

BYLAWS OF GRACE HEARTLAND CHURCH, INC.

ARTICLE I. NAME

The name of this church shall be Grace Heartland Church, INC.

ARTICLE II. NATURE AND PURPOSE OF THE CHURCH

Section A: The church is the body of Christ, and He is its living, glorified Head and Lord. The universal church is composed of all born-again, redeemed believers in Christ, past, present and future, from every part of the world and finds its unity in the Holy Spirit who dwells in the believers individually and as a body. The local church consists of a group of believers in one area who are together involved in carrying out Christ's will. They meet for worship and to edify one another by the exercising of their spiritual gifts according to Scripture, by studying the Bible, and by prayer in order to go out to evangelize the lost in the local area and to send missionaries to make the Lord Jesus Christ known worldwide.

Section B: In fulfilling the above purposes, Grace Heartland Church, Inc. emphasizes the following:

1. The Lordship of Jesus Christ over the local church, its leadership and believers, in every area of life. Eph. 1:22-23; 4:4-6; 5:22-32.
2. The necessity of personal and corporate obedience to God's Word, the Bible, and of teaching it consistently in the church. Matt. 4:4; John 15:4-8; I Thes. 2:13; 2 Tim. 2:1-2, 15; James 1:21-25; I John 2:3-6.
3. The centrality in the church's ministry of local evangelism and worldwide missions. Matt. 28:18-20; Acts 1:8.
4. An open fellowship of Christians based upon love for Christ and His teachings as recorded by His apostles in the New Testament, and based upon God's love in Christians which enables them to love one another and to maintain unity in the Spirit. Any unity sought on any other basis such as man-made creeds, ceremony, organization, race, sex, status, etc., leads to divisiveness rather than the unity

Christ commanded. John 17:15-26; Acts 10:34-35; Gal. 3:28; Phil. 2:1-4; Col. 2:8, 3:11; I John 4:7-21.

5. The importance of the family as the basic unit of society and the local church and the necessity of unity in Christian education at home, church, and school. Gen. 1:28, 2:18-24; Deut. 6:4-9; Eph. 5:22-23, 6:1-4; Col. 3:18-21.
6. The concept of every believer as a “priest” in the Royal Priesthood called to carry out the work of the ministry. The responsibility of the church leadership (pastors, elders, teachers, evangelists) is to equip, perfect, and edify each of the believers while never superseding them in importance. I Cor. 12:18-25; Eph. 4:11-13; I Pet. 2:9, 5:1-4; Rev. 1:6.
7. The above necessitates the sacrificial involvement, in time and resources of every believer as they exercise their spiritual gift(s) in the ministry of the local church. Rom. 12: 1-8; I Cor. 12; Eph. 4:7-8; I Pet. 4:10.
8. The need for continued spiritual growth in a believer brought about by the regular exercising of one’s faith in Bible study, prayer, regular worship and other disciplines set forth by the words and actions of Christ’s earthly life. Eph. 4:15; Heb. 5:13, 6:3, I Pet. 2:2.
9. One of the ways the above discipling process can be achieved is by small units of people investing their time and effort with each other much like the example given by Jesus as He ministered to His twelve disciples. The effects of these groups are to multiply and divide and to allow for maximum involvement of the body as a whole in outreach throughout the community. This discipling process is to be implemented under the jurisdiction of elders to insure Apostolic doctrine is maintained. Synoptic Gospels: Matt. 28:18-20; 2 Tim. 2:1-2.
10. Grace Heartland Church, Inc. emphasizes the following concerning baptism:
 - (a) If one has been baptized in water, but not by Christ in the Holy Spirit, uniting them to the Savior, their water baptism remains insignificant.
 - (b) Believers, who have been baptized by the immersion mode as a public testimony of their faith, will not be required to be re-immersed just in order to qualify for membership.
 - (c) Likewise, if one has been sprinkled after personal faith, and if he or she is satisfied with that mode and shows evidence of having been baptized in the Holy Spirit (the evidence of which is the indwelling Spirit), they will not be required to be re-baptized, since water is only a symbol.
 - (d) Finally however, when the sacrament of baptism is administered by Grace Heartland Church, Inc. the immersion mode will be practiced.

Matt. 3:1-12, 24:36-39; John 1:29-34, 4: 1-2; Acts 1:5; Rom. 6:3-4; I Cor. 12:12-13; Gal. 3:26-29; Eph. 4:5; Col. 2:11-15; I Pet. 3:20-22.

11. The Lord's Table is observed regularly as a memorial to Christ's death. All who know and love Jesus and adhere to the warning of I Cor. 11:27-32 are invited to partake. Matt. 26:17-30; Mk. 14:12-26; Lk. 12:14-20, 22:14-20; I Cor. 11:20-34.

ARTICLE III. THE FELLOWSHIP

The Grace Heartland Church, Inc. is committed to the view of the local assembly as a "fellowship" where people may feel free and comfortable before making the commitment of "membership." This conviction is based on the teaching that "...faith comes by hearing and hearing by the word of God." The "fellowship" provides opportunity for inquirers to come under the sound of the Word of God and to be saved. The "fellowship" also meets the need of believers who are not led to make the commitment of membership because they are transient or because they are involved in other ministries. We feel it is a privilege to "perfect these saints for the work of the ministry" even though that ministry may take place outside the scope of this assembly. Believers within the "fellowship" can freely take part in all the ministries, outreaches, and activities of the church, including baptism, dedication of children and the Lord's Table.

ARTICLE IV. MEMBERSHIP

Section A: Membership Roll. The membership roll shall consist of two parts, an Active Roll and an Inactive Roll. The purpose of the Active Roll is to assure that the business of the church is carried on by those who are truly active in the church and to stimulate every member to active participation.

1. Active Roll: Members who attend the church's services and membership meetings regularly will be kept on the Active Roll.

2. Inactive Roll: Members who are out of the area temporarily or for any other reason do not attend the church's services for a period of three months or who miss more than two consecutive annual membership meetings, unless they are providentially hindered and have filed notice of their reason in the church office, shall be placed on the Inactive Roll. Notice of the transfer to the Inactive Roll shall be in writing; where possible the Elders shall present this notice in person.

3. Reinstatement to Active Roll: Inactive Members, at their request and upon evidence of regular participation in the church life, will be reinstated on the Active Roll.

Section B: Qualification. Qualification for membership shall consist of satisfactory evidence of regeneration, scriptural baptism, and unqualified agreement with the General Statement of Faith. Applicants for membership shall pledge their loyalty to Christ as Savior, to a walk of separation from worldliness as they are led by the Holy Spirit. They shall be in full sympathy with the church's stated emphases in Article II and shall pledge to cooperate by regularly contributing financially to its work as God prospers them, by serving with their time, spiritual gifts and energies when presented with the opportunity and by praying regularly for its ministry, leadership and people.

Section C: Acceptance. Applicants for membership shall be interviewed by the Senior Pastor, or in his absence, his representative duly appointed by him or the Elders. Applicants must show to his satisfaction that they possess the required qualifications for membership and indicate that they feel led of God to join. They must then meet with the Elders for a time of fellowship and sharing unless this is waived by the Elders. Applicants will be placed on active membership roll after being introduced to the church congregation. New members who are not able to be publicly introduced to the church congregation (e.g. a previous commitment out of the

county, long-term illness, or a nursing home patient) will be placed on the inactive membership roll, until reinstatement according to Article IV, 3.

Section D: Termination of Membership. Members who request in writing that their membership be terminated, or indicate they have transferred to another church, or are deceased shall be removed from the membership roll. Members, who have been on the Inactive Roll for a period of one year, will be given due notice and will, at the discretion of the Elders, be removed from the membership roll unless they request that their names remain on the Inactive Roll. Notice of removal from the membership roll shall be in writing. Where possible, the Elders shall present this notice in person. Members who, in the opinion of the Elders, are not in harmony with the spirit, doctrines, or purposes of Grace Heartland Church, Inc. shall be approached in a spirit of brotherly love by two church leaders for reconciliation and, if not restored to fellowship, shall be removed from the membership roll.

Section E: Voting Members. All active members above the age of eighteen (18) shall be entitled to one (1) vote.

Section F: Annual Meeting. The annual meeting of the members of this corporation shall be held on the second Sunday night in June of each year at 7:00 p.m. at the principal office of this corporation, or at any other time and at any place determined by a resolution. No notice need be given if the meeting is held on the date and at the time immediately above stated, at the principal office of the corporation.

Section G: Special Meetings. Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the Chairman of the board of Elders or by any two (2) Elders. Notice of the time and place of special meetings of the members shall be

given verbally and in the regular Sunday Service for two (2) consecutive Sundays prior to the meeting.

Section H: Quorum. A quorum for any meeting of the members shall be those present at a duly called meeting.

ARTICLE V. GENERAL STATEMENT OF FAITH

Section A: In one God manifest in three persons, the Father, the Son, and the Holy Spirit.

Section B: In the inspiration of all the Scriptures by the Holy Spirit as originally given, and that they are the inerrant and final authority for our faith and practice.

Section C: In the incarnation and virgin birth of the Lord Jesus Christ, who by His shed blood, substitutionary death, and bodily resurrection paid the redemptive price for all my sins and for the sins of the whole world.

Section D: In the Scriptural teaching that all people are born with a sinful nature and are separated from the life of God and can be saved only through the atoning work of the Lord Jesus Christ.

Section E: In the eternal salvation of all who trust the Lord Jesus Christ and the eternal punishment of all who reject him.

Section F: In the work of God's Spirit in the new birth, indwelling the believer, causing them to grow into the likeness of Christ and filling them with power to live a godly life and to witness to Jesus Christ.

Section G: In the union of all true believers as one body in Christ.

Section H: In the second coming of our Lord Jesus Christ to the earth bodily to claim His own people, to vindicate Himself and to set all things in order.

ARTICLE VI. GOVERNMENT

Section A: The headship of Christ. The government of the Church shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body. All those in authority shall continually seek His mind and will, through His Spirit and the Word of God in all actions and decisions.

Section B: The Overseeing of His Body by the Elders. The Board of Elders, herein also referred to as Elders, headed by the Chairman, shall be the governing body of the church.

1. Their Ministry.

- (a) The Elders shall oversee and rule the ministry of the church by precept and example. They shall meet together regularly to review the progress of the execution of day to day functions. They shall gather to pray and review the progress, informally, as frequently as needed for mutual counsel.
- (b) Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of Kentucky, all corporate powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be controlled by the Elders. Without limiting the general powers, the Elders all have the following powers:
 - 1. To select and remove all other officers, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws; fix their compensation; and require from them security for faithful service.
 - 2. To conduct, manage, and control the affairs and business of the corporation; and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.
 - 3. To borrow money and incur indebtedness for the purpose of the corporation, and for that purpose to authorize to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt and securities.

2. Their Qualifications. (See I Tim. 3:1-7; Titus 1:5-9).
 - (a) An elder shall be a man of high moral character, temperate, prudent, respectable, not self-willed, self-controlled, just, devout, not covetous.
 - (b) An elder shall be a man who rules his home well and whose children follow his example.
 - (c) An elder shall be a man who handles himself uprightly among others; not a drunkard, not a striker, gentle, not contentious, hospitable, of good reputation in the world
 - (d) An elder shall be a mature believer who is able to teach.
3. Number of Elders. The Elders shall consist of a maximum of twelve (12) and minimum of three (3) members until the number of elders is changed by amendment to these Bylaws.
4. Election and Term of Office of Elders. Elders will be nominated by a nominating committee comprised of at least three (3) Elders and elected by a majority vote of the Board of Elders. Their election shall be ratified at a regularly scheduled membership meeting by the voting members. Ratification requires a two-thirds (2/3) vote of the voting membership present at the meeting. An Elder is elected for a three (3) year term and may not succeed himself in office.
5. Vacancies. A vacancy occurring in the Board of Elders shall be filled by the Chairman with ratification by a majority of the remaining Elders then in office even though less than a quorum. A successor Elder so elected shall serve for the unexpired term of his predecessor.
6. Quorum. A quorum for any meeting of the Board of Elders shall be a majority of all elected elders.
7. Place and Time of Regular Meetings. Regular meetings of the Board of Elders may be held at any place that has been designated by the board and at any time designated by the board.
8. Organization Meeting. At each annual meeting of the membership, the Board of Elders shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of their business.
9. Special Meetings. Meetings of the Board of Elders for any purpose or purposes may be called at any time by the Chairman or any two (2) other directors. Each elder must receive written notice prior to the specially called meeting. The transactions of any meetings of the Board of Elders, however called and noticed and wherever held, shall be as valid as though at a meeting held after regular roll

call and notice, if a quorum is present and if either before or after the meeting each of the elders not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

10. Removal. An Elder other than the Chairman, may be removed from office by the vote of a majority of the entire Board of Elders. The Chairman may only be removed from his office as Chairman by a two-thirds (2/3) majority vote of the entire Board of Elders.

Section C: The Deacons.

1. Their Ministry.

- (a) The Deacons shall carry on various ministries within the body to meet the physical needs of the Church under the direction and encouragement of the Pastor, pastoral staff, and elders.
- (b) The Deacons shall counsel with the Pastor, pastoral staff, and elders regarding the physical needs which arise in the body; they shall pray for any in the flock for whom they are caring; they shall serve the flock for exercising hospitality, love, care, and good counsel.

2. Their Qualifications. (See I Tim. 3:8-13).

- (a) Personal qualifications; serious, not double-tongued and not a drunkard.
- (b) As to faith: obedience to the faith; mature, tested walk.

3. Their Number, Appointment, and Organization.

- (a) The number of Deacons shall be left to the discretion of the Board of Elders according to the needs of the congregation.
- (b) The Board of Elders shall appoint the Deacons. A Deacon is appointed for a 3 year term and may not serve consecutive terms. Their appointment shall be acknowledged at a regularly scheduled worship service to be selected by the Senior Pastor within one (1) month of their appointment.
- (c) The Deacons shall be in regular contact with the Senior Pastor, pastoral staff, and elders and shall meet at the discretion of the Board of Elders.
- (d) A Deacon may be removed from office by the vote of a majority of the Elders.

ARTICLE VII. OFFICERS OF THE CHURCH

From amongst the Board of Elders, officers of the corporation shall be selected.

Section A: Officers. The officers of this corporation shall be Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers as the Board of Elders may appoint. No person may hold more than one of these offices.

Section B: Election. The Board of Elders shall elect by simple majority the officers of the corporation for terms of one (1) year, or until their successors are elected and qualified.

Section C: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Elders.

Section D: Chairman. The Board of Elders shall elect a Chairman from amongst them, by simple majority vote. The Chairman shall be responsible for conducting all business meetings of the members, Elders, and deacons, and shall have such powers and duties as may be prescribed from time to time by the Board of Elders. His term of office shall be one (1) year. However, the Chairman may serve consecutive terms as Chairman not to exceed his three-year term as an Elder.

Section E: Vice Chairman. The Board of Elders shall elect a Vice Chairman from amongst them, by simple majority vote. In the absence or disability of the Chairman, the Vice Chairman shall perform temporarily all the duties of the Chairman, and in so acting shall have all the powers of the Chairman until the Elders take action on the vacancy. The Vice Chairman shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Elders. His term of office shall be one (1) year. However, the Vice Chairman may serve consecutive terms as Vice Chairman not to exceed his three-year term as an Elder.

Section F: Secretary. The Secretary shall keep a full and complete record of all the proceedings of the Board of Elders shall make services of such notices as may be necessary or proper; shall supervise the keeping of records of the corporation; and shall discharge such other duties of the office as prescribed by the Board of Elders. His term of office shall be one (1) year. However, the Secretary may serve consecutive terms as Secretary not to exceed his three-year term as an Elder.

Section G: Treasurer. The Treasurer shall be the chairman of the finance committee. As Treasurer, he is responsible for monitoring financial practices, organizing the finance committee to meet for budget purposes, to speak for the finance committee at Board of Elders' meetings, and for presenting the state of the budget to the membership at the annual meeting. His term of office shall be one (1) year. However, the Treasurer may serve consecutive terms as Treasurer not to exceed his three-year term as an Elder. The finance committee shall consist of at least three (3) members of the Board of Elders. The Board of Elders shall supervise the audit of the financial records of the corporation annually.

ARTICLE VIII. PASTORS

Section A: Senior Pastor. The Senior Pastor is the spiritual leader of the Church under the headship of Christ. His role is to fulfill the nature and purpose of the church as described in Article III. He is the spokesman of the Church. His role is to shepherd the church body and the Associate Pastors and to lead the congregation by his preaching ministry.

1. His Ministry.

- A. The Senior Pastor shall minister unto the Lord in regular personal worship and praise. He shall give himself to the ministry of the word and prayer (Acts 6:4) and seek to walk uprightly before the Lord in his personal life. He shall seek the mind of God.

- B. The Senior Pastor shall be the teaching-shepherd of the church. He shall give considerable time to study of the word and shall teach the Scriptures to the flock by precept and example. He shall aim to feed the flock, equip the saints for ministry, and guard the church against attack of the enemy.
 - C. The Senior Pastor shall serve an advisory role to the Board of Elders.
2. His Qualifications. (See 1 Tim 3:1-7, Titus 1:5-9)
- A. The Senior Pastor shall be generally qualified, according to the qualifications for an elder.
 - B. The Senior Pastor shall be a Spirit-gifted teacher of the word, an ordained pastor of good reputation and Biblically conservative theology, Christ-centered, Spirit-filled, and willing to serve a non-denominational church without promoting denominational interests.
3. His Appointment.
- A. In the event of a vacancy, the Elders shall constitute a nominating committee. This committee shall seek, find, and nominate a candidate. They shall seek first among the Associate or Assistant Pastors from within the fellowship. Election shall be by three-fourths (3/4) vote of the quorum of the members of the Church.
 - B. The resigned or retiring Senior Pastor may nominate in conjunction with the Elders, a successor and/or participate in the selection of his successor.
4. His Compensation.
- The Senior Pastor's initial compensation shall be specified by the Elders at the time of his calling. The church shall provide, as possible, adequate salary, housing allowance, health insurance, expense allowance, conference funds, vacation time, continued education, pension, and other special funds as needed for his ministry. The church shall also defray the costs of sending the Senior Pastor to out-of-town conferences or conventions attended for the church, as approved by the Elders.
5. Potential Termination.
- For the purpose of potential termination of the Senior Pastor, any two (2) Elders may call a joint meeting of the Board of Elders. The meeting shall be called in accordance with the procedure outlined for calling special meetings. Should three-fourths (3/4) of the Elders concur that the Senior Pastor should terminate his employment by the church, it shall be brought before the voting membership at a

duly called meeting. A two-thirds (2/3) majority of votes of the voting membership present will terminate the Senior Pastor.

Section B: Associate or Assistant Pastors

1. Their Ministries.

A. An Associate or Assistant Pastor shall minister unto the Lord in regular personal worship and praise. He shall give himself to the ministry of the Word and Prayer (Acts 5:4) and seek to walk uprightly before the Lord in his personal life. He shall seek the mind of God. The Senior Pastor and the Board of Elders shall define an Associate or Assistant Pastor's ministry upon his appointment. He shall serve under the Senior Pastor's direction and with the Senior Pastor in the teaching of the Word.

B. The Associate or Assistant Pastor shall serve an advisory role to the Board of Elders.

2. Their Qualifications.

An Associate Pastor or Assistant Pastor shall meet the same qualifications as the Senior Pastor.

3. Their Appointment.

The Senior Pastor shall appoint and the Board of Elders shall confirm by a majority vote and ordain an Associate or Assistant Pastor to share in the ministry.

4. Their Compensation.

The Associate or Assistant Pastor's compensation shall be specified by the Board of Elders at the time of his calling. For a full-time Associate Pastor or Assistant Pastor, the church shall provide, as possible, adequate salary, housing allowance, health insurance, expense allowance, pension, conference and continued education funds, and vacation time. For a part-time Associate Pastor or Assistant Pastor, the church shall provide as seems appropriate to the Board of Elders.

5. Potential Termination.

For the purpose of potential termination of an Associate or Assistant Pastor, any two (2) Elders or the Senior Pastor may call a joint meeting of the Board of Elders. The meeting shall be called in accordance with the procedures outlined for calling special meetings. A majority vote of the entire Board of Elders will terminate the Associate or Assistant Pastor.

ARTICLE IX. SUNDAY SCHOOL

A. General. The church will maintain a Sunday School program designed for all ages. The composition, size and division of Sunday School classes will be based on the spiritual needs of the congregation as determined by the Board of Elders.

B. Sunday School Superintendent(s). The direct supervision of the Sunday School program will be the responsibility of the Sunday School Superintendent (s) who will be appointed by, and accountable to, the Board of Elders. The Superintendent will seek qualified teachers and other personnel required to maintain the program. Regular Sunday School teachers selected by the Superintendent must receive the approval of the Board of Elders . Teachers who err in their doctrinal teachings are subject to correction (or dismissal) by the Board of Elders.

ARTICLE X. AFFILIATION

Section A. The church shall be independently owned and operated.

Section B. This church, as represented by the Board of Elders, reserves the option to affiliate or fellowship with individual Christians or other local churches whose beliefs and practices are consistent with those stipulated in both the General and Expanded Statements of Faith of the Grace Heartland Church, Inc.

ARTICLE XI. FISCAL YEAR AND POLICY

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

ARTICLE XII. AMENDMENTS

Changes in this Constitution may be made in whole or in part according to the following procedure:

1. The ratification of any change requires the vote of a two-thirds majority of the active members present at a duly called meeting.

2. Proposals for the change may be presented at any regular or special meeting of the membership, but final ratification must be at a meeting subsequent to the meeting at which the proposal for change was presented. All proposals for change must be presented in writing.

3. The notice by mail of any meeting at which a proposed change is to be ratified by the membership must be the complete proposal in writing.

This 18th day of MAY, 2008.


CHAIRMAN


SECRETARY