

**BY-LAWS OF  
GRACE BIBLE FELLOWSHIP CHURCH  
WALLINGFORD, PENNSYLVANIA**

**RATIFIED: September 8, 2019 by the Congregation of Grace BFC**

For the purpose of honoring God by worshiping Him, strengthening believers, and sharing the Good News of our Lord Jesus Christ, this church shall be governed by the following by-laws:

**Article I  
Name and Address**

1. The name of the Church is: Grace Bible Fellowship Church (a Pennsylvania non-profit Corporation).
2. The address is 723 South Providence Road, Wallingford, PA, 19086.

**Article II  
Constitution**

1. The constitution of the Church consists of: (a) the "Faith & Order of the Bible Fellowship Church" Volumes One and Two published by Conference of the Bible Fellowship Church (which includes, but is not limited to, the Articles of Faith, the form of church government, rules for church discipline, congregational meetings, church committees, and pastoral transitions), and (b) the By-Laws of Grace Bible Fellowship Church.
2. Grace Bible Fellowship Church is a member of the Bible Fellowship Church, Inc. and abides by the enactments and legislation approved by that body.
3. Grace Bible Fellowship Church is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in

the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article III Membership**

1. The Membership of the Church is composed of those whose lives give evidence of regeneration, who express faith in Jesus Christ as Lord and Savior, give testimony of the assurance of forgiveness of sin, have been baptized by immersion, and commit themselves to the discipline and fellowship of the Church.
2. The standards and responsibilities for Church Membership are those set forth in the "Faith & Order of the Bible Fellowship Church." Members also commit themselves to the "Expectations and Blessings of Membership" set forth in the Church's Policy Manual.
3. Member candidates are interviewed and approved by the Board of Elders or a committee thereof. Ordained pastors on the pastoral staff are considered Members from their date of hire.
4. A person may be removed from membership at any time in accordance with the Membership policies stated in the Church's Policy Manual.

### **Article IV Congregational Meetings**

1. Congregational meetings shall be held in accordance with the guidelines set forth in the "Faith & Order of the Bible Fellowship Church."
2. The Board of Elders shall call all Congregational meetings. Any Member may request that the Board call a congregational meeting and any such request shall be considered by the Board. Any denial of such a request must be in writing.
3. The Board of Elders shall conduct at least one Congregational meeting each year.
4. Notice of any Congregational meeting must state the date, time, place and purpose(s) for which the meeting is called. Notice shall be given at regularly scheduled services no less than fourteen (14) days prior to the date of the Congregational meeting.

5. A quorum shall consist of twenty percent (20%) of the Members eligible to vote and present in person. Only Members of the Church who are present and have attained the age of 16 years are eligible to vote.

## **Article V Election of Church Officers**

1. Church Officers consist of Elders and Deacons.
2. Elders may seek suggestions for nominees from Members. The Board of Elders shall determine if nominees meet the stated qualifications for the office. Qualified nominees are nominated by the Board of Elders at its discretion.
3. Election of Church Officers shall take place at a congregational meeting.
4. Election of Church Officers shall be by a two thirds majority of the eligible voting members present.
5. Members have discretionary authority to establish the number of active Elders. If there are more qualified elders than are needed to serve at a particular time, the number of active elders shall be determined by a vote at a Congregational meeting upon recommendation of the Board of Elders.

## **Article VI Other Elections**

1. The Delegates for BFC Conference shall be Elders of Grace BFC. They shall be nominated by the Board of Elders and elected according to the rules of the BFC Faith and Order. One of the Delegates shall be designated as our Primary Delegate. They shall serve for a term of one year.
2. The officers of the corporation shall consist of a President, a Secretary, and a Treasurer. All three corporate officers shall be Elders. The Primary Delegate to BFC Conference shall serve as President of the Corporation. The Secretary and Treasurer are nominated and elected by the Board of Elders. Corporate officers serve for a term of one year.
3. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified by the President, the Board of Elders or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

## **Article VII Board of Elders**

1. Elders must be male Members in full communion with the Church who live in keeping with the qualifications set forth in Scripture (1 Timothy 3:1-7, Titus 1:6-9) and who have been Members for at least one year. All ordained men on the pastoral staff serve as Elders from their date of hire.
2. Each Elder serves a three-year term. There is no limit on the number of terms an Elder may serve.
3. The Board of Elders shall have the general oversight of the life and work of the Church including, but not limited to, the worship, preaching, ordinances, evangelism, visitation, discipline, finances, maintenance of the properties and business affairs of the corporation.
4. Each Elder shall annually declare in writing his agreement with the Articles of Faith and his willingness to follow the Principles of Order (“Faith & Order of the Bible Fellowship Church”). Each Elder must also file a Conflict of Interest statement annually.
5. Two-thirds (2/3) of the Elders shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. Each Elder shall be entitled to one (1) vote and the vote of the majority of the elders present at a meeting at which a quorum is present shall be the act of the Board of Elders. Being “present at the meeting” can mean in person or participation by phone or video connection.
6. If an Elder is absent from three (3) consecutive meetings, unless excused, his office shall become vacant for the remainder of the term. The minutes will note any excused absences.
7. Any Elder may resign at any time by giving written notice to the Secretary of the Board of Elders. Any vacancy occurring in the Board of Elders shall remain open until the annual meeting of the Congregation.
8. The Board of Elders shall annually select a Chairman, Vice-Chairman, Secretary and Treasurer.
  - A. The Chairman shall preside over the monthly Elder meetings in accordance with the Faith & Order of the Bible Fellowship Church and the Church’s By-laws. He shall publish an agenda and encourage discussion and decisions regarding the life and work of the Church for which the Board of Elders has general oversight.
  - B. The Vice-Chairman shall preside over the monthly Elder meetings in the Chairman’s absence and he will perform any other responsibilities assigned to him by the Chairman and/or the Board of Elders.

C. The Secretary shall keep a record of the minutes of each meeting as well as all congregational meetings. (In his absence, the Chairman will designate another Elder as Acting Secretary for that meeting.) The Secretary shall preside over the monthly Elder meetings in the Chairman's and the Vice-Chairman's absence and he will perform any other responsibilities assigned to him by the Chairman and/or the Board of Elders.

D. The Treasurer shall have responsibility for the financial activity of the Church as well as the bookkeeping (including, but not limited to, recording receipts, reconciling bank accounts, paying invoices, payroll and budget preparation). He shall report on the financial position of the Church at each meeting of the Board of Elders. No member of the pastoral staff may be selected as Treasurer.

E. The Board of Elders may, at its discretion and from time to time, select an Assistant Treasurer to assist the Treasurer in his duties. An Assistant Treasurer need not be an Elder but must be a Member. The Assistant Treasurer shall perform any responsibilities assigned to him by the Treasurer and/or the Board of Elders. No member of the pastoral staff may be selected as Assistant Treasurer.

### **Article VIII Church Committees**

1. All Committees will regularly publish written reports of their activities to the Board of Elders.
2. The Pastoral Relations Committee (PRC) shall consist of three (3) non-staff elders selected annually by the Board of Elders. The purposes and duties of the PRC follow the guidelines set forth in "Faith & Order of the Bible Fellowship Church" Volumes One and Two.
3. The Finance Committee (FC) shall be chaired by the Treasurer and consist of at least two (2) other Members. The purpose and duties of the FC include, but are not limited to, reviewing annual and interim financial statements, recommending the annual budget to the Board of Elders, and recommending financial policies to the board of Elders.
4. The Audit Committee (AC) shall consist of at least 3 Members, none of whom may serve on the Finance Committee. The AC shall verify that the quarterly and annual financial reports are accurate and provide additional accountability and oversight related to the financial affairs of the Church.

5. The Board of Elders may convene other committees at any time and at its discretion. Likewise, the Board may disband committees at any time and at its discretion (except for any committees required by the "Faith & Order of the Bible Fellowship Church" Volumes One and Two).

## **Article IX Board of Deacons**

1. Deacons may be male or female Members in full communion with the Church who live in keeping with the qualifications set forth in Scripture (Acts 6:6; 1 Timothy 3:8-13) and who have been Members for at least one year.
2. Each Deacon serves a three-year term except for new Deacons who serve for an initial one-year term. There is no limit on the number of terms a Deacon may serve.
3. The Board of Deacons shall have the general responsibility of sympathetic and benevolent service to Members as well as the surrounding community, showing the mercy and concern of the Church for the material and physical needs of others.
  - A. The Board of Deacons shall serve under the direction of the Board of Elders and shall report monthly to them on their actions and activities.
  - B. The Board of Elders shall have the authority to delegate to the Board of Deacons additional specific responsibilities under their purview to assist in carrying out the work and ministry of the Church.
4. Two-thirds (2/3) of the Deacons, rounded down to the next whole number shall constitute a quorum for the transaction of business at any meeting of the Board of Deacons. Each Deacon shall be entitled to one (1) vote and the vote of the majority of the Deacons present at a meeting at which a quorum is present shall be the act of the Board of Deacons. Being "present at the meeting" can mean in person or participation by phone or video connection.
5. Any Deacon may resign at any time by giving written notice to the Secretary of the Board of Deacons. Any vacancy occurring in the Board of Deacons shall remain open until the annual meeting of the Congregation.
6. The Board of Deacons shall annually elect a Chairman, Assistant Chairman, Worship and Service Co-Chairmen, Secretary and Treasurer.

- A. The Chairman shall preside over the monthly Deacon meetings in accordance with the Faith & Order of the Bible Fellowship Church and the Church's By-laws. The Chairman shall publish an agenda and encourage discussion and decisions regarding the responsibilities for which the Board of Deacons has oversight.
- B. The Assistant Chairman shall preside over the monthly Deacon meetings in the Chairman's absence and he will perform any other responsibilities assigned to him by the Chairman and/or the Board of Deacons.
- C. The Worship and Service Co-Chairmen oversee preparations for the weekly Sunday worship service and any additional preparation for services that include the ordinances of Communion and/or Baptism.
- D. The Secretary shall keep a record of the minutes of each monthly meeting for the Board of Deacons.
- E. The Treasurer keeps the financial records for any funds controlled by the Board of Deacons.
- F. The Treasurer fulfills the duties of the Secretary in his/her absence.

## **Article X Church Properties**

1. Church property is held in trust for the use of the ministry and membership of the Grace Bible Fellowship Church at 723 South Providence Road, Wallingford, PA, subject to the doctrines, laws, usages, and ministerial appointments of the BFC Conference of the Bible Fellowship Church incorporated under the Commonwealth of Pennsylvania as from time to time established, made and declared by the lawful authorities of the said church, and if the said property shall be sold or encumbered, the proceeds of the sale or the encumbrance shall be applied for the use of the aforesaid, subject, however, to the provisions of the law of the church relating to abandoned church properties and of that forbidding mortgaging of real estate for current expenses.
2. In trust, both parsonages of Grace Bible Fellowship Church shall be kept, maintained, and disposed of as a place of residence for the use and occupancy of the pastors of the Bible Fellowship Church who are from time to time duly appointed in said place according to the rules and usages of said church, and/or as a place for ministry activities, and if

sold, the proceeds to be used according to the rules of said church. If the congregation controlling this property shall be disbanded, the property shall be controlled and disposed of according to the rules of the Bible Fellowship Church.

### **Article XI Amendments**

1. Amendments to these By-Laws shall be made upon recommendation of the Board of Elders and approval by two-thirds (2/3) majority of eligible Members voting at a Congregational meeting.
2. All amendments must be circulated to the Members in writing at least one (1) month prior to the Congregational meeting in which the vote is taken.
3. The Board of Elders will consider amendments proposed in writing by any Member. Any denial of such a proposal must be in writing.

### **Article XII INDEMNIFICATION OF ELDERS, DEACONS, OFFICERS, EMPLOYEES, AND AGENTS**

1. The Church shall indemnify any Elder, Deacon or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than any action by or in the right of the Church, by reason of the fact that he/she is or was an Elder, Deacon, officer, employee or agent of the Church, or is or was serving at the request of the Church as an Elder, Deacon, officer, employee or agent of another domestic or foreign corporation for profit or not-for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.



2. The Church shall indemnify any Elder, Deacon or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he/she is or was a Elder, Deacon, officer, employee or agent of the Church or is or was serving at the request of the Church as a Elder, Deacon, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses, including attorneys/ fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Church and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Church unless and only to the extent that the court of common pleas of the county in which the registered office of the Church is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.
  
3. The indemnification and advancement of expense provided by, or punted to, this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested Elders or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of the Church that indemnification of, and advancement of expenses to, Elders, Deacons, and officers of the Church shall be made to the fullest extent permitted by law. To this end, the provisions of this Article XII shall be deemed to have been amended for the benefit of Elders, Deacons, and officers of the Church effective immediately upon any modification of the Pennsylvania Nonprofit Corporation Law of 1988 ("NPCL") or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, Elders, Deacons, and officers of the corporations.

4. The Church shall pay expenses incurred by an officer, Deacon or Elder, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article XII in advance of the final disposition of such action or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Church.
5. The indemnification and advancement of expense provided by, or granted pursuant to, this Article XII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an Elder, Deacon, officer, employee or agent of the Church and shall inure to the benefit of the heirs, executors and administrators of such person.
6. The Church shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaw or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Church; or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article XII. The provisions of this Article XII shall be not deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1. or Section 2. of this Article XII but whom the Church has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or otherwise. The authority granted by this Section XII.6 shall be exercised by the Board of Elders of the Church.
7. The Church shall have the authority to enter into a separate indemnification agreement with any officer, Deacon, Elder, employee or agent of the Church or any subsidiary providing for such indemnification of such person as the Board of Elders shall determine up to the fullest extent permitted by law.
8. As soon as practicable after receipt by any person specified in Section 1. or Section of this Article XII of notice of the commencement of any

action, suit or proceeding specified in Section 1. or Section 2. of this Article XII, such person shall, if a claim with respect thereto may be made against the Church under Article XII of these By-laws, notify the Church in writing of the commencement or threat thereof; however, the omission so to notify the Church shall not relieve the Church from any liability under Article XII of these Bylaws unless the Church shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article XII of these Bylaws. With respect to any such action as to which such person notifies the Church of the commencement or threat thereof, the Church may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Church, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Church. After notice from the Church to such person of its election to assume the defense thereof, the Church shall not be liable to such person under Article XII of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Church of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Church; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Church and such person in the conduct of the defense of such proceeding; or (iii) the Church shall not in fact have employed counsel to assume the defense of such action. The Church shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Church or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article XII of these Bylaws or advancement of expenses are not paid or made by the Church, or on its behalf, within 90 days after a written claim for indemnification or a request for advancement of expenses has been received by the Church, such person may, at any time thereafter, bring suit against the Church to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Church. Ex-

penses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Church.

9. The Church shall have the power to purchase and maintain insurance on behalf of any person who is or was a Elder, Deacon, officer, employee or agent of the Church, or is or was serving at the request of the Church as a Elder, Deacon, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Church would have the power to indemnify him against such liability under the provisions of this Article XII.

### **Article XIII Miscellaneous**

1. The Board of Elders may select one or more elder(s)-emeritus with the right to attend all regular and special meetings thereof, but with no power to make motions or to vote and who shall not be counted in determining a quorum.
2. The Church believes that marriage is the joining together of one man and one woman in a covenant union instituted and ordained by God. Furthermore, God's Word declares that the expression of sexual relations is authorized only in the union of male and female within the bond of marriage. Scripture plainly teaches that homosexual lust and practice are sinful in God's sight. Finally, God, in His wisdom, has created each person with a unique design as He wills. We believe that the gender of a person is determined by God and should not be changed or modified after birth.

Based on these statements, the following will apply to all marriages being performed by pastors/officiants at the Church and to the use of its facilities:

- A. Pastors/officiants will only perform a marriage at the Church between a man and woman as described above who believe and follow the Scriptures found in the Holy Bible and at least one of

them is a Member of the Church or he/she is the child of a Member of the Church and he/she agrees with the BFC Faith & Order and the Holy Scriptures.

B. The Church's facilities will only be allowed to be used by the couple being married if at least one of them is a Member of the Church or one of them is the child of a member of the Church and the pastor/officiant performing the ceremony is a believer and agrees with the BFC Faith & Order and the Holy Scriptures. All final decisions about the use of the church facilities are the responsibility of the Elders.

3. The Church operates in compliance with the Whistle Blower Policy found in the Church's Policy Manual.
4. The Church operates in compliance with Gift Acceptance Policy found in the Church's Policy Manual.
5. The Church operates in compliance with the Conflict of Interest Policy found in the Church's Policy Manual.
6. The Church operates in compliance with the Child Protection Policy found in the Church's Policy Manual.