



CONSTITUTION

ARTICLE I - ORGANIZATION

This organization, Gospel Renewal Ministries, Inc., will be formed as a nonprofit corporation under the laws of the State of North Carolina (the "Church"). The Church may operate under another name as the Board of Elders (the "Board") may determine from time to time. As used in this Constitution and the Church's bylaws (the "Bylaws"), the terms "congregation" and "membership" are used interchangeably and designate the corporate body of all members of the Church.

ARTICLE II - ARTICLES OF FAITH

The Evangelical Free Church of America is an association of autonomous churches united around the following theological convictions:

God

1. We believe in one God, Creator of all things, holy, infinitely perfect and eternally existing in a loving unity of three equally divine Persons: the Father, the Son and the Holy Spirit. Having limitless knowledge and sovereign power, God has graciously purposed from eternity to redeem a people for Himself and to make all things new for His own glory.

The Bible

2. We believe that God has spoken in the Scriptures, both Old and New Testaments, through the words of human authors. As the verbally inspired Word of God, the Bible is without error in the original writings, the complete revelation of His will for salvation, and the ultimate authority by which every realm of human knowledge and endeavor should be judged. Therefore, it is to be believed in all that it teaches, obeyed in all that it requires and trusted in all that it promises.

The Human Condition

3. We believe that God created Adam and Eve in His image, but they sinned when tempted by Satan. In union with Adam, human beings are sinners by nature and by choice, alienated by God and under His wrath. Only through God's saving work in Jesus Christ can we be rescued, reconciled and renewed.

Jesus Christ

4. We believe that Jesus Christ is God incarnate, fully God and fully man, one Person in two natures. Jesus—Israel's promised Messiah—was conceived through the Holy Spirit and born of the virgin Mary. He lived a sinless life, was crucified under Pontius Pilate, arose bodily from the dead, ascended into heaven and sits at the right hand of God the Father as our High Priest and Advocate.



The Work of Christ

5. We believe that Jesus Christ, as our representative and substitute, shed His blood on the cross as the perfect, all-sufficient sacrifice for our sins. His atoning death and victorious resurrection constitute the only ground for salvation.

The Holy Spirit

6. We believe that the Holy Spirit, in all that He does, glorifies the Lord Jesus Christ. He convicts the world of its guilt. He regenerates sinners, and in Him they are baptized into union with Christ and adopted as heirs in the family of God. He also indwells, illuminates, guides, equips and empowers believers for Christ-like living and grace.

The Church

7. We believe that the true church comprises all who have been justified by God's grace through faith alone in Christ alone. They are united in the Holy Spirit in the body of Christ, of which He is the Head. The true church is manifest in local churches, whose membership should be composed only of believers. The Lord Jesus mandated two ordinances, baptism and the Lord's Supper, which visibly and tangibly express the gospel. Though they are not the means of salvation, when celebrated by the church in genuine faith, these ordinances confirm and nourish the believer.

Christian Living

8. We believe that God's justifying grace must not be separated from his sanctifying power and purpose. God commands us to love Him supremely and others sacrificially, and to live out our faith with care for one another, compassion toward the poor and justice for the oppressed. With God's Word, the Spirit's power and fervent prayer in Christ's name, we are to combat the spiritual forces of evil. In obedience to Christ's commission, we are to make disciples among all people, always bearing witness to the gospel in word and deed.

Christ's Return

9. We believe in the personal, bodily and glorious return of our Lord Jesus Christ. The coming of Christ, at a time known only to God, demands constant expectancy and, as our blessed hope, motivates the believer to godly living, sacrificial service and energetic mission.

Response and Eternal Destiny

10. We believe that God commands everyone everywhere to believe the gospel by turning to Him in repentance and receiving the Lord Jesus Christ. We believe that God



will raise the dead bodily and judge the world, assigning the unbeliever to condemnation and eternal conscious punishment and the believer to eternal blessedness and joy with the Lord in the new heaven and the new earth, to the praise of His glorious grace. Amen.

ARTICLE III - STANDARDS OF THE CHRISTIAN LIFE

We believe that the Christian life should be characterized by love for and obedience to God's Word; love toward all (even those considered to be enemies); humility; and honesty, fidelity and integrity in all family, social, business and professional relationships. We believe the work of the Spirit within us will make us increasingly sensitive to the sin of our own hearts and will lead us to yield to Christ as Lord of our lives for victory over pride, self-seeking, jealousy, a critical spirit, bitterness and all other characteristics of our old natures.

ARTICLE IV - GOVERNMENT OF THE CHURCH

The government of the Church is vested in its membership, which constitutes the congregation and is facilitated through the Board.

ARTICLE V - RIGHTS OF THE CHURCH

The Church, in its corporate name, holds sole title to its real property and is the sole owner of any equity it may have in any real property.

ARTICLE VI - AMENDMENTS

The Board may recommend to the membership amendments to this Constitution. The Board must approve any proposed amendment by a three-fourths majority vote before presenting the amendment to the membership for its approval.

The Board may seek the membership's approval of any amendments to this Constitution at a duly called meeting (including an annual business meeting). The Board must provide the membership with written copies of any proposed amendments at least 30 days before the date of the meeting. Such copies must be distributed through means regularly used by the Church for the purposes of communicating with the congregation.



BYLAWS

ARTICLE I - ORGANIZATIONAL PROVISIONS

Section 1.1 Name

The name of the corporation is Gospel Renewal Ministries, Inc. (the “**Church**”).

Section 1.2 Powers

The Church has all powers granted to nonprofit corporations by Chapter 55A of the North Carolina General Statutes, subject to any applicable limitation (1) imposed by the Church’s Articles of Incorporation (as amended, the “**Charter**”), its constitution (as amended, the “**Constitution**”), or these bylaws (as amended, the “**Bylaws**”) or (2) imposed on an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

Section 1.3 Principal, Registered & Other Offices

The Church’s principal and registered office will be located at 2500 Carmel Road, Charlotte, North Carolina 28226. The address of the principal or registered office may be changed from time to time by the Board of Elders (collectively, the “**Board**,” and each, an “**Elder**”), so long as the registered office is maintained in the State of North Carolina (the “**State**”).

From time to time, the Church may have offices at other places located within or without the State as the Board may designate or as the Church’s ministries may require.

ARTICLE II - MEMBERSHIP

Section 2.1 Membership Qualifications

Anyone who (1) professes to have accepted Jesus Christ as his or her personal Savior, (2) gives satisfactory evidence of this in the form of a life lived in accordance with scriptural principles, (3) agrees with the Church’s Articles of Faith, and (4) is willing to abide by the Constitution and the Bylaws may become a member of the Church. Members of the Church are collectively referred to as the “**membership**” in the Bylaws.

Section 2.2 Membership Applications

Any person who desires to become a member of the Church must follow and comply with the procedures established from time to time by the Board (as amended, the “**Membership Procedures**”). The Membership Procedures will provide for a process by which any active member of The Church At Charlotte, in good standing as of the effective date of the Bylaws (the “**Effective Date**”), may become a member of the Church on the member’s affirmation of the qualifications set forth in Section 2.1. The Membership Procedures will also provide for an expedited process by which any active participant in good



standing in the ministry of New Charlotte Church as of the Effective Date may become a member of the Church.

When the Church's pastoral staff has determined that a candidate for membership has met all the requirements for membership set forth in the Bylaws and the Membership Procedures, the Senior Pastor or his designee will recommend the candidate to the Board for approval. Following approval, Church staff will communicate to the congregation in a timely manner the candidate's acceptance into Church membership. Church staff will maintain the Church's membership records.

Section 2.3 Member Rights

All Church members in good standing will have equal rights, including the right to vote and hold office as set forth in the Bylaws. Those under eighteen years of age are ineligible to vote or to hold elected office. No Church member will have any right of ownership in or to the Church's real or personal property.

Section 2.4 Member Discipline

The Board and pastoral staff are empowered to counsel and discipline Church members as they deem necessary or appropriate, in each case in the light and spirit of Biblical teaching, including Galatians 6:1 and Matthew 18:16-17. If efforts to bring repentance and restoration fail, then Church membership may be terminated in accordance with Section 2.5.2.

Section 2.5 Termination of Membership

Section 2.5.1 By Request

On request, the Board will accept a Church member's request to withdraw from membership, and those Church members in good standing may request a letter of recommendation from the pastoral staff.

Section 2.5.2 For Cause

If it is determined that a Church member is no longer abiding by the Articles of Faith of the Church, then the Board may, by majority vote, terminate immediately such person's membership in the Church.

Section 2.5.3 Other Termination

The Senior Pastor may, without Board action, remove from membership any Church member determined by Church staff to be absent from all services for a period of one year. A Church member who dies or becomes a permanent member of another church will automatically be removed from the membership.

ARTICLE III - THE BOARD OF ELDERS

Section 3.1 The Congregation, Elder Board and Senior Pastor

The government of the Church is vested in its membership, which constitutes the congregation for the purposes of these Bylaws.



Except as otherwise provided in the Charter or the Bylaws, the membership delegates to the Board the authority to oversee the Church's property, business, and affairs and charges the Board with responsibility for the Church's policy and direction. The Board will govern the Church in accordance with law and the rights, powers, duties and responsibilities which may be granted by the Bylaws or by any applicable laws and regulations.

Except where expressly prohibited by applicable law or the Bylaws, the Board may delegate all of its authority and responsibilities by general policy or by specific delegation of authority, subject to the Board's continuing oversight. The Board delegates responsibility for day-to-day operations of the Church to the Senior Pastor.

Notwithstanding the foregoing, the membership reserves the right to approve or affirm, as the case may be, the following matters:

- Selection of church Elders;
- Calling or dismissal of the Senior Pastor;
- Approval of the annual budget;
- Purchase or sale of real property in excess of \$1,000,000;
- Incurrence of debt in excess of \$1,000,000;
- Amending the Constitution or the Bylaws.

In addition, and in line with Scripture (James 5:14-15; 1 Peter 5:1-3), the Elders are entrusted to provide spiritual counsel; teach and defend the truth of the gospel; encourage the Church and its pastoral staff; pray for healing and well-being; and to maintain moral, legal and financial responsibility for the Church.

Section 3.2 Board Composition & Selection

The Board will be comprised of not less than five Elders, who will be selected from the active male membership of the Church pursuant to the process established in the Bylaws. The Senior Pastor will serve as a voting member of the Board. Each member of the Board will have an equal vote.

Section 3.3 Nomination and Affirmation

The Board will determine from time to time the manner in which it will nominate and select Elders for affirmation by the membership. The Board must approve each Elder candidate by a two-thirds vote before presenting the candidate to the congregation for affirmation.

Before the beginning of each fiscal year, the Board will recommend to the membership for affirmation such number of Elder candidates as the Board may determine. Affirmation will be conducted as part of the Church's annual business meeting or as otherwise authorized under Article V. Each Elder candidate must receive affirmation from at least two-thirds of the Church members who vote in connection with such process.

Section 3.4 Board Terms

Each Elder will serve on the Board for a term of five years. The Board, in its discretion, may recommend to the congregation that an Elder's term be extended for an additional year. No Elder may serve on the Board for more than six consecutive years.



So long as no Elder serves beyond the term restrictions set forth above, the Board may, in its discretion, divide the terms of office for Elders into two or more cohorts so that, to the extent practical, an equal number of Elders will retire at regular intervals.

Any Elder may be removed at any time with or without cause by a two-thirds majority vote of the Board. The Board will promptly notify the membership of the removal of any Elder.

If the affirmation of Elders for any fiscal year does not occur before the beginning of such fiscal year, then all Elders serving on the last day of the prior fiscal year will continue to hold office until the new slate of Elders has been affirmed.

Section 3.5 Board Vacancies

The Board may appoint any eligible Church member to fill a vacancy on the Board for the remainder of such term by majority vote of the remaining members of the Board.

Section 3.6 Board Meetings

The Board will meet at least once each quarter in accordance with a schedule for regular meetings approved by the Board or as specified in a notice for a special meeting.

Special meetings of the Board may be called by the Chairman, the Senior Pastor or any three Elders. Notice of any special meeting must be given to each member of the Board at least one week in advance of the meeting by any usual means of communication. An Elder's attendance at or participation in a special meeting waives any required notice to him unless the Elder objects to holding the meeting or transacting business at the meeting promptly on his arrival and does not thereafter vote for or assent to action taken at the meeting.

Meetings may be held at any time without notice if all the Elders are present or if, at any time before or after the meeting, those not present waive notice of the meeting in writing.

Any meeting of the Board may be held in a format not requiring physical presence. Elders may participate in any meeting by teleconference or a similar means of communication that enables all those participating in the meeting to hear and speak to each other. Any Elders participating through such means of communication will be deemed to be present at the meeting.

Section 3.7 Quorum

Except as otherwise provided by law, a quorum of the Board consists of a majority of the Elders then in office immediately before the meeting begins. Except as otherwise provided in the Bylaws, the affirmative act of the majority of the Elders present whenever a quorum is present at the time of the vote constitutes the act of the Board. An Elder who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless his dissent or abstention from the action taken is entered in the minutes of the meeting.



Section 3.8 Action Without a Meeting

Action required or permitted by law to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each Elder before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Elder signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 3.9 Board Organization

Each year, the Board will elect from its members a Chairman, Vice Chairman, Secretary and Treasurer. The Chairman will preside over the meetings of the Board and the Church. The Vice Chairman will perform the duties of the Chairman in his absence.

Notwithstanding the foregoing, the Board will appoint an Elder who formerly served on The Church At Charlotte board of elders and an Elder who formerly served on the New Charlotte Church board of elders to serve as Co-Chairmen for the remainder of the fiscal year ending August 31, 2019. No Vice Chairman will be appointed during such period.

Section 3.10 Committees

The Board may create whatever committees the Board considers necessary or appropriate. Each committee of the Board will operate under the supervision of the Board and pursuant to a written charge provided by the Board. The Chairman will appoint the chairmen of all Board committees.

ARTICLE IV - OFFICERS

Section 4.1 Officers of the Church

The Church officers consist of the Chairman, Vice Chairman (or Co-Chairmen, if applicable), Secretary, and Treasurer of the Board, along with the Senior Pastor.

The Board or the Senior Pastor may appoint other subordinate officers from time to time. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 4.2 Appointment and Term

Each officer will hold office from the date of his or her appointment by the Board or the Senior Pastor, as applicable, until his or her death, resignation, retirement, removal, disqualification, or the appointment of his or her successor.

Except as otherwise provided in Section 4.3.6 with respect to the Senior Pastor, (1) the Board may remove any officer at any time with or without cause, and (2) an officer may resign at any time by communicating



his resignation to the Church, orally or in writing. Except as otherwise provided in Section 4.3.6.1, an officer's resignation is effective when communicated unless a later date is specified in writing.

Section 4.3 Senior Pastor

Section 4.3.1 Office & Duties

The Senior Pastor is the Church's chief executive officer and lead teacher. Subject to the control of the Board, the Senior Pastor will generally supervise and control all of the Church's business and affairs. The Senior Pastor will preach the Gospel, administer the ordinances, watch over the membership, promote the spiritual interests of the Church, and supervise other staff members. He, or his designee, will serve as an *ex-officio* member of all Church committees and boards. The Senior Pastor is subject to an annual performance review by the Board and will be responsible for all communications between the Board and all persons in the service of the Church.

Unless the Board expressly delegates such authority to another officer or agent of the Church, the Senior Pastor is authorized to sign any contract or instrument authorized by the Board. The Senior Pastor will perform all duties incident to his role as the Church's chief executive officer and such other duties as the Board may prescribe from time to time.

Section 4.3.2 Qualifications

The Senior Pastor must meet the qualifications as stated in I Timothy 3:1-13. He must conscientiously subscribe to the Church's Constitution and Bylaws.

Section 4.3.3 Formation of the Senior Pastor Committee

When the Senior Pastor office becomes vacant or whenever the Board deems appropriate, the Board will create a Senior Pastor Committee to evaluate potential candidates to become the new Senior Pastor. This committee will be composed of Elders and members from the congregation at large selected by the Board. The committee will conduct its affairs under the Board's supervision and pursuant to a written charge from the Board.

Section 4.3.4 Duties of the Senior Pastor Committee

The Senior Pastor Committee shall act prayerfully, expeditiously and tactfully to evaluate potential Senior Pastors. When the Senior Pastor Committee has agreed to recommend a prospective candidate by a two-thirds majority vote of its members, the Senior Pastor Committee will make its recommendation to the Board in a regular or duly called Board meeting. If the Board affirms the Senior Pastor Committee's recommendation by a three-fourths majority vote of the Board, then the Board will present the candidate to the congregation for approval.

Section 4.3.5 Approval & Call

The Board must present the candidate to the membership for approval at (1) the Church's annual meeting or (2) a special business meeting called in accordance with Sections 5.2 and 5.4. The membership must approve the recommended candidate by at least a two-thirds majority of those present and voting. Once



the membership has approved the Board's recommendation, the Board is authorized to extend the call to the candidate to become the Church's next Senior Pastor.

Section 4.3.6 Termination

The Senior Pastor's tenure may be terminated as follows:

Section 4.3.6.1 Voluntary Resignation

The Senior Pastor may voluntarily resign by providing written notice of his resignation to the Board at least 60 days (or such shorter period as the Senior Pastor and the Board may agree) before the proposed effective date of his resignation. On acceptance of the Senior Pastor's resignation, the Board must promptly notify the congregation.

Section 4.3.6.2 Dismissal

If the Board determines there may be grounds for disciplining or dismissing the Senior Pastor, then the Board should make reasonable efforts to engage with the Senior Pastor in the spirit of Biblical teaching, including the principles set forth in Matthew 18 and Galatians 6:1. If the Board determines in its discretion that such efforts (1) have not addressed the concerns to the Board's satisfaction or (2) would not be in the Church's best interests, then the Board, acting by a two-thirds majority, may recommend to the congregation that the Senior Pastor be dismissed. Following the Board's vote to recommend dismissal, the Board must call a special business meeting in accordance with Sections 5.2 and 5.4 to be held within 30 days of the Board's vote. The Board may elect in its discretion to suspend any or all of the Senior Pastor's duties pending the congregational vote, which shall be held by secret ballot. If a majority of the membership present and voting approves the Board's recommendation to dismiss the Senior Pastor, then the Senior Pastor's employment will be terminated immediately (or on such date established in the Board's recommendation to the congregation).

Section 4.4 Secretary

The Secretary will keep the minutes of all Board meetings, see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and in general perform all duties incident to the office of Secretary. In the Secretary's absence or inability or refusal to act, any Assistant Secretary appointed by the Board or the Senior Pastor may perform the duties of the Secretary, unless otherwise determined by the Board.

Section 4.5 Treasurer

The Treasurer will be responsible for all Church funds and securities and in general perform all of the duties incident to the office of Treasurer, including preparing, or causing to be prepared, all financial statements required by law. In the Treasurer's absence or inability or refusal to act, any Assistant Treasurer appointed by the Board or the Senior Pastor may perform the duties of the Treasurer, unless otherwise determined by the Board.



Section 4.6 Senior Staff and Other Ministry Staff Positions

Within the boundaries and limitations set forth by the Board, the Senior Pastor will determine, and set forth in writing, the qualifications, call, tenure, duties and all other matters pertaining to the Church's pastoral and ministry staff. No Elder may hold any such staff position.

ARTICLE V - MEMBER MEETINGS

Section 5.1 Annual Business Meetings

The Board may hold an annual business meeting during the last calendar month of each fiscal year to seek the membership's approval of the following matters:

- (a) the Church budget for the following fiscal year;
- (b) any Elder candidates recommended by the Board for the following fiscal year; and
- (c) any other business the Board deems appropriate.

Section 5.2 Special Business Meetings

The Board may call a special business meeting as it deems appropriate. A special business meeting may be called for the following purposes:

- Any action reserved for the membership as described in Section 3.1 (but only to the extent such action would not otherwise conflict with any provision of the Bylaws); and
- Any other business the Board deems appropriate.

Section 5.3 Special Business Meetings Called by Members

Church members may request that the Board call a special business meeting by submitting to the Board a letter, signed by at least twenty Church members then eligible to vote, stating the requested meeting's purpose. Both the Board and the requesting members should make reasonable efforts to engage with one another in the spirit of Biblical teaching, including the principles set forth in Matthew 18 and Galatians 6:1, prior to any decision regarding the Church members' request. The Board will consider the Church members' request at its next regularly scheduled meeting and will promptly notify the requesting members of the Board's decision regarding the request.

If the Board fails to call the requested special business meeting, then the Church members may call a special business meeting by submitting to the Board a letter, signed by at least ten percent of the Church members then eligible to vote, stating the purpose of the special business meeting, which must be a purpose permitted under Section 5.2.

Section 5.4 Notice

Notice of any business meeting must be provided to the membership at least one week before the meeting date. The notice must indicate the purpose of the meeting, and only those matters included in the notice may be considered.



Notice may be provided in the weekly service announcement or by any other means regularly used by the Church for the purposes of communicating with the congregation.

Section 5.5 Quorum

The members present at any business meeting and eligible to vote constitute a quorum for the purpose of transacting business. Unless otherwise required by the Constitution, the Bylaws, or applicable law, a simple majority of votes cast will be necessary to pass all items of business.

Section 5.6 Meeting Procedures

Any business meeting described in this Article may be held as part of the Church's weekend worship services or as a separate, standalone meeting.

If the meeting is held as part of the Church's weekend worship services, then the worship services will be deemed to constitute a single business meeting of the Church membership, having been (1) convened at the commencement of the first church service held on any Church campus on the applicable weekend, (2) adjourned at the conclusion of the last church service conducted on any Church campus on the applicable weekend, and (3) in recess during the time between any such services, in each case without requiring any formal motion or vote. Church members present at any such worship service will be deemed to have been present throughout the business meeting.

Section 5.7 Alternative Approval Procedures

In lieu of calling any meeting described under this Article, the Board may also seek Church member approval as required by the Bylaws through a member referendum.

Notice of any such referendum must be given in a manner authorized under Section 5.4 at least 30 days before the referendum date. If Church members are permitted to vote on more than one day, then the term "**referendum date**" means the last day on which votes may be cast. The notice must (1) establish the time, place, and manner in which votes may be cast (which may include, at the Board's discretion, electronic voting) and (2) provide Church members with sufficient information regarding the matters on the ballot.

The Board must afford Church members with reasonable opportunity to ask questions of the Board regarding any matters on the ballot, which, at a minimum, must include time to meet with the Elders on each campus before or after the Church's regularly scheduled worship services on at least two weekends before the vote.

ARTICLE VI - OTHER PROVISIONS

Section 6.1 Amendments

The Board may recommend to the membership amendments to the Bylaws not in conflict with the Constitution or the Charter. The Board must approve any proposed amendment by a two-thirds majority vote before presenting the amendments to the Church members for their approval.



The Board may seek the membership's approval of any amendments to the Bylaws at a duly called meeting (including an annual business meeting) or through a member referendum as provided in Article IV. Notwithstanding any notice requirements established under the applicable provisions in Article IV, the Board must provide written copies of any proposed amendments at least 30 days before the date of the meeting or member referendum. Such copies must be distributed through means regularly used by the Church for the purposes of communicating with the congregation.

Section 6.2 Fiscal Year

The Church's fiscal year runs from September 1 of each year to August 31 of the next year, unless otherwise determined by the Board.