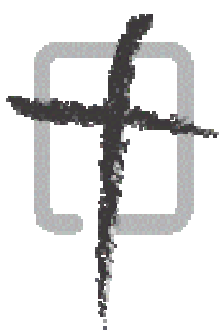


CONSTITUTION
AND
BYLAWS



auburn
SOVEREIGN GRACE
fellowship

3926 Southpark Place
Auburn, CA 95602

Introduction

The following Constitution is designed to help our church operate in a biblically faithful manner. Among numerous other topics, it details our church's purpose, membership process, offices, meetings, and methodology for conflict resolution, giving our ministry as a congregation necessary practical guidance. In particular, the Bylaws are designed to accomplish the following goals:

- (1) To prevent surprises and disappointed expectations by providing potential members with a thorough explanation of how the church intends to govern itself.
- (2) To reduce the likelihood of confusion and conflict within the church by establishing clear operational guidelines.
- (3) To prevent the misuse of authority by church leaders by establishing procedures that protect members from being disciplined or losing rights without due process.
- (4) To reduce the church's exposure to legal liability by satisfying recently developed legal requirements, even in areas where we deny that the state has jurisdiction, and by requiring that potential lawsuits will be resolved through biblical mediation or arbitration rather than through litigation.

Scripture does not tell us exactly how to give notice for congregational meetings, how long church officers should serve without re-election, or how to dispose of property if a church dissolves. These Bylaws are designed to answer these types of questions in accord with biblical principles, and will hopefully spare us from unnecessary confusion and conflict, help us to act in consistent and respectful ways, and allow us to devote ourselves to the more important matters of God's kingdom.

Article I – Name and Location of Office

The name of the corporation is Sovereign Grace Fellowship. It is a California non-profit religious corporation with its primary offices in Auburn, California.

Article II – Purpose

This corporation is organized for exclusively religious purposes. This church exists by the grace of God, for the glory of God, which shall be the ultimate purpose in all its activities. Our commission is summarized as follows:

And Jesus came and said to them, "All authority in heaven and on earth has been given to me. ¹⁹ Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, ²⁰teaching them to observe all -that I have commanded you. And behold, I am with you always, to the end of the age."

Matthew 28:18-20 (ESV)

Article III – Statement of Faith

Section 1 Scripture

- Ø We teach that all Scripture (the 66 book canon) is given by inspiration of God, by which we mean that God superintended human authors so that using their individual human personalities they composed and recorded without error His message to man in the words of the original autographs.
- Ø We teach that the Bible constitutes the only infallible rule of faith and practice, being fully sufficient for every human need and all that pertains to life and godliness. In matters not addressed by the Bible, what is true and right must be assessed by criteria consistent with the teachings of Scripture.
- Ø We teach that, whereas there may be several applications of any given passage of Scripture, there is but one true contextual and/or prophetic interpretation. The precise meaning is to be found as one diligently applies the literal, grammatical-historical method of interpretation under the leading of the Holy Spirit. It is the responsibility of all believers to give themselves to the diligent study of the word of God in order to be able to ascertain the true intent and meaning of the Scripture, recognizing that proper, accurate application is binding on all generations. However, this personal responsibility does not change the fact that the truth of Scripture always stands in judgment of men; never do men stand in judgment of it.

Section 2 The Trinity

- Ø We teach that there is one living, sovereign, all-glorious God who is an infinite, all-knowing Spirit, perfect in all His attributes and substance, one in essence, eternally existing in three Persons: God the Father, fountain of all being; God the Son, eternally begotten, not made, without beginning, being of one essence with the Father; God the Holy Spirit, proceeding in the full, divine essence, as a person, eternally from the Father and the Son; all of whom are one God deserving precisely the same homage, confidence and obedience.

Section 3 God the Father

- Ø We teach that God the Father, the first person of the Trinity, orders and directs all things according to His own purpose and grace. By His will all things were created and they continue to exist according to His good pleasure.

- Ø We teach that God the Father upholds and sustains all things – from galaxies to subatomic particles, from the forces of nature to the movements of nations, and from the public plans of politicians to the secret acts of solitary persons – all in accord with His eternal, all-wise purposes to glorify Himself, yet in such a way that He never sins, nor ever condemns a person unjustly; but that His ordaining and governing all things is compatible with the moral accountability of all persons created in His image.
- Ø We teach that His Fatherhood involves both His designation within the Trinity and His relationship with His elect. As Creator, He is the God of all men, but He is spiritual Father only to believers. He has graciously chosen from eternity past those whom He would have as His own. He saves from sin and adopts as His own all who come to Him through Jesus Christ and He becomes, upon adoption, Father to His own.

Section 4 God the Son

- Ø We teach that in the fullness of time God sent forth His eternal Son, the second person of the Godhead, as Jesus the Messiah, conceived by the Holy Spirit, born of the virgin Mary. We teach that, when the eternal Son became flesh, He took on a fully human nature, so that two whole, perfect, and distinct natures were inseparably joined together in one Person, without confusion or mixture. Thus the Person, Jesus Christ, was and is truly God and truly man, yet one Christ and the only Mediator between God and man.
- Ø We teach that Jesus Christ lived without sin, though He endured the common infirmities and temptations of human life. Throughout His ministry He preached and taught with truth and authority unparalleled in human history and worked miracles, demonstrating His divine right and power over all creation.
- Ø We teach that His life was governed by His Father's providence with a view to fulfilling Old Testament prophecies concerning the One who was to come. We teach that Jesus Christ suffered voluntarily in fulfillment of God's redemptive plan, that He was crucified under Pontius Pilate, that He died, was buried and on the third day rose from the dead to vindicate the saving work of His life and death and to take His place as the invincible, everlasting Lord of glory guaranteeing the future resurrection to life for all believers. He gave many compelling evidences of His bodily resurrection and then ascended bodily into heaven, where He is seated at the right hand of the Father, interceding for His people on the basis of His all-sufficient sacrifice for sin. He will one day return judging all men, both the saved and unsaved in every generation.

Section 5 God the Holy Spirit

- Ø We teach that the Holy Spirit is a divine person, eternal, underived, possessing all the attributes of deity and personality including intellect, emotions, will, eternity, omnipresence, omniscience, omnipotence, and truthfulness. In all the divine attributes He is co-equal and consubstantial with the Father and the Son.
- Ø We teach that the Holy Spirit has always been at work in the world, sharing in the work of creation, awakening faith in the remnant of God's people, performing signs and wonders, giving triumphs in battle, empowering the preaching of prophets, and inspiring the writing of Scripture. Yet, when Christ had made atonement for sin, and ascended to the right hand of the Father, He inaugurated a new era of the Spirit by pouring out the promise of the Father on His Church.
- Ø We teach that the present ministry of the Holy Spirit inaugurated at Pentecost consists of restraining sin in the world and convicting the world of sin, righteousness, and judgment. He also, in the present age, regenerates believers in Christ, baptizes them into the church, the body of Christ, indwells them permanently, illuminates them in their study of Scripture, seals them unto the day of redemption, and bestows spiritual gifts upon each one.

Section 6 Man

- Ø We teach that man was created in the image and likeness of God, apart from any evolutionary process. We teach that, although God created man morally upright, he was led astray from God's Word and wisdom by the subtlety of Satan's deceit, and chose to take what was forbidden, and thus declared his independence from, distrust for, and disobedience toward his all-good and gracious Creator. Thus, our first parents, by this sin, fell from their original innocence and communion with God.
- Ø We teach that God's intention in the creation of man was that man should glorify Him, enjoy fellowship with Him, live his life according to His will, and by this accomplish His purpose for man in the world.

- Ø We teach that in Adam's sin of disobedience to the revealed will and word of God, man lost his innocence, incurred the penalty of spiritual and physical death, became subject to the wrath of God, and became inherently corrupt and utterly incapable of choosing or doing that which is acceptable to God apart from divine grace. Man possesses no ability to recover himself, and thus he is hopelessly lost. Man will never seek after God on his own, he is enslaved to sin, spiritual things are complete foolishness to him, his heart is deceitful and desperately sick and will only do evil continually. Therefore, man's salvation is nothing of himself, but wholly by the sovereign act of God through the redemptive work of the Lord Jesus Christ.
- Ø We teach that because all men were in Adam, his guilt was justly imputed to every man, and a nature corrupted by Adam's sin has been transmitted to all men of all ages, Jesus Christ being the only exception. All men are thus sinners by nature, by choice, and by divine declaration. Although man is radically and pervasively depraved, he, by the common grace of God, does not always fulfill his full potential to sin.

Section 7 Salvation

- Ø We teach that salvation is the free gift of God brought to men by His grace and received by faith alone in Christ, who died for our sins and rose again, apart from any sacraments, good works, or human merit.

Section 8 Election

- Ø We teach that election is the sovereign act of God by which, before the foundation of the world, He chose in Christ those whom He will graciously call, regenerate, save, sanctify, and glorify. The basis of God's choosing was His own good pleasure and was not based on anything He saw in man. He did not choose certain men because He saw their faith or knew they would believe. Faith is the gift of God. He did not choose because He saw any goodness in man – “There is none righteous, not even one.” He eternally chose men according to His own will, totally independent of anything in man and to the praise of His glory.

Section 9 Atonement

- Ø We teach that the ultimate moving cause of the atonement is found in the good pleasure of God. God's good pleasure to save sinners by a substitutionary atonement served to express His love and justice. It was the justice of God that required the demands of the law to be met and His love that provided a way of escape for lost sinners. Considering the extent of the sacrifice which Christ paid, the atonement must indeed be the only possible means to the salvation of sinful man. If there were any other way to satisfy the justice of God, it would have been rendered.
- Ø The atonement made propitiation (a wrath satisfying payment) to God, reconciling elect sinners to Himself who were the objects of His judicial wrath. This was accomplished by the sacrificial covering of their sin in satisfaction of God's justice and the righteous demands of His law. The Scripture sets forth the atoning work of Christ as being fully sufficient to accomplish its eternal purpose. Scripture affirms the comprehensive atoning work of Christ as fully accomplishing all that was necessary for the wrath of God to be satisfied (propitiation), our sins to be removed (expiation), our souls to be declared righteous (justification), our relationship restored (reconciliation), and our person to be redeemed (redemption).
- Ø Understanding its purpose and effect, the atonement cannot be universal with regard to its redemptive design, but has as its objects those who are brought into the saving grace of God according to the kind intention of His will.

Section 10 Regeneration

- Ø We teach that regeneration is a supernatural work of the Holy Spirit by which the soul is born again and divine life is imparted.
- Ø We teach that, apart from the effectual work of the Spirit, no one would come to faith, because all are dead in trespasses and sins. Man is hostile to God, morally unable to submit to God or please Him, because the pleasures of sin appear greater than the pleasures of God. Thus for God's elect, the Spirit triumphs over all resistance, wakens the dead, removes the blindness, and manifests Christ in such a compellingly beautiful way through the Gospel that He becomes irresistibly attractive to the regenerate heart.
- Ø We teach the Holy Spirit does this saving work in connection with the presentation of the Gospel of the glory of Christ. Thus neither the work of the Father in election, nor the work of the Son in atonement, nor the work of the Spirit in regeneration is a hindrance or discouragement to the proclamation of the gospel to all peoples and persons everywhere. On the contrary, this Divine saving work of the Trinity is the warrant and the ground of our hope that our evangelization is not in vain in the Lord. The Spirit binds His saving work to the gospel of Christ, because His aim is to glorify the Christ of the Gospel.
- Ø Genuine regeneration will manifest itself in fruits worthy of repentance as demonstrated in righteous attitudes and conduct as the believer submits to the control of the Holy Spirit in his life through faithful obedience to the Word of God.

Section 11 Justification

- Ø We teach that the justification of sinners is an act of God by which He legally declares righteous those who, through faith in Christ, repent of their sins and confess Him as Sovereign Lord. This righteousness is apart from any virtue or work of man, and involves the imputation of our sins to Christ, and the imputation of Christ's righteousness to us. By this means God is enabled to be “just, and the justifier of the one who has faith in Jesus.”

Section 12 Sanctification

- Ø We teach that every believer is promised positional, progressive, and ultimate eternal sanctification.
- Ø We teach that every believer is sanctified (set apart) unto God by justification and is therefore declared to be holy and identified as a saint. This sanctification is positional and instantaneous, having to do with the believer's standing, not his present walk or condition, and should not be confused with progressive sanctification.
- Ø We teach also a progressive sanctification beginning at the point of conversion by which the practice of the believer is continually brought closer to the position he enjoys through justification. Through the empowering of the Spirit and the grace of God the believer is both enabled and compelled to live a life of increasing holiness in conformity to the will of God, becoming more and more like the Lord Jesus Christ. In this respect, we teach that every saved person is involved in a daily conflict--the new creation in Christ doing battle against the flesh—yet adequate provision is made for victory through the power of the indwelling Holy Spirit. Hence, we do not teach a sinless perfection on this earth, but we do teach that the believer's life will necessarily be characterized by the pursuit of holiness.
- Ø We also teach an ultimate eternal sanctification wherein the believer will experience complete freedom from sin, being transformed in all ways into what he has been declared to be positionally.

Section 13 Assurance

- Ø We teach that all who are born of the Holy Spirit through faith in Christ can have assurance of salvation and are eternally secure in Christ.

- Ø We teach that all who are justified will win the lifelong fight of faith. They will persevere in faith and never surrender to the enemy of their souls. This perseverance is the promise of the New Covenant, obtained by the blood of Christ, and worked in us by God Himself. This God-worked perseverance does not serve to diminish our vigilance but only to empower and encourage it.

Section 14 The Church

- Ø We teach that all who place their faith in Jesus Christ are immediately placed by the Holy Spirit into one universal Church, the Body and Bride of Christ, with Christ Himself as the all-supplying, all-sustaining, all-supreme, and all-authoritative Head.
- Ø We teach it is God's will that the universal Church find expression in local churches in which believers agree together to hear the Word of God proclaimed, to engage in corporate worship, to practice the ordinances of baptism and the Lord's Supper, to build each other's faith through the manifold ministries of love, to hold each other accountable in the obedience of faith through Biblical discipline, and to engage in local and world evangelization. The Church is a body in which each member should find a suitable ministry for His gifts; it is the household of God in which the Spirit dwells; it is the pillar and bulwark of God's truth in a truth-denying world; and it is a city set on a hill so that men may see the light of its good deeds and give glory to the Father in heaven.
- Ø We teach that Christian baptism by immersion is the solemn and beautiful testimony of a believer showing forth his faith in the crucified, buried, and risen Savior, and his union with Him in death to sin and resurrection to new life. It is also a sign of fellowship and identification with the visible body of Christ, and is a pledge in the presence of God and His saints to live a life of good conscience before Him. Baptism has absolutely no saving merit or regenerative power; salvation is entirely the work of Almighty God in accordance with the eternal decree of the Father, as accomplished on the cross by the Son, and applied by the Holy Spirit.
- Ø We teach that the Lord's Supper is the commemoration and proclamation of Christ's death until He comes as the elements are a representation of the flesh and blood of Christ. The Lord's Supper is reserved for those who have been born of the Spirit of God and must always be preceded by sober self-examination. The Lord's Supper is an actual communion with the risen Christ who is present in a unique way in fellowship with His people.
- Ø We teach each local church should recognize and affirm the divine calling of spiritually qualified men to give leadership to the church through the role of pastor-elder in the ministry of the Word and prayer. Additionally, God has also appointed deacons and deaconesses to the operational and administrative responsibilities of the body. Women are not to fill the role of pastor-elder nor are they to teach or exercise authority over a man in the local church, but are encouraged to use their gifts in appropriate roles that edify the body of Christ and spread the gospel.
- Ø We teach that the early church was given two classes of spiritual gifts: 1) miraculous gifts given primarily in the apostolic era for the purpose of confirming the authenticity of the apostles' message; 2) ministering gifts given to equip believers for edifying one another and for accomplishing every facet of the work of the ministry. With the New Testament revelation now complete, Scripture is the sole test of the authenticity of a man's message. The ministering gifts are spiritual graces essential to the life and health of the Church, and will continue to operate until the Lord's return at the end of the age.
- Ø We teach that according to clear biblical instruction unrepentant habitual sin should not be tolerated within God's church. Every believer is subject to the body of Christ and every believer is to strive to turn a sinner from the error of his ways. If a person does not repent, upon following the biblical pattern, they are to be put out of the church and treated as an unbeliever. Nevertheless the goal of church discipline is to seek the repentance and restoration of the sinning brother.

- Ø We teach the mission of the Church is threefold:
 1. Exalting the Lord
 - Ø We teach that it is the primary mission of the church to bring glory to God consistent with His ultimate purpose for all of the created order. The corporate gathering of the Church is primarily and ultimately the exaltation of God in worship, prayer, and the preaching of His word.
 2. Edifying the Saints
 - Ø We teach that the saints are edified through the means of grace by the instruction of the Word, by biblical fellowship, and by the corporate observance of the ordinances.
 3. Evangelizing the Lost
 - Ø We teach that Jesus Christ has given the church an enduring commission to evangelize the lost, with this responsibility extending to every believer. Biblical evangelism must involve both the spoken word and the unspoken testimony of a life transformed by the grace of God in Christ.

Section 15 The Christian Life

- Ø We teach that believers should be set apart unto the Lord Jesus Christ and affirm that the Christian life is a life of obedient righteousness demonstrated by a continual pursuit of holiness.
- Ø We teach that this pursuit of holiness is awakened and sustained by God's Spirit through His Word and prayer. The pursuit of holiness is seen in such practices as prayer, meditation, memorization, evangelism, fasting, and Bible study. In this pursuit of holiness the believer is not to withdraw in isolation from the world; rather the world is his God-ordained place of ministry as he exposes the deeds of darkness and brings the gospel message to the whole world.
- Ø We teach that God's abounding grace will so transform the believer's heart that he longs to live his or her life in a manner which demonstrates adoring love to God. His grace makes sin distasteful and righteousness a treasure to be sought.

Section 16 Angels

A. Holy Angels

- Ø We teach that angels are created spirit beings and are therefore not to be worshipped. Although they are a higher order of creation than man, they cannot procreate and have been created to serve God and to worship Him.

B. Fallen Angels

- Ø We teach that Satan, the chief of the fallen angels, as a created being is eternally subject to the sovereignty of God. Satan and the other fallen angels (demons) are the open and declared enemies of God and man. Having been defeated through the death and resurrection of Jesus Christ, they, being unredeemable, shall be eternally punished in the lake of fire.

Section 17 Death and End Times

- Ø We teach that physical death involves a separation of soul and body with no loss of immaterial consciousness. The souls of the unsaved are held in torment awaiting final judgment, while the souls of the redeemed are made perfect in holiness, are received into paradise, and are taken consciously into the presence of Christ, which is more glorious and more satisfying than any experience on earth.
- Ø We teach that at the end of the age Jesus Christ will return to this earth personally, visibly, physically, and suddenly in power and great glory to translate His Church from this earth and so the saints shall always be with the Lord.
- Ø We teach the bodily resurrection of all men, the saved to an eternal life in God's presence, and the unsaved to judgment and everlasting punishment cut off from the life of God forever.

Article IV – Corporate Membership

Section 1 Corporate Members

The corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall require approval only by the Elders. All rights which would otherwise vest in the members shall vest in the Elders.

Section 2 Members of the Fellowship

Nothing contained in Section 1 of this Article shall be construed to limit the right of the corporation to refer to persons associated with the corporation as “members” even though such persons are not corporate members, and no such reference in or outside these bylaws shall constitute anyone being a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s articles or bylaws, but no such person shall be a member within the meaning of said Section 5056.

Article V – Church Membership

Section 1 Purpose of the Fellowship

The congregation of Christian believers who have applied for membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in Article II of these bylaws.

Section 2 Active Membership

Active membership in Sovereign Grace Fellowship shall be open to all persons who confess Jesus Christ as their Lord and Savior and who have been baptized.

Section 3 Qualifications for Membership

1. All requests for membership shall be made to one of the Elders. Upon making such request, the person shall be given an Application for Membership, along with a copy of Sovereign Grace Fellowship’s Doctrinal Statement.
2. To qualify for membership in this church, a person must be a believer in Jesus Christ who gives evidence of regeneration, who has been baptized, in obedience to Christ, following his or her regeneration, and who wholeheartedly believes in the Christian faith as revealed in the Bible. Each member must agree to submit to the teaching of Scripture as expressed in the Sovereign Grace Fellowship Doctrinal statement and must commit to make every effort in keeping the commitments expressed in the Church Covenant. The elders shall be responsible for determining each person’s qualification for membership. In making this determination, they may rely on a person’s profession of faith, or such other evidence, as the elders deem appropriate.
3. If, upon review of a person’s application for membership, or after meeting with the prospective member, the Elders determine that the applicant does not confess Jesus Christ as his/her Lord and Savior, or that there is a lack of credible evidence of a godly lifestyle, membership shall be denied. The decision made by the Elders shall be final and there shall be no appeal to any court from that decision.

Section 4 Admission of Applicants

Applicants admitted to membership shall, if possible, present themselves at a worship service designated by a Pastor and Elders, at which service such applicant/s shall publicly affirm their membership commitment and be publicly acknowledged as a member/s.

Section 5 Responsibilities of Members

In accord with the duties enumerated in the Church Covenant, each member shall be privileged and expected to participate in and contribute to the ministry and life of the church, consistent with God's leading and with the gifts, time, and material resources each has received from God in submission to the loving rule of the Elders.

Section 6 Discipline of Members

The purpose of Church discipline is for:

1. The repentance, reconciliation, restoration, and spiritual growth of the individual disciplined, (see Matthew 18:15-17; 1 Corinthians 5: 5; Galatians 6: 1-5; Titus 1:13-14; James 1: 22).
2. The instruction in righteousness and good of other Christians, as an example to them, (see 1 Corinthians 15:33; 1 Timothy 5:20; Titus 1:10-11).
3. The purity of the church as a whole (see 1 Corinthians 5:6-7; Ephesians 5:27; Revelation 21:2).
4. The good of our corporate witness to non-Christians (see Matthew 5:13-16; John 13:35; Acts 5:1-14; 2 Peter 2:2).
5. The glory of God by reflecting His holy character (see Matthew 5: 16; John 15:8; Romans 15:5-6; 2 Corinthians 6:14-18; 1 Peter 2:12).

Any member holding to doctrinal heresy or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the church, shall be subject to the discipline of the church, according to the instructions of our Lord in Matthew 18: 15-17 and the example of Scripture.

Before dismissal, however, (1) it shall be the duty of any member of this church who has knowledge of the erring member's heresy or misconduct to warn and to correct such erring member in private, seeking his repentance and restoration. If said erring member does not heed to this warning, then (2) the warning member shall again go the erring member accompanied by one or two witness-members to warn and correct such erring member, seeking his repentance and restoration. If said erring member still refuses to heed this warning, then (3) it shall be brought to the attention of the Elders, who after investigation, may appropriately inform the church of the unrepentant sin at corporate worship service so that the congregation pray for and pursue such a person for the purpose of restoration. If the member continues in unrepentant sin (4) they shall be dismissed and disfellowshipped from the church publicly with the continued desire that repentance and restoration will occur. It is understood that this process will continue to its conclusion whether the erring member leaves the church or otherwise seeks to withdraw from membership to avoid the discipline process.

If at any point in this process the said person comes to repentance the church shall warmly and lovingly restore him to fellowship within the body (see Matthew 18:13; Luke 15:11-32). Once the board of elders is convinced that the said erring member has credibly demonstrated repentance, the elders, with unanimous consent shall publically restore such a one to membership.

Section 7 Removal from Membership

Members may be removed from membership by order of the Board of Elders when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; become a member of another church; cannot be found for a period greater than two years; or are removed by disfellowshipping for persistent and unrepentant sin..

Section 8 All Church Meetings

A meeting may be called by the Elders at any time they deem necessary. This will be done for the purpose of affirming men for ministry and for receiving input from the members on various decisions and issues. Any and all responses by members of the church to questions posed at the meeting shall be deemed advisory and non-binding in nature.

Article VI – Elders

Section 1 Powers

Subject to limitation of the Articles and these bylaws and of pertinent restrictions of the Corporation Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Elders, who may herein be referred to as the Directors of this corporation. The Elders are responsible for shepherding and for the oversight of the flock. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Elders shall have the following powers in addition to the other powers enumerated in these bylaws:

- A. To select and remove all the officers, agents, pastors, staff and employees of the corporation, prescribe such duties for them consistent with the law, the Articles of Incorporation, or with these bylaws, fix the terms of their offices and their compensation.
- B. To make such disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation, and with these bylaws, as they may deem best.
- C. To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they deem best.
- D. To establish policies and practices for the church consistent with the purposes of this Corporation.
- E. To take part in the administration of the two ordinances of the church – Baptism and Communion.
- F. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- G. To carry on a business and apply any such profit that results from the business activity in which it may legally engage.

Section 2 Number of Elders

The authorized number of Elders of the corporation shall be no less than three and comprised of those determined by the Elders to meet the Scriptural qualifications as set forth in 1 Timothy 3:17 and Titus 1:6-9.

Section 3 Selection, Appointment and Tenure

From time to time, in the course of the life and ministry of Sovereign Grace Fellowship the Elders will observe a man whose life and conduct reveal a deep commitment to Jesus Christ, His people and the Word of God. Before being considered for the office of elder this man will need to have displayed a passion for shepherding God's people and have a desire to serve officially in that capacity (1 Timothy 3:1). Knowing the warning of Scripture that we are not to...*lay hands on any man hastily*... (1 Timothy 5:22), any man considered for the Eldership will be well-known by the Elders and the congregation. He will be a man who, from all appearances, is considered qualified according to the Scriptures as outlined in Section 4, below. In addition, he will be a man who has, as in the case of Deacons, proven himself, (1 Timothy 3:10).

Any man under consideration for appointment and ordination as an Elder will be examined by the Elders as they deem necessary in order to establish, as clearly as possible, his conformance to the Biblical qualifications as herein noted.

It is also essential that the life of any candidate's wife demonstrate her own conformance to the Scriptures (1 Timothy 2:8-15, 3:11-12; Titus 2:3-5) and that she be in full support of, and committed to, her husband's desire to serve as an Elder.

When the Elders approve a man to be a candidate for the office of Elder, his name will be announced to the congregation and posted for a period of three (3) weeks. During this period of time the members of the congregation will be invited and encouraged to express their personal convictions with regard to the man's candidacy for the office.

Barring any valid opposition, the candidate for Elder may be deemed "affirmed" by the congregation. After unanimous approval by the Elders they will then publicly affirm the candidate as an elder and lift up his ministry in prayer.

As to tenure, the man may serve as an Elder for an indefinite term determined by the unanimous will of the Elders and by his continued conformance to the Biblical qualifications, including his desire to so serve.

Section 4 Qualifications

Each Elder must be an active member of this church and possess the qualifications described in 1 Timothy 3:1-7, and Titus 1:6-9, which state that he shall be:

- A. Blameless as a steward of God – above reproach.
- B. The husband of one wife – a one-woman man.
- C. Temperate, sober, vigilant.
- D. Sober-minded, prudent.
- E. Of good behavior – orderly, respectable.
- F. Given to hospitality.
- G. Able to teach – he can exhort believers and refute false teaching.
- H. Not given to wine.
- I. Not violent – not quarrelsome or combative.
- J. Patient, moderate, yielding attitude, gentle.
- K. Not a brawler or argumentative – not easily angered or quick-tempered.
- L. Not covetous, not a lover of money – not greedy of base gain (not materialistic).
- M. Rules well his own house – his children are faithful and not accused of rebellion from God.
- N. Has believing children not open to the charge of being wild or disobedient.
- O. His children obey him with proper respect.
- P. Not a novice – not a new convert to the faith.
- Q. Has a good report or reputation with outsiders.
- R. Not self-willed.

- S. A lover of good men and things.
- T. Just, fair.
- U. Holy, devout.
- V. Self-controlled.

Section 5 Vacancies

Subject to the provision of Section 9226 of the California Nonprofit Religious Corporation Law, any Elder may resign effective upon giving written notice to the Elders, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time.

A vacancy or vacancies in the Eldership shall be deemed to exist in case of the death, resignation, or removal of any Elder.

Section 6 Removal of Elders

Any Elder may be removed from office if he becomes physically incapacitated, biblically unqualified, or otherwise deemed unable to serve by the remainder of Elders.

Section 7 Place of Meetings

Notwithstanding anything to the contrary provided in these bylaws, any meeting (regular or special) of the Elders of the corporation may be held at any place.

Section 8 Regular Meetings

The Elders shall meet corporately a minimum of once a month, each elder being notified in a timely manner in order to ensure maximum attendance.. These meetings shall be open to any member of the congregation unless otherwise specified.

Section 9 Special Meetings

Special meetings of the Elders may be called at any time by any Elder.

Section 10 Quorum

A majority of the Elders currently serving shall constitute a quorum. A majority of the Elders present, whether or not a quorum is present, may adjourn and reschedule any meeting. Except as the Articles of Incorporation, these bylaws and the California Nonprofit Religious Corporation Law may provide, the act or decision done or made by the Elders present at a meeting duly held at which a quorum is present shall be deemed the act or decision of the Elders.

Section 11 Action without Meeting

Any action required or permitted to be taken by the Elders may be taken without a meeting if all the Elders shall individually or collectively consent to such action. Such consent shall be documented in the minutes of the next meeting of the Elders.

Section 12 Rights of Inspection

Every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

Section 13 Decisions of the Elders

Decisions shall be reached after prayerful consideration by unanimous vote of the Elders in a spirit of humility, with each Elder regarding the others before himself. In the event that a minority among the Eldership prevents unanimity and the issue at hand is of such serious nature that it reasonably, in the minds of the majority of the Eldership, demands immediate action, the majority of the Elders will issue to the minority a deadline by which time they must either: persuade the majority to their view, come in line with the majority in a spirit of true submission and support, or resign from the Eldership.

Section 14 Fees and Compensation

Elders may or may not receive compensation for their services as determined by the Elders themselves. Any elder receiving compensation must give or receive one month's notice before resignation or dismissal.

Any person receiving compensation directly or indirectly from Sovereign Grace Fellowship shall not be in a position to determine the nature or amount of said compensation.

Article VII – Other Councils and Committees

Section 1 Councils and Committees

To promote efficient handling of Eldership matters, the Elders may appoint various committees from within its membership, the staff, and from the congregation at large. These committees shall perform tasks solely in accordance with the duties and powers specifically delegated by the Elders and shall exist and function for the period specified by the Elders.

Section 2 Deacons

The Diaconate shall consist of members possessing the qualifications described in 1 Timothy 3:8-13. The Deacons shall assist the Elders as ministers of mercy by serving the practical needs of the congregation, performing whatever duties necessary in order to protect the ministry of the Elders in prayer, study and teaching of the Word of God. These men may be recommended by the Elders, members of the congregation or they may personally express their desire to serve the Elders. Candidates for the Diaconate shall be examined by the Elders in light of the Biblical qualifications and appointed at the discretion of the Elders. It is essential that any candidate wife demonstrate her own conformance to the Scriptures (1 Timothy 2:8-15, 3:11-12; Titus 2:3-5) and that she be in full support of, and committed to, her husband's desire to serve as a deacon.

Section 3 Appointment and Tenure

The Elders, upon selection of a man as a candidate for appointment to the diaconate, will announce his name before the congregation for a period of not less than three (3) weeks. This will provide the members of the church opportunity to express to the Elders any question or issue they may have relative to the prospective appointment. This process, in the context of the congregation's personal knowledge of the candidate, satisfies the need for congregational examination of the candidate. Based on congregational response and the unanimous decision of the Elders, the candidate will be appointed to the diaconate. The candidate will be presented publicly to the congregation, and his life and ministry brought before God with prayer.

As to tenure, a man may serve for an indefinite term determined by the unanimous will of the Elders and by his continued conformance to the Biblical qualifications.

Article VIII - Officers

Section 1 Officers

The officers of the corporation shall be the Elders and may consist of a Chairman, a Vice-Chairman, a Secretary and a Treasurer. The corporation may also have, at the direction of the Elders, other officers as may be appointed in accordance with the provisions of Section 3 of this Article.

Section 2 Appointment

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or 5 of this Article, shall be chosen annually by, and shall serve at, the pleasure of the Elders. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be appointed.

Section 3 Subordinate Officers

The Elders may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Elders may from time to time determine.

Section 4 Removal or Resignation

Any officer may be removed by the remainder of the Elders at any time. Any officer may resign at any time without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Elders. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws.

Section 6 Inability to Act

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Elders may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Elders may select.

Section 7 The Chairman

The Chairman shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Elders, have general supervision, direction and control of the activities and officers of the corporation. He shall preside at all meetings of the Elders which are to be conducted according to Scriptural principles such as set forth in Philippians 2:2-8. He shall be an ex-officio member of all the standing committees, and shall have such powers and duties as may be prescribed by the Elders or the bylaws.

Section 8 Vice-Chairman

In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Elders.

Section 9 Secretary

The Secretary shall keep, or cause to be kept, a book of Minutes at the office of the corporation of all meetings of the Elders and its committees, with the time and place of holding, whether regular or special. The Secretary shall keep, or cause to be kept, at the office of the corporation in the State of California the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall keep, or cause to be kept, at the office of the corporation, an up-to-date register of church membership, or a duplicated register, showing the names, addresses and phone numbers of members.

Section 10 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depository as may be designated by the Elders. He shall disburse the funds of the corporation as may be directed by the Elders, shall render to the Elders upon their request an account of all his transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Elders. He shall make and post, or cause to be made and posted, periodic financial reports as requested by the Elders.

Article XII – Settlement of Disputes

This church is committed to resolving in a biblical manner all disputes that may arise within our body. This commitment is based on God's command that Christians should strive earnestly to live at peace with one another (see Matthew 5:9; John 17:20-23; Romans 12:18; Ephesians 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in Holy Scripture (see Proverbs 19:11; Matthew 5:23-25; 18:15-20; 1 Corinthians 6:1-8; Galatians 6:1). We believe that these commands and principles are obligatory on all Christians, and absolutely essential for the well being and work of the church. Therefore, any and all disputes in this church shall be resolved according to biblical principles, as provided in the Church Constitution and these Bylaws.

In any dispute arising between church members, elders, or staff pertaining to any matters of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall, if at all possible, be resolved by the Elders. A decision shall be reached after prayerful consideration in a spirit of humility, with each Elder regarding the interests of others above his own.

Article XIII – Other Provisions

Section 1 Documents, Endorsements, Contracts

The Elders, except as in the bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on the behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Elders, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Subject to the provision of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof or entered into between this corporation and any other person, when signed jointly by the Elders of this corporation shall be valid and binding upon this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

Section 3 Amendments

These bylaws may be amended and new and additional bylaws be made at any time by the Elders in the exercise of the power granted to said Elders in these bylaws.

Section 4 Record of Amendments

Whenever an amendment or new bylaw is adopted, it shall be copied in the book of the minutes with the original bylaws, in the appropriate place and posted for information. If any bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was exacted or written assent was filed shall be stated in said book and communicated to the membership.

Article XIV – funds: Receipt, Investment, and Disbursement

Section 1 Receipt of Funds

The corporation shall receive all monies or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Elders to accept or receive any money or property of any kind if they shall determine in their discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

Section 2 Investment & Disbursement of Funds

The corporation shall hold, manage, invest, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of the corporation.

Article XV – Corporate Records & Reports

Section 1 Records

The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its place of business in the State of California, as fixed by the Elders.

Section 2 Inspection of Books & Records

Every member shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. An auditor or audit committee shall review annually the financial accounts of the church.

Article XVI – Dissolution

Upon dissolution of this corporation, the Elders shall cause the assets herein to be distributed to another corporation with like purposes as its own as specified in Article II of the Articles of Incorporation as amended.

Article XVII – Miscellaneous Provisions

Section 1 Instruments in Writing

All checks, drafts, demands for money and notes of the corporation and all written contracts of the corporation shall be signed by such officers, agent, or agents, as the Elders may designate.

Article XVIII – Certification of Bylaws

We the undersigned, being the Elders of Sovereign Grace Fellowship of Auburn, do hereby certify that the above bylaws were adopted by us as the bylaws hereof on the 11th day of May, 2006. Said bylaws are, as of the date of this certification, the duly adopted bylaws of this corporation.

Revised September 13th, 2006 by unanimous consent of the Auburn Sovereign Grace Fellowship