the Bylaws or under the provisions of the Texas Non-Profit Corporation Act, a waiver thereof, in writing, signed by the person or persons entitled to the notice, whether signed before or after the required or stated time for giving notice pursuant to these Bylaws, shall be deemed equivalent to the giving of the notice. Attendance at any meeting shall constitute a waiver of notice of such meeting, EXCEPT where the person expressly states that the purpose of that

individual's attendance at the meeting is to object to the transaction of business or the taking of any action at that meeting on the ground that the meeting was not lawfully called or convened.

ARTICLE VII **AMENDMENTS**

These Bylaws may be amended, modified, or rescinded by a three-fourth (3/4) affirmative vote of the active members participating in a scheduled vote on official business pursuant to the Church Bylaws.

For purposes of amending these Bylaws:

- 1) A quorum shall be 50% of active members at the time of the meeting or vote.
- 2) Members will be given notice of any proposed amendment of these Bylaws at least two weeks prior to the scheduled vote.
- 3) Due notice of a vote will consist of the methods provided in Article VI of these Bylaws.