

CONSTITUTION AND BY-LAWS

(ARTICLES OF INCORPORATION AND BY-LAWS)

OF GRACE CHURCH, UNAFFILIATED - A NON-PROFIT CORPORATION - Adopted November 3, 1977, with
Amendments Approved March 8, 2020

Article I - NAME

This organization shall be known as GRACE CHURCH, UNAFFILIATED.

Article II - NAME OF THE CORPORATION, REGISTERED OFFICE, REGISTERED AGENT, DURATION, PURPOSE

- Section A: The corporation shall be a nonprofit corporation as that term is defined under the law of the State of New Mexico and the United States Internal Revenue Code.
- Section B: The Registered Office of the corporation will be 6901 San Antonio NE, Albuquerque, New Mexico, 87109 or such other address as may be lawfully registered with the State of New Mexico by action of the Board of Governing Elders. The registered agent of the corporation will be Aaron Giesler, 8336 Ruidoso NE, Albuquerque, New Mexico, 87109 or such other registered agent as may be lawfully registered with the State of New Mexico by the Board of Governing Elders.
- Section C: The corporation shall issue no share of stock, and no dividends or distribution of income or other moneys shall be distributed to any member, director, or officer of the corporation, as dividend, compensation or otherwise, except reimbursement for legitimate expenses incurred on behalf of the corporation.
- Section D: The duration of the corporation shall be perpetual.
- Section E: The purpose of the corporation is for the operation and maintenance of an independent, undenominational church heretofore and hereafter known as Grace Church, Unaffiliated.

Article III - INCORPORATORS

The names and addresses of the persons who are to serve as the initial incorporators are as initially indicated in the Articles of Incorporation filed with the State Corporation Commission of the State of New Mexico on January 6, 1940, these articles being amended Articles of Incorporation.

Article IV - CORPORATE MEMBERSHIP

- Section A: The membership of Grace Church shall consist of the Governing Board Members, hereinafter referred to as the Corporate Membership, in whom the leadership, basic government, and business operations of Church shall be entrusted and individuals accepted into the fellowship of Grace Church in the manner set forth in the Covenant of Fellowship, hereinafter referred to as the non-corporate members. The voting powers of the noncorporate members insofar as relates to the official business of the Church shall be limited to: (a) amendments to the Constitution and By-laws (Articles of Incorporation and By-Laws), as provided for Articles VIII; (b) voting upon the Annual Budget in the Annual Meeting as provided for in Article IX; (c) amendments to the Covenant of Fellowship. The Governing Board shall at all times maintain a current and accurate list of individuals accepted as non-corporate members of Grace Church.
- Section B: There shall be a minimum of four Governing Board members, and they shall serve three-

year terms. The terms shall be staggered so that approximately one-third of the terms expire each year at the end of the calendar year. Governing Board members may serve only two consecutive terms, and they may serve again after absence of one year. All Governing board members shall be members of the Governing Board, as that term is used in these Constitution and By-laws. There shall be no maximum number of Governing board members, and the number in excess of four shall be set by the Governing Board, as from time to time determined. All members of the Governing Board members shall serve without monetary compensation.

Section C: The first Governing Board Members shall serve until the next year and thereafter, for the following terms, provided such terms are approved by this Board of Governing Board Members at the special meeting in March 2020.

GOVERNING BOARD MEMBER	ADDRESS	TERM
Kevin Cantwell	8927 Vallejo Pl NE Albuquerque, NM 87122-2630	1 year
Mark Essenmacher	1716 Bellehaven Ct NE Albuquerque, NM 87112-3820	3 years
T.J. Hauser	6428 Pepperdine St NE Albuquerque, NM 87111-1216	1 year
Craig Vineyard	8 Fawn Rd Cedar Crest, NM 87008-9436	2 years

Section D: New Governing Board members shall be men chosen by a majority vote of the existing Governing Board members from candidates limited to members of the Shepherding Council of Grace Church.

Section E: A Governing Board member can be removed from office at any time with or without cause
(1) by resignation or
(2) by majority vote of all the other Governing Board Members.

Section G: In the event of the death or removal of a Governing Board member bringing the membership below four, the remaining Governing Board members shall choose a replacement Governing Board member whose term shall be the unexpired term of the individual so replaced. In the event of the death or displacement of all Governing Board members, the remaining spiritual leaders of the Church (comprised of the Shepherding Counsel and Senior Pastor) shall appoint qualified Governing Board members for the remainders of the unexpired terms.

Article V - GOVERNMENT

Section A: Except as hereinafter specifically qualified, the government of Grace Church shall be vested in the Governing Board, who shall comprise the entire corporate membership of the Church. They shall appoint a Senior Pastor to carry out the mission and vision of Grace Church.

Section B: Grace Church, Unaffiliated, through its Governing Board, is empowered, and the Governing Board is empowered, to do and perform all things contemplated by the New Mexico Non-Profit Corporation Act, unless in conflict with a specific provision hereof. If the corporation were to be dissolved, the Governing Board shall disperse the assets of Grace Church to nonprofit, evangelical Christian organizations after first discharging all liabilities and obligations of the corporation in the manner set forth in Laws 1975, Chapter 217, Section 49.

Article VI - OFFICERS OF THE CORPORATION

- Section A: The Governing Board shall annually choose from among their number the following officers of the corporation.
1. Chairman
 2. Vice-Chairman
 3. Secretary
 4. Treasurer
- Section B: The Chairman shall call meetings and preside over meetings of the Governing Board. He shall execute jointly with the Secretary and in the name of the corporation all deeds, bonds, contracts, and other obligations and instruments authorized to be executed by the Board.
- Section C: The Vice-Chairman shall assume and perform all the duties of the Chairman in the absence of the Chairman.
- Section D: The Secretary shall keep an accurate record of the proceedings and decisions of all the Board meetings. He shall attend to the correspondences of the Church and perform any other necessary duties the Board directs. He shall be the custodian of the corporate seal, and when directed by the Board, he shall affix the seal to deeds, bonds, contracts and other instruments.
- Section E: The Treasurer shall be responsible to keep accurate financial records. He shall ensure accurate accounts of all transactions and shall inform the Board of the financial condition of the corporation.
- Section F: All official acts of the Governing Board shall be by a majority vote.
- Section G: The duties of each officer may be delegated by that officer to others, as deemed necessary, but those so designated shall be corporate or non-corporate members of Grace Church. The officer shall remain responsible for the delegated duties.

Article VII - MEETINGS

- Section A: The Governing Board shall meet annually on the 1st of MAY (or as soon thereafter as practicable) to transact the business of the corporation.
- Section B: Special meetings of the Board may be called at any time by order of the Chairman or by any three corporate members.
- Section C: All Meetings of the Board shall be conducted in a fair and orderly manner. At least two thirds of the Governing Board must be present to constitute a quorum of the Governing Board. There will be no voting by proxy unless approved on any specific matter by the Governing Board at the time of voting on the matter, who may waive any requirements that the proxy vote be in writing.
- Section D: Notice of special meetings of the Governing Board may personally given and need not be in writing. Personal notice shall be given, however, to all members of the Governing Board, where possible.

Article VIII – AMENDMENTS

Amendments to the Constitution and By-laws (Articles of Incorporation and By-laws) are adopted only by a two-thirds vote of the corporate and non-corporate membership of Grace Church present at the Annual Meeting or at a special meeting called by the Governing Board for this purpose.

Article IX - FINANCES

- Section A: The Annual Budget shall be prepared by the Governing Board and approved at the Annual

Meeting by majority vote of the corporate and non-corporate members present. Departures from the Annual Budget may be made only upon approval by the Governing Board.

Section B: Grace Church follows standard accounting practices to stay compliance with the requirements of the State Corporation Commission, the Federal Internal Revenue Service, and the New Mexico State Bureau of Revenue. Current financial statements shall be open to the corporate members, non-corporate members and contributors.

Articles X - COVENANT OF FELLOWSHIP

The corporate and non-corporate members shall immediately adopt and promulgate a Covenant of Fellowship.