

CONSTITUTION AND BY-LAWS

GRACE FELLOWSHIP CHURCH OF QUEENS

ARTICLE I

(The Name)

The name of the organization shall be Grace Fellowship Church of Queens.

ARTICLE II

(The Objective)

This corporation is organized for exclusively religious purposes to engage in any and/or all activities that promote Christianity, including but not limited to worship, fellowship, teaching, discipleship, education, ministry, and evangelism.

Our commission is summarized as follows: “And Jesus came up and spoke to them saying, ‘All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age’” (Matthew 28:18-20).

ARTICLE III

(The Doctrine)

We believe in God’s Gospel

Our identity as Grace Fellowship Church is centered on God’s evangel, the gospel of Jesus Christ, who died and rose again to give us eternal life. To God’s glory, the gospel is the power of God for the salvation of all who believe. Our fundamental theological convictions are aspects of this gospel.

We believe:

1. God’s gospel originates in and demonstrates the holy love of the eternal, triune

God—

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. This one God, all-knowing and all-powerful, has, in love and grace, purposed from eternity to redeem a people for Himself and to restore His fallen creation for His own glory.

2. God’s gospel is authoritatively announced in the Scriptures—

We believe that God has spoken through the Scriptures, both the Old and New Testaments. They are the verbally inspired Word of God, without error in the original

writings, the complete revelation of His will for salvation, and the ultimate authority that stands over every realm of human knowledge and endeavor. Therefore, the Bible is to be believed in all that it affirms, obeyed in all that it requires, and trusted in all that it promises.

3. God's gospel alone addresses our deepest human need—

We believe that God created Adam and Eve in His image, but they sinned through the temptation of Satan, corrupting that image. As a result, all humanity is alienated from God and under His wrath and can be rescued, reconciled, and restored only through God's gracious work in Jesus Christ.

4. God's gospel is revealed in history supremely through the Person of Jesus Christ—

We believe that Jesus Christ, Israel's promised Messiah, is God incarnate, one Person in two natures, fully human and fully divine, having been 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, and ascended into heaven, where, at the right hand of God the Father, He is now our High Priest and Advocate.

5. God's gospel is accomplished through the work of Christ—

We believe that Jesus Christ, as our representative and substitute, died on the cross as the perfect, all-sufficient sacrifice for our sins. His shed blood and resurrection are the only ground for salvation, and it is through faith alone in Christ that anyone is justified before God.

6. God's gospel is applied and empowered by the Holy Spirit—

We believe that the Holy Spirit glorifies the Lord Jesus Christ by convicting the world, by regenerating sinners into union with Christ, and by indwelling, guiding, instructing, equipping, and empowering believers for Christ-like living and service.

7. God's gospel is now embodied in the new community called the church—

We believe that the true church is composed of all those who have been saved by God's grace through faith and regeneration by the Holy Spirit and are thereby united together in the body of Christ of which He is the Head. This church is manifest in local churches, whose membership should be composed only of members of the true church. The two biblically-mandated ordinances of the church, baptism and the Lord's Supper, visibly and tangibly express this gospel, strengthening our faith. They are to be celebrated by the church in obedience to Christ, but are not a means of salvation.

8. God's gospel compels us to Christ-like living and witness to the world—

We believe that God's justifying grace in the gospel must not be separated from its sanctifying power and purpose. God commands us to love Him with all our heart, soul, mind, and strength, and our neighbor as ourselves, acting with compassion toward the poor and needy, seeking justice for the oppressed. In fellowship with one another, we are to combat the spiritual forces of evil, especially with the Word of God and prayer. In all that we do, we are to bear witness to the gospel in word and deed, making disciples among all people.

9. God's gospel will be brought to fulfillment by the Lord Himself at the end of this age—

We believe in the personal and glorious coming of our Lord Jesus Christ with His holy angels, when He will establish His kingdom fully and exercise His role as Judge of all. This coming of Christ at a time known only to God requires constant expectancy and should motivate the believer to godly living, sacrificial service, and energetic mission. This is our blessed hope.

10. God's gospel calls for a response which determines the eternal destiny of every person—

We believe that God commands everyone everywhere to believe the gospel, turning to God in repentance and receiving the Lord Jesus Christ. We believe that in the bodily resurrection of the dead, the unbeliever will face judgment and eternal conscious punishment, while the believer will experience eternal blessedness and joy with the Lord, to the praise of His glorious grace. Amen.

In subscribing to these Articles of Faith, we by no means set aside, or under-value, any of the Scriptures of the Old and New Testaments, but believe all to be God's own written word, given to us through the inspiration of the Holy Spirit, but the knowledge and belief of the truth as stated in our Articles of Faith, we deem necessary to sound doctrine, and thereby requisite for Christian fellowship.

In all matters of biblical interpretation and theology not discussed in the Doctrinal Statement, the Elders will arbitrate which teachings contribute to or detract from the unity of the church.

ARTICLE IV

(Membership)

Section A: 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 only require approval of the Board of Elders.

All rights which would otherwise vest in the members shall vest in the Board of Elders.

Section 2. Members of the Church

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 of these Bylaws shall constitute anyone being a member, within the meaning of subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York. 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 New York State Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of officers 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 102.

Section 3. General Members

1. All persons who have been received into the fellowship at Grace Fellowship Church, and who continue to uphold the Articles of Faith that we stand for, and desire to be associated with our body of believers shall be considered general members.

Spiritual disciplines shall be urged upon our general members, such as regular attendance at the services in God's house (including the ordinance of the Lord's Supper), the daily systematic reading of the Bible, private and family prayer, personal and public testimony and the winning of others to Christ.

- b. We also assert our conviction that proportionate giving is a distinct and positive command in the Scriptures (Mal.3:8-11) and pledge ourselves to a systematic contribution for the support of the Church, of such a portion of our income as we believe God requires of us according to the principle laid down in I Cor. 16:2.
- c. We shall require of each other in our daily walk and conversation loyal obedience to all those moral precepts laid down in the Word of God so plainly as not to need definition.

Section 4: Active Members - Those general members, 18 years of age or older, who are active communicants of Grace Fellowship Church and who attend, support and fellowship regularly.

Section 5: Inactive Members - Those general members in good standing who for some reason are not able to meet the requirements necessary for active membership due to circumstances beyond their control or for geographical reasons. Examples of members in this category would be:

- a. missionaries located away from the local assembly
- b. shut-ins or those institutionalized, or those prevented from being active because of circumstances beyond their control.
- c. members of the Armed Forces or College Students located away from our geographical area
- d. out-of-state members

Section 6: Membership Privileges

Membership in this church shall not vest in any member any proprietary rights in the Corporation, but shall only entitle the member to vote at a meeting of the members on those matters that the Board of Elders chooses to submit to the church membership for affirmation. In such cases, affirmation privileges are restricted to active members who are in good standing, who are not under any disciplinary action, and who have passed their eighteenth (18) birthday. Membership shall not be assignable inter vivos by any member nor shall membership vest to any personal representative, heir, or devisee.

Section B. Application for General Membership

A person desiring to unite with this Church as a general member, upon confession of his faith in the Lord Jesus Christ or by reaffirmation of his faith is requested to complete the following procedure:

1. Attend the Newcomers' Class and receive membership instruction which is given periodically at the church.
2. Meet with the Elders to share his salvation and Christian experience. When the Elders are satisfied that an applicant has met the requirements for membership as provided for in Article Three, the Elders may then accept such a person as a general member of this Church upon a unanimous vote of those present at the particular Elders meeting.
3. Christian baptism administered by a church with an evangelical commitment to the gospel is a prerequisite for membership at GFC. We accept infant baptism of those who can explain and defend a biblical basis for such in a way that does not detract from the gospel..
4. All new general members shall be welcomed at a regular Lord's Day Service by the members of the Church and the Elders.

Section C. Termination of Membership

1. Member initiated

- a. Letters of termination shall be granted to members who apply for them, if they are not under discipline. When such letters have been granted, their relationship to this Church shall be considered terminated.
- b. Letters of commendation shall be granted only to evangelical churches for members in good standing and not under discipline, and in all cases will be sent to the church to which the letter is granted.

Church initiated

Erasure from the roll.
Ex-communication.

3. Church Discipline

The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however, (1) it shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then (2) the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent.

If the erring individual still refuses to heed this warning, then (3) it shall be brought to the attention of the Board of Elders (or a duly appointed Committee of the Board). If the Board of Elders (or a duly appointed Committee of the) determines - after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18, I Timothy 5:19, and Titus 3:10 - that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted by the Elders, and that he or she has refused to repent, then the Elders shall inform, the church and the congregation thereof at a regularly-scheduled worship service in order that the church may call the erring individual to repentance.

If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly-scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then (4) he or she shall be publicly dismissed from the fellowship and / or membership of the church and the congregation thereof at a regularly-scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders (or a duly appointed Committee of the Board), then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and / or membership.

The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraph, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

Otherwise stated, if a member is undergoing a discipline process, said process will continue until complete, irrespective of whether said individual attempts to resign his or her membership.

Note: New members will be asked to sign and affirm the process of church discipline in the following manner.

I have read the constitution and agree with the same, except as follows:

I agree that I will not cause division in the church by disseminating any personal views that are contrary to the church constitution.

Name _____ Signature _____ Date _____

ARTICLE V

(Government)

Section A.

This Church acknowledges only the Lord Jesus Christ as its head; the Holy Scriptures as the only infallible guide in matters of faith, discipline, and order; and the Holy Spirit as its Teacher.

Upon the decision of the Elders, the church may affiliate with an evangelical denomination or fellowship of churches without surrendering its self-government.

Section B.

The government of Grace Fellowship Church shall be vested in the Board of Elders with the following qualifications:

Affirmation of the active members will be sought for the appointment of Elders and Deacons (1 Timothy 5:17-20).
Affirmation of the active members will be sought for the calling, ordaining, and dismissing of the Senior Pastor.

In some decisions of the Elders congregational affirmation is sought in order to insure the unity of the church in matters that broadly affect the entire church. Though an affirmation or denial is not binding on the Elders, who have been charged by Scripture to lead the church, it would only be a matter of utmost urgency, as determined by the Elders, where the Elders would proceed in one of the above matters without congregational affirmation.

Section C. Board of Elders

Definitions

Pastors (Staff Elders) - ordained pastoral staff who are serving in the ministry of the church on a full-time basis.

Lay Elders (non-staff Elders) - non-paid lay Elders who are serving on a voluntary basis.

Elders - both ordained pastors and lay Elders without distinction between the two.

Scripture - 1 Peter 5:1-4; 1 Timothy 3:1-7; Titus 1:5-9; Acts 20:17, 28; 1 Timothy 5:17; Hebrew 13:7-17.

The office of Elder is reserved for men only.

Composition and Quantity

The Board of Elders shall be comprised of at least 3 lay Elders and all ordained pastoral staff. Other pastoral staff can be recommended for Eldership by the Elder Board subject to congregational affirmation.

Qualifications

Qualifications for Elders shall be as stated in 1 Timothy 3:1-7 and Titus 1:5-9.

Lay Elders shall have been a member of Grace Fellowship Church for a minimum of 2 years prior to appointment as an Elder.

To be an Elder, a man must have a willingness to serve, be faithful, available, teachable, and willing to commit meaningful time to work in the ministry (1 Peter 5:1-4).

Responsibilities

The Elders are responsible for the oversight of the entire church ministry and all of its assets.

It is understood, however, that the work of the ministry is to be shared by the entire congregation. They shall request and consider recommendations from the congregation for qualified persons to be appointed to boards and/or committees as deemed necessary by the Elders for the operation of the church. A designated Elder will be ex officio of each Standing Committee.

On a quarterly basis the Elders shall submit reports, both oral and written, to the congregation summarizing actions taken and decisions made during the preceding months.

Accountability Areas

The Elders are responsible for setting church policy and direction for all ministries of the church.

The Elders hold accountable all other committees.

This includes guarding the soundness of each and giving encouragement and support to each.

Authority - Acts 20:17-28; 1 Timothy 5:17; Hebrews 13:7, 17.

Subject to the authority of the Word of God, the Elders shall be vested with the leadership responsibility and authority in the church, subject to Article V, Section B.

Delegation of limited authority shall be made as deemed necessary.

As Elders establish delegated offices, the congregation may recommend candidates for those offices who will then be reviewed and appointed by the Elders.

Meetings

The Elders shall meet at least once per month.

The Senior Pastor will chair the Elder meetings and designate assignments to the Elders.

At least two third of the Elders must be present at meetings to constitute a quorum.

All decisions of the Elders should seek a unanimous vote of the Elders present (Phil. 2:2,3; Rom. 12:16; James 2:1; 1 Cor. 1:10; Phil. 1:27; Eph. 4:3-6). In the absence of unanimity, the Elders should not move ahead on any 2/3 majority decision until all effort, prayer, and discussion has been exhausted to attain unanimity.

Appointments - Acts 14:23; Titus 1:5

Appointments and re-appointments to the Elder Board shall be made by incumbent Elders and affirmed by the congregation.

Lay Elders shall serve three year terms followed by one year off. There is no limit to the number of terms an elder may serve.
Staff-Elders (pastors) shall serve indefinite terms.

Resignations

Should a man be led to resign his duties as an elder, advance notice of must be given to the remaining Elders as follows: lay Elders (30 days); staff Elders (90 days).

The required notice may be shortened by mutual consent.

Resignations shall be submitted in writing and shall state the reasons for the resignation. These may include responsibilities of a personal nature which need to take precedent over the elder commitment.

Discipline

Any request for discipline of an Elder must follow the procedure of 1 Timothy 5:19 and Matthew 18: 15-17.

If the errant elder fails to heed the counsel of his fellow Elders, they shall have the authority to dismiss the errant elder from his duties.

Vacancies

The remaining Elders may fill vacancies at any time by appointment with congregational affirmation.

The replacement elder will complete the term and then be eligible for reappointment.

Legal Representatives

All of the Elders will serve as Trustees of the Corporation.

They comprise the board that legally represents the church.

From among the Elders the following will be chosen.

- (1) President of the Corporation
- (2) Secretary of the Corporation
- (3) Chief Financial Officer of the Corporation

Section C. Procedure for Calling of a Pastor

1. The Senior Pastor

- a. The Pastoral office is the first office and shall be filled only by one who lives a godly and consistent Christian life. He is called to minister to the spiritual needs of the people of the congregation and shall be thoroughly qualified for the office.
- b. The Pastor of the Church shall be affirmed by the congregation for an indefinite period, by ballot, upon the recommendation of the Elders after prayerful investigation and consideration. Only such men shall be recommended who can meet the Scriptural Qualifications of 1 Timothy 3 and Titus 1. The selection of the Pastor shall be voted upon at a special meeting of the Congregation called for that purpose. Notice of such meeting shall be given at all services of the Church on the two consecutive Lord's Days preceding the meeting called for such election.

A 2/3 majority of the total active membership of the Church shall be necessary to affirm. After his affirmation, the Pastor-elect shall be installed by the Elders and a committee of ministers chosen by the Elders and the Pastor-elect.

- c. The Senior Pastor shall be the Moderator of the Elders and shall be ex-officio member of all other organizations of the Church.

- d. If at any time the Pastor shall make application to be released from the pastorate, or if the relations between Pastor and Congregation have become such as to be detrimental to the welfare of the Church, the relationship may be terminated by the Elders in ninety days from the date of the notice of intention, or in a shorter period of time, if it be mutually agreed upon. The Elders shall have authority to consider and act upon this matter.
- e. If at any time the Pastor's preaching, teaching, and manner of living shall not be in full accord with the doctrinal standards of this Church, his service as Pastor shall be terminated immediately following the discipline procedure outlined in this document and after a Elders Meeting in which 2/3 vote has been taken.

2. The Assistants to the Pastor

- a. If for any reason the proper function of the Church requires the services of Assistants to the Pastor, such need will be ascertained by the Elders.
- b. The Assistants to the Pastor shall be chosen by the Pastor and the Elders after prayerful consideration and investigation.
- c. The offices of Assistants to the Pastor shall be filled only by those who live godly and consistent Christian lives. They are called to assist the Pastor and Elders in ministering to the spiritual needs of the Congregation and shall be thoroughly qualified for the office. They shall serve under the direction of the Pastor and the Elders.
- d. If at any time an Assistant to the Pastor shall make application to be released from his office, or if termination of the same best serves the interests of the Church, the relationship may be terminated in sixty days from the date of notice of intention or in a shorter period of time, if it be mutually agreed upon. The Elders shall act in this responsibility.

Section D

(ORDINATION & LICENSURE)

Part A. ORDINATION

- 1. STATEMENT - When in the judgment of the Pastor, a man in this membership is called to the Christian Ministry, it shall be within the power of the Pastor to call and conduct a council for ordination. The ordaining council shall thoroughly examine all applicants for ordination as to their call to the Christian Ministry, education, Christian experience, reputation, character, doctrinal belief, and demonstrated efficiency in Christian service.
- 2. RESTRICTIONS - The following shall not be ordained to the ministry:
 - a. One who has not served six (6) months as a Pastor, Assistant Pastor or in definite Christian work in such a manner as to convey reasonable evidence of God's Call to the Ministry.
 - b. One whose moral life is in contradiction to the teaching of Scripture.
 - c. One whose home life is contrary to the standards of Scripture.
- d... No one will be ordained whose doctrinal position is at variance with the doctrinal statement of this Constitution.
- 3. COUNCIL - The Elders shall select the ordination council membership. Upon their selection, the council may then proceed to examine the candidate for ordination. Upon a two-thirds recommendation of the council, the ordination service will then be conducted.
- 4. SERVICE - An ordination service will be conducted following approval of the council.
- 5. REVOCATION - It shall be within the province of the Elders to discipline, even to revoking the ordination credentials of any minister, ordained under this constitution, if said minister is found guilty theological or moral error.
- 6. APPEAL - The minister under trial shall have the privilege to appeal his case to the Elders within sixty (60) days after the decision of the Elders..

Part B. LICENSURE

- 1. STATEMENT - When in the judgment of the Elders a man in this membership is called to "full time" ministry, the Elders will initiate licensure.

2. RESTRICTIONS - Same as Section A, Paragraph 2 excluding the requirements to serve for six (6) months as a Pastor or Assistant Pastor.
3. REQUIREMENTS
 - a. The candidate must submit to the Elders a personal doctrinal statement for their review and approval. No one will be licensed whose doctrinal position is at variance with the doctrinal statement of this Constitution.
 - b. The candidate will be licensed to minister under the direct supervision of the Elders.
 - c. The candidate will meet with the Elders for final questioning. Upon approval of the Elders a license will be issued.
 - d. The candidate will then be ordained at a regular church service with the Elders laying hands on him.

ARTICLE VI

Other Councils and Committees

Section 1. Councils and Committees

To promote efficient handling of Board matters, the Board may appoint various councils and committees from within its membership, the staff, and from the church at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Board. The general functions of councils and committees are:

- (a) To bring considered recommendations to the Board concerning ministries.
- (b) To provide a wider base of counsel to the Elders having the oversight of specific ministries.

All councils and committees shall exist for the period specified by the Board.

Section 2. Deacons

The Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13 and shall be nominated by members of the church. The Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Deacons shall serve for a term of one (1) year and may serve unlimited terms at the discretion of the Elders.

The Deacons shall assist the Elders in the shepherding of the saints, assist the Pastor at Communion and baptismal services, aid in the general spiritual care of the church, and perform other duties as assigned by the Board of Elders. A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding to the mystery of the faith with a clear conscience, first tested and found above reproach.

Section 3. Deaconesses

The Deaconesses shall consist of members possessing the qualifications described in 1 Timothy 3:11 and Titus 2:3-5 and shall be nominated by members of the church. The Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Deaconesses shall serve for a term of one (1) year and may serve unlimited terms at the discretion of the Elders

They shall prepare the Communion elements, assist the Pastor at baptismal services and in the general spiritual care of the church, and shall assist in the care of the sick and needy. A Deaconess shall be dignified, not a malicious gossip, temperate, and faithful in all things.

ARTICLE VII

(Congregational Meetings)

Section A.

An annual Congregational Meeting of the active members shall be held once a year to coincide with the fiscal year of the church, to affirm Elders, receive reports from all organizations under the Church and for the transaction of any business which the Elders may bring to it.

Section B. Quorum

Those members present at a properly convened congregational meeting shall constitute a quorum.

Section C.

Announcements of a Congregational Meeting of the members must be made at all services of the Church on the two consecutive Lord's Days preceding the proposed meeting. Special Congregational Meetings may be called by the Elders. In all cases due notice shall be given at all services of the Church on the two consecutive Lord's Days preceding the proposed meetings.

Section D

All recommendations brought by the Elders to the church seek a 2/3 affirmation.

ARTICLE VIII

(Finances)

Section A.

The work of the Church is entirely dependent upon the prayers, personal services and voluntary gifts (Mal.3:10) of the Lord's people. Before the Annual Congregational Meeting, the Elders shall obtain an estimate of the needs of the several divisions of our work and prepare a detailed budget of the proposed expenditures for the coming year. This budget should be considered the guiding basis for current liabilities. No Committee or individual is authorized to make changes in its provisions or to make unauthorized disbursements without the consent of the Elders.

ARTICLE IX

(Disputes)

In any dispute arising between church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Board of Elders of the church (or a duly appointed Committee of the Board, per Article VI, Section 1 of these Bylaws, at the sole discretion of the Board). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself.

ARTICLE X

(Amendments)

Section 1. Amendments

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

Section 2. Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE XI

DISSOLUTION

[A] Upon the dissolution of the Church, the Board of Elders shall, after the payment of all the liabilities of the Church, disperse all of the assets of the Church to a 501©(3) organization as chosen by the Board of Elders of Grace Fellowship Church of Queens, Inc.

. Any such assets not so disposed of shall be distributed to the federal government, or to a state or local government, for a public purpose by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purpose.

[B] No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, Elders, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future United States Revenue Law).

[C] Notwithstanding any other provisions in these Bylaws the Church shall not dissolve, merge with another organization, transfer its assets to another organization whether by gift, sale or loan, or discontinue holding services without the express written consent of the Board of Elders of Grace Fellowship Church of Queens, Inc.

CERTIFICATE

I, the undersigned, being the Secretary of the Grace Fellowship Church of Queens, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 10th day of February 2008, by the Trustees of said Corporation in a regularly called meeting

on the same date, to wit, the 10th day of February 2008.. Said By-laws are, as of the date of the certification, the duly adopted and existing Bylaws of this Corporation.

In witness whereof, I have hereunto set my hand this 10th day of February 2008.

Daniel Jeon, Secretary