GRACE
BAPTIST CHURCH

Constitution
and
Church Bylaws

GRACE
BAPTIST CHURCH
7171 Oak Ridge Highway Knoxville,
TN 37931

CONSTITUTION AND BYLAWS
Adopted July 26, 2020
Revised August 2025

PREAMBLE

We declare and establish this Constitution and By-Laws for the preservation and security of the traditional Baptist principles of democracy, religious liberty, and the absolute Lordship of Jesus Christ, and so that this body of believers may conduct itself "decently and in order." (1 Corinthians 14:40).

This Constitution and By-Laws takes precedence over and supersedes all prior actions, policies, and governing instruments.

ARTICLE I—NAME

This body of believers shall be known as the Grace Baptist Church of Knoxville, Tennessee. Originally organized on December 17, 1916, as Grassy Creek Baptist Church and renamed Grace Baptist Church of Grassy Creek on November 4, 1923, this church became Grace Baptist Church in 1925. Grace Baptist Church is a nonprofit corporation having been chartered on August 20, 1956, by the Secretary of the State of Tennessee.

ARTICLE II—STATEMENT OF FAITH

We believe Jesus Christ, the risen Son of God, is the only source of eternal life. We believe the Holy Bible is the inspired and inerrant Word of God. We subscribe to the doctrinal statement of The Baptist Faith and Message 2000 and The Nashville Statement 2017.

ARTICLE III—MEMBERSHIP

The membership of the church shall consist of individuals:

a. Who Believe on the Lord Jesus Christ as their personal Lord and Savior;
b. Who have been publicly baptized by immersion after conversion at Grace Baptist Church or in a church of like faith and order;
c. Who have been accepted into membership by completion of a new members' class and subsequent vote of the church.

Section 1. Reception

One may be received into church membership in the following ways:

a. <u>By profession of faith</u>

A person publicly professing personal faith in the Lord Jesus Christ, giving evidence of a regenerated heart shall, upon baptism by immersion by Grace Baptist Church, be admitted into the fellowship of the church.

b. By letter

Any person who, after profession of faith in the Lord Jesus Christ, has been baptized by immersion in another church of like faith and order may be received into membership upon receipt of letter of transfer from that respective church.

c. By statement

Any person who has been baptized by immersion after profession of faith in the Lord Jesus Christ in another church of like faith and order but does not have a letter of transfer, may be received into membership.

Section 2. Termination

Dissolution of membership shall be as follows:

a. Transfer by letter

Any member in good standing who determines to join another church of like faith and order may have that church request his or her letter. Upon receipt of such request, a letter will be sent to the receiving church. No letter shall be given to individual members. The Clerk will report this at the Annual Business Meeting.

b. Request

Membership shall be dissolved if a member requests that his or her membership be terminated. This request must be made in writing with the person's own signature. If this is not feasible, other verified forms of communication will be accepted as determined by the Pastor and/or ministerial staff on a case-by-case basis.

c. Discipline

Membership may be terminated by action of the church in regular business session. The scriptural guidelines for this are found in Matthew 18:15–17.

d. Death

Section 3. Status

a. Active Members
An "Active Member" is defined as a member that regularly participates in worship services.

b. Inactive Members

An "Inactive Member" is defined as a member that has not participated in worship services for a time period that exceeds twelve months except for those members serving in the military, members that are homebound, members that are attending college out-of-town, and members with extenuating circumstances as determined by the GBC Executive Team.

c. Membership Roll

The membership roll will be evaluated at least annually by the GBC Executive Team to

determine the active or inactive status of its membership.

d. Rights

Every active member may act and vote in the transactions of the church. Every active member is eligible for consideration by the membership as a candidate for the elected-ministry teams of the church, except as precluded by the qualifications of that ministry team.

Section 4. Responsibilities

Members are expected to live and teach in accordance with and not contrary to The Baptist Faith and Message 2000 and The Nashville Statement 2017. Moreover, members are to be faithful in all duties essential to the Christian life, including, but not limited to: faithfully participate in the services of the church; be involved in a Grace group; serve in at least one ministry in or with the church; give regularly and cheerfully to support the church and her ministries.

Section 5. Discipline and Restoration

It shall be the desire and practice of this church that every member be accountable to one another in fellowship and discipleship. It is expected that, should a member become a stumbling block to the church and her mission for Christ, such a member shall be approached personally and confidentially by the appropriate person or persons under scriptural guidelines as found in Matthew 18:15–17. Our goal is restoration to full and fruitful fellowship and discipleship of the offending member.

ARTICLE IV – MEETINGS

Section 1. Worship Services

The Church shall gather each Sunday morning, unless providentially hindered, for the worship of God. The ordinances of baptism and the Lord's Supper shall be incorporated into worship as often as deemed appropriate by the Pastor and Ministerial Staff. Other worship services essential to and supportive of the mission of the Church shall be held as deemed appropriate by the Pastor and Ministerial Staff.

Section 2. Business Meetings

The church shall convene quarterly to address the business needs of the Church. Notice of each business meeting shall be provided at least two (2) weeks in advance. A quorum required to conduct business shall consist of no less than ten (10%) percent of the average worship attendance for the preceding church year. A quorum for the call or termination of the Senior Pastor shall be twenty-five (25%) percent of the average worship attendance for the preceding church year.

An Annual Business Meeting will be held on a Wednesday night in July for the purpose of approving the annual budget; electing messengers to the local Associations of Baptists, Tennessee Baptist Convention, and Southern Baptist Convention; electing ministry team members (Budget and Finance Ministry Team, Personnel Ministry Team, Nominating Ministry Team, Grace Christian Academy Ministry Team, and Trustees); voting on elected deacons who need to be ordained (pending the approval of the ordaining council); and any other business as deemed appropriate by the Senior Pastor, ministerial staff, or ministry teams.

The proposed annual budget shall be printed and distributed throughout the church campus or members' consideration at least two weeks prior to the Annual Business Meeting. There will be a Q & A Meeting at least one week prior to the Annual Business Meeting so that the members may ask questions regarding the proposed budget. Therefore, the budget will be presented and voted on in the Annual Business Meeting without further discussion. Members may contact the Director of Budget and Finance for other discussion as well.

The Senior Pastor shall serve as moderator in all business meetings. In the Senior Pastor's absence, a member of the Executive Team shall serve as moderator (Members of the Executive Team include the Senior Pastor, Senior Associate Pastor, Pastor of Executive Operations and Finance, with consultation from the Worship Pastor and GCA Head of School.) If this level of ministerial staff is absent, the chairman of the deacons shall serve as moderator, and in his absence the Church Clerk shall serve as moderator.

ROBERT'S RULES OF ORDER NEWLY REVISED shall be the guide for parliamentary procedure

Section 3. Special Business Meetings

Special Business Meetings shall be called as warranted by the needs of the Church. Notice of the subjects, date, time, and location shall be announced at all services at least one week prior to the Special Business Meeting. This notice may be given verbally by announcing from the Pulpit. A Special Business Meeting may be called by the Senior Pastor or the Executive Team.

ARTICLE V—CHURCH GOVERNMENT

The government of this Church is vested in the body of believers who compose it. Transparency and accountability are paramount for effective communication and servant-leadership. Scripturally, Christ is the head of the Church. In practice, the responsibility of servant-leadership is given to the Senior Pastor and the ministerial staff. Governmentally, the church is ordered by democracy, allowing the members of the church to vote on appropriate issues. Specifically, the calling of the Senior Pastor and pastoral staff, the annual budget, the elected ministry teams, the church membership, any church building programs, and any other issues of importance to the ministry of the church.

ARTICLE VI—AFFILIATION

This church is an autonomous body, congregational in nature with full authority for self- determination in the manner consistent with this Constitution and Bylaws, free of any outside control, authority, or power. This church voluntarily affiliates with local Associations of Baptists, Tennessee Baptist Convention, and the Southern Baptist Convention and, through duly elected messengers, participates in their deliberative assemblies when and where possible.

ARTICLE VII—CHURCH ORDINANCE

Section 1. Baptism

Baptism is a symbolic act of obedience. A person who indicates personal faith in Christ as Savior and who publicly professes Jesus as Lord, shall be baptized by immersion in water. Baptism shall be administered by the Senior Pastor or pastoral staff, or any person as approved by the Executive

Team.

Section 2. The Lord's Supper

The Lord's Supper is a symbolic act of obedience whereby believers, through partaking of the bread and fruit of the vine, commemorate the death of Jesus Christ. The Lord's Supper shall be observed as often as deemed appropriate by the Senior Pastor and/or pastoral staff.

ARTICLE VIII—PASTOR AND CHURCH STAFF

A. Senior Pastor

Section 1. Pastoral Duties

The qualifications for a pastor are set forth in Scripture in 1 Timothy 3:1–7 and Titus 1:5–9. The Senior Pastor shall be in charge of the welfare and oversight of the church; he shall conduct religious services at the regular meetings and at the time of special meetings or occasions; he shall minister to the spiritual needs of the members of the church; he shall administer the ordinances; he shall, through prayer and study, render effective preaching; he shall have special charge of the pulpit ministry of the church; through the effective use of the pulpit, he shall win the lost to Christ; he shall be head of all program organizations and an ex-officio member of all ministry teams.

As deemed appropriate by him, the Senior Pastor may give authority to an Associate Pastor or staff member to represent him in ministry teams and their meetings.

The Senior Pastor, with assistance from the Executive Team, ministerial staff, department/program directors, and, as appropriate, the Personnel Team, shall be responsible for the selection and termination of all church employees. The hiring of all pastors must be voted on by the Church.

Section 2. Choosing a Pastor

Whenever a vacancy occurs, a Pastor Search Team shall be elected by the church. This team shall be composed of nine people. This ministry team shall work in cooperation with the Executive Team. The Executive Team will select a designated member of the pastoral team to work with the Pastor Search Team.

The qualifications for persons to serve on the Pastor Search team shall be as follows:

a. No less than 25 years of age
b. A member in good standing of Grace Baptist Church for no less than 3years
c. A tither [gives a minimum of 10% of total income] to Grace Baptist Church
d. Involved in a Grace Baptist Church discipleship program
e. Involved in at least one ministry supported by Grace Baptist Church
f. Nominated on no less than 5% of the nomination ballots cast
g. Completion of a qualification questionnaire, and an interview by the Nominating Team
h. Only one member of a family (spouse, children, and parents) may serve on this team
i. No staff members, staff spouses or staff children may serve on this team

The process for selecting the Pastor Search Team shall be as follows:

a. Before the nomination process begins, the Nominating Team in cooperation with the Executive Team designate (see above – Section 2 – Choosing a Pastor, Paragraph 1) will create the job description and any further qualifications for the Pastor Search Team.
b. After the job description and qualifications are complete, they are to be distributed to the church by either printed or electronic means at least two weeks prior to the Special Called Business Meeting in which nominations will be taken.
c. Nominations will be taken by paper ballot only at a Special Called Business Meeting during each regular worship service on one designated weekend. The nominations will be collected by the ushers and counted by the Nominating Team.
d. Those nominated on no less than 5% of the nomination ballots cast will be given a qualification questionnaire to pray over and complete in a reasonable time frame. Those who complete the questionnaire and return it to the Nominating Team will then be interviewed by the Nominating Team.
e. After this entire process is completed, the Nominating Team will then present to the Church the list of candidates for the Pastor Search team by either printed or electronic means at least two weeks prior to the Special Called Business Meeting in which election of the Pastor Search team will occur.
f. The vote to determine the Pastor Search Team will be taken by paper ballot at a special called business meeting during each regular worship service on one designated weekend. There will not be open discussion regarding the names and only paper ballots taken in those services will be allowed. The ballots will be collected by the ushers and counted by the Nominating Team. The Pastor Search Team will consist of those people receiving the top five (5) number of votes.
g. Upon completion of the election process, the task of the Nomination Team regarding this matter is complete and the Pastor Search Team begins its work.
h. If in the event a member of the Pastor Search Team, for whatever reason, leaves the team, the person who received the next highest number of votes on the election ballot will be asked to step into the Pastor Search Team by the Nominating Team. This process will continue until the vacancy is filled and the Church duly informed of the change in team membership.

In all hiring decisions, Terms of Call supersedes the Personnel Manual. The Terms of Call are determined by those individuals directly involved in the hiring process. For all staff positions voted on by the congregation, all Terms of Call shall be communicated to the congregation at least verbally before the vote is taken.

This team shall seek out and nominate a Senior Pastor to fill the vacancy, bringing before the church for consideration only one candidate at a time. Recommendations to the Pastor Search Team may be made by any church member, but only the Pastor Search Team may nominate candidate to fill the vacancy. No candidates may be nominated from the floor at business meetings.

The vote on a duly nominated candidate shall take place at a Special Business Meeting called for that purpose. At least one-week advance notice of the time and purpose of this meeting shall have been appropriately announced. The rules of Special Business Meetings found herein shall be followed. Voting shall be by written ballot.

The candidate nominated shall be elected as Senior Pastor if two-thirds of those members present and voting cast their votes in favor of the candidate being elected provided the quorum specified herein is met. Only one vote shall be taken. Should the candidate fail to receive the requisite number of votes, the meeting shall be adjourned and the search for a Senior Pastor shall continue.

Section 3. Termination of Senior Pastor

The Senior Pastor shall serve until the relationship is dissolved at the request of either the Senior Pastor or upon affirmative vote of the church that the Senior Pastor be relieved of his duties.

In the latter case, such a vote shall be taken at a Special Business Meeting, which may be called by agreement of the Personnel Team and active deacons. The requirements of notice and publication for such a meeting shall be the same as for a meeting of the purpose of installing a candidate as Senior Pastor, and a vote to dismiss the Senior Pastor shall succeed only where two-thirds of those members present and voting cast their votes in favor of dismissal provided a quorum as specified herein is met. Voting shall be by written ballot. The parameters for such a meeting shall in all respects compare with those of a meeting for the election of a Senior Pastor.

In the event that the relationship is terminated at the request of the Senior Pastor and in absence of some agreement to the contrary, the Senior Pastor shall continue his service to the church for a period of thirty (30) days.

Section 4. Employment Terms

The Personnel Policies and Procedures Manual and the Terms of Call shall control the employment terms, benefits, and responsibilities of the Senior Pastor. Terms of Call supersede the Personnel Policies and Procedures. The Terms of Call are determined by those individuals directly involved in the hiring process. Where any conflict exists, this Constitution and Bylaws shall control.

Section 5. Interim Pastor

The roles and responsibilities of an Interim Pastor shall be established by the Executive Team, or in lieu thereof, the pastoral team of Grace Baptist Church.

The pulpit shall be filled by the pastoral team of Grace Baptist Church or others determined by the Executive Team. No person interested in becoming the next Senior Pastor of Grace Baptist Church shall be allowed to fill the pulpit until his standing with the Pastor Search Team is clarified so as to not give unfair advantage to any one possible candidate.

If, for some reason, the Executive Team and the pastoral team of Grace Baptist Church are not available nor able to fulfill the roles and responsibilities of the Interim Pastor, the Personnel Team shall assume the responsibility to find an Interim Pastor and, until an interim is chosen, find all pulpit supply speakers.

B. Church Staff

Section 1. Pastoral Staff

The Senior Pastor, with council from the Executive Team, pastoral staff, and the Personnel Team shall be responsible for the selection and termination of all church employees. The qualifications for pastors are set forth in Scripture in 1 Timothy 3:1–7 and Titus 1:5–9. All pastors must be elected by the majority vote of members present at a regular or special business meeting. In either event, at least one week's advance notice of the time and

purpose of the meeting shall have been provided to members in accordance with the requirements of notice of a meeting for the purpose of electing a pastor.

The Senior Pastor, Executive Team, and Personnel Team shall be in agreement insofar as recommending the election of all pastors.

The Personnel Policies and Procedures and the Terms of Call shall control the employment terms, benefits, and responsibilities of the pastoral positions. Terms of Call supersede the Personnel Policies and Procedures. Where any conflict exists, this Constitution and Bylaws shall control.

Termination of a pastor may be recommended by the Senior Pastor, the Executive Team, the Personnel Team, or the person's supervisor, and, with the agreement of these parties and the completion of Personnel Policy requirements, the terminating action may be made by the Senior Pastor, the Executive Team, or the person's supervisor.

In the event that the relationship is terminated at the request of the pastor and in absence of some agreement to the contrary, the pastor may be requested to continue his service to the church for a period of up to fourteen (14) days.

The pastors will be generally supervised by the Senior Pastor or the appropriate supervisor as directed by the Senior Pastor or Executive Team.

Section 2. Non-Pastoral Staff

The church shall employ sufficient staff to carry out the ministries of the church and to support the work of the Senior Pastor and the pastoral staff.

The Senior Pastor and the Executive Team shall be responsible for the selection and termination of all non-pastoral staff.

In the event that the relationship is terminated at the request of the employee, and in absence of some agreement to the contrary, the employee may be requested to continue their service to the church for a period of up to fourteen (14) days.

The employment of the non-pastoral staff shall be under the jurisdiction of the Senior Pastor and the Executive Team for the specific employment task and shall be governed and controlled by the terms of the Personnel Policies and Procedures.

The Senior Pastor and the Executive Team shall determine and operate the employee flow-chart for all employees and departments.

All employment is governed and controlled by the terms of the Personnel Policies and Procedures. Terms of Call supersede the Personnel Policies and Procedures.

ARTICLE IX—CHURCH OFFICERS

A. Deacons

Section 1. Number and Term

The number of deacons shall be determined by majority vote of church members present, but in no event shall there be less than eighteen (18) active deacons. Each deacon shall serve a three (3) year term and those terms should be arranged so that the end of each year, the term of service for approximately one-third of the deacon body would expire with new deacons being elected in their place. A deacon who has completed service of a three (3) year term shall not be eligible for re-election to the deacon body until one (1) year has elapsed.

Section 2. Requirements

The requirements for a deacon are set forth in Scripture in Acts 6:1–6 and 1 Timothy 3:8–13. These men are to be full of the Holy Spirit, full of wisdom, full of faith, men of good report, sober-minded, clean and truthful in speech, abstain from the use of alcohol and illegal drugs, not covetous, and good family men. They should also be faithful in worship attendance, faithful in the discipleship program, and faithful in another ministry of the church or related to the church, faithful tithers, faithful supporters of the church, and a member in good standing for a minimum of one year.

Section 3. Nomination

Candidates for the ministry of Deacons shall be nominated in the following manner:

The qualifications of deacons, the ministry of deacons, and a list of current active deacons will be published and distributed to the church no less than 60 days prior to the new church year.

Nominations will be made by paper and/or digital ballots for at least two Sundays no less than 30 days prior to the beginning of a new church year.

Section 4. Election

After the nominations are complete, the current deacons will go through their process of counting ballots, and in cooperation with the Executive team, interview the scripturally qualified nominees. These men who are qualified and have accepted their nomination shall be voted on by the congregation during the Annual Business Meeting.

Section 5. Ordination and Installation

Newly elected deacons will begin serving their three-year term on the first day of the church year. Those men needing to be ordained may begin their service on the first day of the church year but will be ordained as soon as possible following their election.

Prior to the ordination service, the ordination candidate(s) will meet with the Ordaining Council which is made up of current deacons and ordained church staff. The purpose of this council is to interview the ordination candidate(s) regarding their salvation experience, spiritual growth, call to the deacon ministry, and other issues pertinent to being a deacon. Upon the approval of the Ordaining Council, the ordination may proceed. At the Annual Business Meeting the

church must vote to proceed with the ordination of each new deacon upon the approval of the Ordaining Council.

Section 6. Duties

In accordance with the biblical meaning of the word, deacons are to be servants of the church and her members. Deacons should be zealous to guard the unity of the spirit within the church and the bonds of peace. Deacons may serve as an advisory body to the Senior Pastor in matters pertaining to the spiritual welfare and work of the church.

The deacons shall meet regularly and may organize themselves into such ministry teams as is needed to fulfill their ministry. The principal duty of the deacon body is to assist the pastoral team in ministry to the church body. Specific duties will be determined by the Senior Pastor and the deacon fellowship. These duties will be made clear to both the current deacon fellowship and any man who is a prospective deacon.

B. Trustees

At least six (6) trustees shall be elected for three-year terms with one-third of them being elected each year. Trustees shall be nominated by the Nominating Team and elected by the church.

In cooperation with the Senior Pastor and Executive Team, the Trustees act in all business matters as legal representatives of the church when authorized by a vote of the church in a business meeting and shall sign all legal documents as appropriate. The Trustees shall serve as the Directors of the corporation. The Directors shall elect a President and Secretary who shall serve as officers of the corporation. The corporation shall own all real and personal property of the church, but shall have no power to buy, sell, mortgage, lease, or transfer any property without a specific vote of the church authorizing such action.

C. Clerk

The Clerk shall be elected annually. The Clerk shall be responsible for keeping a suitable record of all official actions of the church. The Clerk shall prepare the minutes of business meetings. The notification of business meetings, preparing the annual church letter, and maintaining an accurate membership register shall be cared for by the church staff.

All church records are church property and should be kept in the church office and/or by electronic copy kept by the Clerk and the Assistant Clerk.

An Assistant Clerk shall be elected annually to assist the Clerk

ARTICLE X—CHURCH TEAMS

The church shall elect from the membership the number of standing ministry teams as deemed necessary. All teams shall operate on a rotating basis. Ministry team members shall be elected for three-year terms. A minimum of one year must elapse before a member can be re-elected to the same ministry team. The Nominating Ministry Team shall present to the church in the annual business meeting the name of members to serve on all standing ministry teams. Each ministry team elects their own chairman. The staff of the church shall not be asked to serve on ministry teams. Each ministry team will work in conjunction with the appropriate staff person.

A. Nominating Ministry Team

It shall be the duty of the Nominating Ministry team to present to the church in business session a slate of teams, clerk, and assistant clerk for the ensuing year. This ministry team will make nominations to fill any vacancies which occur.

B. Budget and Finance Ministry Team

In cooperation with the Senior Pastor, the Executive Team, and the Director of Budget and Finance, the Budget and Finance Ministry team will consult with the leaders of the various organizations prior to preparing and submitting an annual budget. The rules governing the adoption of the annual budget are specified herein.

The Director of Budget and Finance shall provide monthly a copy of the budgeted financial statement and balance sheet to the Budget and Finance Team for their review, consideration, question, and recommendation.

C. Personnel Ministry Team

The responsibilities of this ministry team shall be to discuss with the Senior Pastor and/or Executive Team any and all matters relating to the paid staff. The team also must approve by majority vote all hiring and end of employment of all pastors. This team will also approve the Annual Compensation Budget.

D. Grace Christian Academy Ministry Team (Also known as the GCA School Board)

The Grace Christian Academy Ministry Team shall, in cooperation with the Head of School, Senior Pastor, and the Executive Team, oversee the ministry of the academy.

E. Other Standing Ministry Teams

The Nominating Ministry Team, working in conjunction with the Senior Pastor and the Executive Team, may at any time recommend the creation of other teams for purposes not addressed in these by-laws. The recommendation shall be presented to the church for final approval.

ARTICLE XI—CHURCH PROGRAM ORGANIZATIONS

The church shall provide, administer, and control all program organizations to aid in the fulfillment of her mission as stated in the Constitution and By-Laws and address the full scope of Christian growth and maturity for all ages. Program organizations may be initiated as deemed necessary and beneficial to the mission of the church.

ARTICLE XII—MINISTERIAL LICENSE AND ORDINATION

When a member announces to the pastoral team that he believes he is called to the ministry, the church by majority vote, may license him as an acknowledgment of his call to the ministry and as an encouragement to make preparation for it. The church clerk may furnish the member with a copy of the minutes, or a certificate of license as his credentials. It is understood that the performance of civil duties by the member shall be governed by the State Law.

In the event this church has been requested to ordain a member who has been called as a pastor or who is entering some other field which requires ordination, the following procedure shall be followed: The Senior Pastor with appropriate council from the pastoral team will consider the qualifications of the candidate. If the candidate is deemed scripturally qualified, the Senior Pastor will organize an Ordination Council consisting of the present pastoral team to examine the candidate and report to the church. If unanimously approved by the ordination council, the pending ordination must then be approved by two-thirds of the members present and voting at any regular or called business meeting.

ARTICLE XIII—CHURCH BUILDINGS AND EQUIPMENT

The buildings and equipment of the church shall be used in accordance with the vision and ministry stated herein. Use of church property shall be governed by policies established by the pastoral staff and/or appropriate ministry team.

ARTICLE XIV—ADOPTING AND/OR AMENDING

This Constitution and By-Laws shall be considered adopted and/or amended and in immediate effect if and when approved by a two-thirds vote of the members present and voting at a special called business meeting. The proposed Constitution and By-Laws shall be made readily available in both printed and electronic formats for members' prayerful consideration no less than thirty

(30) days prior to the business meeting. There will also be a Q & A Meeting at least one week prior to this special called business meeting so that the members may ask questions regarding the proposed Constitution and By-Laws. The adoption and/or amending of this Constitution and By-Laws, shall repeal and replace all previously adopted Constitutions and By-laws.