

**Grace Chinese Christian Church
of Greater Memphis
501(c)(3) Application**

Section 2

By-law

Grace Chinese Christian Church of Greater Memphis

CONSTITUTION AND BY-LAWS

Article 1: NAME OF THE CHURCH

The name of this church is "Grace Chinese Christian Church of Greater Memphis ". This Church is duly incorporated under the above name pursuant to the laws of the State of Tennessee.

Article 2: PURPOSE

The purpose of this Church shall be the proclamation and advancement of the Kingdom of God as set forth in the Bible to all people with particular emphasis given to the ethnic Chinese in the area. It shall seek to attain this end through the public worship of God, the preaching of the Gospel, and the promotion of Christian fellowship and living, personal evangelism, missionary works, and Christian education.

Article 3: STATEMENTS OF FAITH

1. We believe in the Triune God, the Father, the Son and the Holy Spirit. The Father Almighty, the one and only true everlasting God, who creates and preserves all things. God's divine nature of holiness, righteousness and love is evident within men, and is clearly seen and being understood through what has been made.
2. We believe in the Lord Jesus Christ, God's only begotten son, who through the Word became flesh, was crucified for the sins of humanity, was raised again and was taken into heaven. Whoever believes in Him is not condemned but may have eternal life.
3. We believe in the Holy Spirit, the Counselor sent by the Father to be with us forever, who is ever-present to testify of Jesus Christ, and who teaches, reminds and preserves us being one body in Christ.
4. We believe in the Holy Scriptures. Both Old and New Testaments, which are inspired by God, testify about our Lord Jesus Christ, and are the supreme and final authority in matters of our faith and conduct.
5. We believe in the Salvation of humanity. By the grace of God and through our faith, His righteousness comes freely to all those who believe in Jesus Christ as their Savior. This gospel shall be preached to all the world.
6. We believe in the sacrament of Baptism, by which one declares his/her faith before God and all His creations, and which symbolizes and testifies the death of the old life and the resurrection of a new life in the Lord.
7. We believe in the sacrament of the Lord's Supper, which was set by the Lord Jesus Christ, in remembrance of His death and resurrection, His new covenant and

His second advent.

Article 4: Polity

Section 1 - Government:

The government of this Church is vested in the assembly which composes its membership. Only the pastor and employed staff members shall receive salary and wages. All other activities of this Church shall be carried out by chosen volunteers.

Section 2 - Affiliation:

This Church is NOT affiliated with any existing denomination, church or religious organization. However, the interests of this Church are world-wide; therefore, it shall recognize its obligations and privileges to cooperate with other religious bodies having the same faith and general objectives.

Article 5: Membership

Section 1 - Qualification:

Any person, who professes his/her faith in Jesus Christ as his/her personal Savior and Lord and has been baptized, and who is in accord with the faith and practices held by this Church, may be admitted to the membership of this Church. A qualified person must be formally introduced to the congregation in a designated Sunday worship service before becoming a member.

Section 2 - Admission of a Member:

Qualified individuals may be admitted into membership by one of the following three methods upon the recommendation of the Pastor and the approval of the Board of Deacons.

- A. By baptism through this Church.
- B. By Letter: By recommendation letter from other Christian church with the same faith.
- C. By Life Testimony: A believer, who was formerly a member of a Christian church but for sufficient reasons cannot present a recommendation letter from that church, may be admitted as a member upon a satisfactory testimony of his/her Christian faith and life.

Section 3 -Exercising Rights:

Unless restrictions are stated in other places of this By-law, a member must be 18 years of age or older and has been a member of this Church for at least one year to be qualified and eligible to exercise the rights to vote, to impeach and to be elected.

Section 4 - Termination of Membership:

Membership in this Church may be terminated by any of the following ways:

- A. By Death.
- B. By Relocation: Other than students who must leave home for education, the name of a member, who moves away from this area to live somewhere else and cannot attend church activities on a regular base, shall be removed from the membership roll upon the request of the Board of Deacons.
- C. By Withdrawal: If a member wishes to withdraw from the Church, his/her name shall be removed from the membership roll.
- D. By Letter of Request: Member in good standing may be dismissed upon application to be with another church designated in the application.
- E. By Removal: Upon recommendation of the Board of Deacons and by a vote of the Congregation, the name of a member may be dropped from the membership roll because of improper and unchristian conducts.
- F. By Automatic Withdrawal: A person is considered automatically withdrawn from the membership of the Church after having been on the inactive membership list for two years or more.

Section 5 - Inactive Membership List:

- A. When a member of this Church has not attended its services for one year and has not made any positive response after having been communicated with by the Pastor and/or other members of the Church, his/her name shall be placed on a list of inactive members upon recommendation by the Pastor and/or approval of the Board of Deacons.
- B. An inactive member automatically forfeits all his/her rights to vote, impeach and to be elected for any office of the Church.

Section 6 - Restoration of Membership:

One shall be restored to the active membership upon the approval of the Board of Deacons after his/her written request is submitted to the Board. If one has lost

his/her membership for more than one year or has been on the inactive member list, his/her legibility to be elected as a deacon or an officer shall be restored one year after the restoration of his/her membership.

Article 6: THE PASTOR

Section 1 - Duties

The Pastor shall be the spiritual leader of the Church, preach the Gospel, watch over and guide the religious interests of the Church, and perform all the duties inherent with the office of the Pastor. The Pastor shall be an ex-officio member of the Board of Deacons and other church committees, as may be necessary, with voting privileges.

Section 2 - Calling a Pastor

When the election of a pastor becomes necessary, it shall be the duty of the Pastoral Search Committee to select suitable candidates for recommendation to the Board of Deacons and for a final vote by the Church. The election of a qualified candidate shall be at a regularly called business meeting or special meeting, after a notice of such meeting has been delivered to all active members in writing and its purpose has been read from the pulpit on two successive Sundays. A two-third affirmative votes of qualified voting members, voting by ballot, shall be required.

Section 3 - Forming Pastoral Search Committee

The election of PSC (Pastoral Search Committee) members shall be initiated by the recommendation of the deacons and/or a written petition of the qualified voting members of this Church. The number of the PSC members shall be determined by the Board of Deacons. A chairman and a vice-chairman shall be elected among the PSC members.

Section 4 - Pastoral Benefits

The benefits for the pastor shall be decided on a case-by-case by the Board of Deacons and shall be voted at a regularly called business meeting and passed by a majority affirmative votes.

Section 5 - Termination of Pastorate:

- A. When the pastor fails to fulfill his duties and/or misconducts himself, a termination of his pastorate can be initiated by the Church upon recommendation of the Board of Deacons, excluding the Pastor, or a written petition of one-half of the total qualified voting members of this Church.

- B. The reasons for termination must be investigated and proven to be true, and must be explained to the congregation with proof after a thorough investigation by the Board of Deacons. The voting shall be held at a regularly called business meeting or special meeting, after a notice of such meeting has been delivered to all active members in writing and its purpose has been read from the pulpit on two successive Sundays. A two-third affirmative vote of qualified voting members, voting by ballot, shall be required.
- C. A letter of notice must be sent to the dismissed pastor to validate the termination act.
- D. Unless decisions made otherwise, the pastoral privileges and duties of the dismissed pastor shall stop immediately upon the deliverance of the termination letter.

Section 6 - Resignation

The term of pastorate may be ended by resignation upon a 90-day notice on the part of the Pastor.

Article 7: DEACONS

Section 1 - Membership:

The Board of Deacons shall consist of the Pastor and no less than three members or as needed. The total number shall not exceed one-tenth of the membership of the congregation.

Section 2 - Qualification

A deacon must have been a baptized Christian for no less than two years and an active, qualified voting member of the Church for at least one year. A deacon should meet the criteria listed in I Timothy 3:8-13 and Acts 6:3. The term "deacon" is not restricted to men and may include women as well. However, a married couple can not be serving on the Board of Deacons at the same time. The term of a deacon is three years. A deacon shall not serve more than one consecutive term.

Section 3 - Election

A. Nominating Committee

The Board of Deacons shall organize a nominating committee, which consists of the Pastor and one current Board member, one out-going Board member and two qualified voting members of the congregation of the Church. The nominating committee shall nominate qualified candidates for the election.

B. Recommendation by Petition

A qualified person, with his/her consent, can become a candidate by way of a petition with at least five (5) signatures of qualified voting members of the Church. The petition must be submitted to the nominating committee before the election and the name or names of the candidates shall be added to the ballot according to the order of submission of the petitions.

C. The Numbers of the Electives

The Board of Deacons shall determine the numbers of replacement needed for the coming year. The numbers of nominees recommended by petition shall not exceed the numbers recommended by the nominating committee. All the candidates must give their personal consent before his/her name can be listed on the ballot.

D. Election

Election of the members of the Board of Deacons shall take place on the day or days designated for such purpose on the church calendar. Ballots shall be distributed to each of the qualified voting members of the Church. The persons who receive the higher votes, which must exceed half of the total votes cast, shall be elected. The Board of Deacons shall decide what course to take in case of failure of election (e.g. no one receives enough votes which exceed half of the total votes). The deacons elect shall become official after they are laid hands on and formally introduced to the congregation at the Annual Congregation Meeting in December.

Section 4 - Duties:

- A.** The Board shall hold a regular meeting once a month and may hold special meetings as necessary. A majority of the members shall constitute a quorum.
- B.** The Board shall, in cooperating with and assisting the Pastor, coordinate the programs and tasks assigned to the various officers, committees, and organizations of the Church. It shall, in cooperating and assisting the Pastor, be responsible for the management of both the spiritual and temporal affairs of the Church in accordance with Article 4 of the Constitution.
- C.** The Board shall have power to act on behalf of the Church in matters in which basic policy and authority have been determined by the Congregation. Any matter of major policy or program change or of major financial concern must be reported to and ratified by the Congregation.

- D. The Board shall receive and hold for use of the Church all estates, real and personal, which become the properties of the Church; shall keep the properties in repair, and shall exercise supervision over all matters relating to the operation and maintenance of the church properties, including the placing of adequate insurance coverage against fire, casualty, liability or any other necessary coverage.
- E. No mortgage may be placed upon the church property by the Board, nor shall any portion of it be sold, without a voting approval of the membership of the Congregation.
- F. The Board shall prepare and submit an annual budget of the Church for adoption by the Congregation at the Annual Meeting.
- G. The Board shall authorize the payments of all expenditures within the limits of the adopted annual budget. The annual budget shall include a contingency line item up to 3% of the annual budget to cover unexpected expenses at the discretion of the Board.
- H. The Board shall be responsible for establishing personnel policy of the Church.
- I. The Board shall be responsible for preparing the agenda for the business meetings and annual meetings of the Church.
- J. The Board shall appoint at least two member Auditing Committee to examine the books of the Church Treasurer, the Financial Secretary and other operating accounts of the Church.
- K. The Board shall be empowered to appoint qualified persons from the membership to fill unfulfilled terms of elected officers and board members.

Section 5 - Officers

- A. Within the Board, officers shall be elected to execute certain duties. The Officers of the Church shall be:

Chairman of the Church
 Vice-Chairman of the Church
 Church Secretary
 Church Financial Secretary
 Church Treasurer
 The Pastor (Ex-officio)

The Chairman may not be the vice-chairman simultaneously and the Church Financial Secretary may not be the Church Treasurer simultaneously, or vice

versa.

B. Duties of the Officers:

1. Chairman of the Church:

The Chairman of the Church shall act as the Chairman of the Board of Deacons as well. The Chairman shall preside at the meetings of the Board of Deacons, the annual and special meetings of the Church; shall advise newly elected officers and committees of their duties; be responsible for the proper transfer of records and equipments between successors in office during the tenure of office and at its expiration. The term of the Chairman shall not exceed three years consecutively. The Chairman shall be an ex-officio member of all committees.

2. Vice-Chairman:

The Vice-Chairman of the Church shall also act as the vice-chairman of the Board of Deacons. The Vice-Chairman of the Church is empowered to act as the Chairman of the Church when the Chairman is unable to fulfill his/her duty. The term of the Chairman shall not exceed three years consecutively.

3. Church Secretary:

The Church Secretary shall keep an accurate record of the proceedings of all meetings of the Congregation and the Board of Deacons; shall maintain accurate membership rolls and complete listing of all church official letters; and shall perform such other duties as the Pastor and/or Board may direct.

4. Church Financial Secretary:

The Church Financial Secretary shall receive and accurately record all funds from all sources of church purposes; shall make a monthly report to the Board of Deacons; and shall make a report when called upon by the Auditing Committee. The Church Financial Secretary shall not disburse, use or reassign Church funds and/or property from their designated purposes without the authorization of the Board of Deacons.

5. Church Treasurer:

The Church Treasure shall keep an accurate record of all receipts and disbursement; shall have custody of all funds of the Church; shall deposit the receipts to the credit of the Church each week; and shall disburse

funds upon authorization of the Board of Deacons, or by vote of the congregation. The Church Treasure shall be responsible to make a report when called upon by the Auditing Committee. The Church Treasure shall be responsible for sending the annual statement of account to each contributor.

C. Election and Dismissal of Officers

All officers must be a member of the Board of Deacons with the exception of the Pastor. They shall be elected by the members of the Board annually. In the case of failure to perform and fulfill his/her duties as an officer, the Board of Deacons is empowered to dismiss the officer.

Section 6 - Dismissal of Deacons

- A.** When a deacon fails to fulfill his/her duties and/or misconducts himself/herself, and refuses to accept advises from the Church authorities, a dismissal of his/her office can be initiated by the Church upon recommendation of the Board of Deacons, or a petition of one-half of the total qualified voting members of this Church.
- B.** The reasons for dismissal must be investigated, proven to be true and explained to the congregation. With a two-third affirmative vote, a deacon shall be dismissed from his/her office immediately after the vote.

Section 7 - Resignation of Deacons

- A.** A written resignation is required for a deacon who wishes to resign.
- B.** The title and office of a deacon shall be terminated upon his fulfillment of the term, dismissal, resignation or withdrawal from the Church.

Article 8 : MEETINGS

Section 1 - Sunday Worship

Worship services shall be held each Sunday and at such other times as the Pastor and/or the Board of Deacons may decide. The ordinance of the Lord's Supper shall be observed at least once each month or otherwise arranged by the Pastor and/or the Board of Deacons.

Section 2 - Annual Congregational Meeting

On the first Sunday of December each year, the annual congregational meeting

shall be held after the Sunday worship service. The agenda of the meeting shall include adopting annual budget for the coming year, and transacting any other business that may properly come before the meeting. A report of the progresses of the current year and projections of the coming year shall also be presented in the meeting. And the deacons elect shall be laid hands on and formally introduced. The purpose of the Church and the vision of the Church received from God shall be repeated and read before the congregation in the meeting to refresh everyone's memory as well as to remind and to encourage one another.

Section 3 - Congregational Meetings

On the first Sunday of June of each year, a congregational meeting shall be scheduled. If there is no agenda, the Board of Deacons is empowered to canceled the meeting.

Section 4 - Special Congregational Meetings:

Special congregational meetings of the membership may be called at any time by the Pastor, or the Chairman of the Church or upon a written request of one-third of qualified voting members of the Church.

Section 5 - Notice of Meetings:

Unless otherwise required by law or by any other provisions of the By-Laws, notice of a meeting of the membership may be given by a public announcement from the pulpit at a regular worship service on two successive Sundays proceeding such meeting; or by any other reasonably adapted means to notify the membership of the time, place, and purpose of such meeting.

Section 6 - Quorum:

A quorum for transaction of business at any regular or special business meeting shall consist of one-third of the Church's qualified voting membership. This rule shall prevail except in those instances which are covered by other provisions of the By-Laws.

Section 7 - Voting

- A. Only active, qualified members of the Church (a member must be 18 years of age or older and has been a member of this Church for at least one year) shall be eligible to vote on any issue presented at a business meeting.
- B. All votes of the members shall follow the by-law and/or by decisions of the Board of Deacons. When circumstances do not allow the regular voting procedure to be

carried out, the Chairman of the Church or the voting members present in the meeting may waive the procedure and decide how the votes shall be cast.

- C. The affirmative vote of a majority of eligible voters casting votes at any stated meeting shall be required to constitute the favorable action of the Church at any election, or on any matter of business other than the question affecting pastoral relations, which shall be governed by the provisions of Article 6, Section 2 and 5.
- D. Voting by proxy in any form or method shall not be permitted.

Article 11: FISCAL YEAR

The fiscal year of the Church shall be from January 1 to December 31.

Article 12: AMENDMENTS

Section 1 - Amendment

- A. The Constitution and By-Laws of the Church may be amended, modified, or rescinded at any regular or specially called business meetings of the Church. Any amendment, modification or rescission must be recommended by the Board of Deacons or by a written petition of one-third of the eligible voters of the Church.
- B. A committee shall be appointed by the Board of Deacons to execute the process.
- C. Said recommended changes must gain a two-third affirmative vote at the Cregational meetings in order to be accepted.

Section 2 - Interpretation

This English version of the Constitution and By-laws is a translation of the original Chinese version. In the case of discrepancy in interpretation between the two versions, all interpretations shall be based on the Chinese version of this Constitution and By-laws.