

1 **Bylaws of New Hope Community Church**
2 **Of Apple Valley, California**

3 A California Non-Profit Religious Corporation

4 **ARTICLE I - NAME**

5 The name of this Corporation (referred to hereinafter as “this Church”) is New Hope Community
6 Church of Apple Valley, California.

7 **ARTICLE II – OFFICES**

8 Section 2.01 The Principal Office: The principal office for the transaction of the activities and
9 affairs of this Church is fixed and located at 12345 Navajo Rd., Apple Valley, California. The
10 Board of Directors may change the principal office from one location to another. Any change of
11 the principal office shall be noted by the Secretary of this Church and the bylaws shall be
12 amended to state the new location.

13 Section 2.02 Other Offices: The Board of Directors may at any time establish branch or
14 subordinate offices at any place or places, within or outside of the state of California, where this
15 Church is qualified to conduct its activities.

16 **ARTICLE III – PURPOSES AND LIMITATIONS**

17 Section 3.01 Purposes: This Church is a nonprofit religious corporation and is not organized
18 for the private gain of any person. It is organized under the California Religious Corporation
19 Law for religious purposes. This Church is organized exclusively for religious purposes within
20 the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding
21 provision of any future United States Internal Revenue Law). Notwithstanding any other
22 provision of these Bylaws, this Church shall not, except to an insubstantial degree, carry on or
23 engage in any activities or exercise any powers that are not in furtherance of the purposes of this
24 Church, and this Church shall not carry on any other activities not permitted to be carried on (i)
25 by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal
26 Revenue Code of 1986 (or the corresponding provisions of any future United States Internal
27 Revenue Law); (ii) by a corporation, contributions to which are deductible under Section
28 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future
29 United States Internal Revenue Law).

30 Section 3.02 Limitations:

- 31 a) Political Activity. No substantial part of the activities of this Church shall consist of
32 carrying on propaganda, or otherwise attempting to influence legislation, and this
33 Church shall not participate in or intervene in (including the publishing or distributing
34 of statements in connection with) any political campaign on behalf of any candidate for
35 public office.
- 36 b) Property. The property, assets, profits and net income are dedicated irrevocably to the
37 purposes set forth in Section 3.01 above. No part of the profits or net earnings of this
38 Church shall ever inure to the benefit of any of its Directors, trustees, officers,
39 members, employees, or to the benefit of any private individual, except that employees
40 and staff are entitled to appropriate wages.
- 41 c) Dissolution. Upon the winding up and dissolution of this Church, after paying or
42 adequately providing for the payment of the debts, obligations and liabilities, the
43 remaining assets of this Church shall be distributed to the High Desert Baptist
44 Association. Should the High Desert Baptist Association cease to exist, the
45 aforementioned dissolution and distribution of assets shall be distributed to a nonprofit
46 fund, foundation, or corporation which is organized and operated exclusively for
47 religious purposes and which has established its tax-exempt status under Section
48 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any
49 future United States Internal Revenue Law).
- 50 d) Affiliation. This Church is autonomous and maintains the right to govern its own affairs
51 independent of any denominational control. Recognizing, however, the benefits of
52 cooperation with other Churches in world missions, this Church voluntarily affiliates
53 with the Southern Baptist Convention in its national, state and local expressions.

54 **ARTICLE IV – MEMBERSHIP**

55 **Qualifications and Rights of Membership**

56 Section 4.01 Classes and Qualifications. This Church shall have one class of members,
57 consisting of persons who satisfy the following qualifications:

- 58 a) A personal commitment of faith in Jesus Christ for salvation;
- 59 b) Baptism by immersion as testimony of salvation;
- 60 c) Completion of this Church's Membership Class; and
- 61 d) A commitment to abide by this Church's Membership Covenant.
- 62 e) Each Member meeting the foregoing qualifications, and admitted to membership with
63 this Church, shall be entitled to one (1) vote.

64 Section 4.02 Membership Covenant

65 Having received Christ as my Lord and Savior, been baptized by immersion, and being in
66 agreement with the New Hope Community Church Membership Covenant, I now feel led by the
67 Holy Spirit to unite with the this Church family. In doing so, I commit myself to God and to the
68 members to do the following:

69 **My Obligation to New Hope Community Church as a Member**

- 70 a) **I have read and understood the New Hope Community doctrinal statement and will**
71 **not be divisive to its teaching.** I also understand the importance of submission to Church
72 leadership and will be diligent to preserve unity and peace.
- 73 b) **I covenant to submit to the authority of Scripture** as the final arbiter on all issues.
- 74 c) **I will maintain a close relationship with the Lord Jesus** through regular Bible reading,
75 prayer, fellowship, and practice of spiritual disciplines. My relationship will be evident
76 through my participation in weekly worship services, Lord Supper /communion, New
77 Hope Community, service, and a life that glorifies Jesus.
- 78 d) **I will steward the resources God has given me**, including my time, talents, and
79 treasure. This includes regular financial giving, service, and participation in community
80 that is sacrificial, cheerful, and voluntary.
- 81 e) **I will not function in leadership or as a member in another Church family.**
- 82 f) **I covenant to submit to discipline** by God through his Holy Spirit, to follow biblical
83 procedures for Church discipline in my relationships with brothers and sisters in Christ,
84 to submit to righteous discipline when approached biblically by brothers and sisters in
85 Christ (Matthew 18:15-17), and to submit to discipline by Church leadership if the need
86 should ever arise.
- 87 g) **I agree, by God's grace, to walk in holiness as an act of worship to Jesus Christ**, who
88 has saved me from my sin that I could live a new life; I will practice complete chastity
89 before marriage and complete fidelity in heterosexual marriage by abstaining from
90 practices such as cohabitation, pornography, pedophilia, fornication and engaging in
91 homosexual, bi-sexual or transgender behavior; I will refrain from illegal drug use,
92 drunkenness, and other sinful behavior as the Bible, my pastors, and my conscience
93 dictate. Should I sin in such a manner, I agree to confess my sins to Christian brothers or
94 sisters and seek help to put my sin to death.

95 Section 4.03 Membership Status

- 96 a) An Active Member is one who is 18 years of age or older, abides by the Membership
97 Covenant, and is not under Church discipline.
- 98 b) An Inactive Member is one who chooses not to fulfill his/her obligations as described
99 in the Membership Covenant as determined by the Pastoral Staff. Their conduct will be
100 evident through their non-participation and/or non-giving for a period of one year or the
101 member is under Church discipline. Inactive members will be designated as such in the

102 records of this Church. Inactive members may be re-designated as an active member as
103 determined by the Pastoral Staff.

104 Section 4.04 Membership Rights

105 a) Active Members shall be entitled to vote on:

106 1) The annual Church budget

107 2) The calling or removing of the Senior Pastor

108 3) The election of Directors

109 4) Long-term indebtedness

110 5) The disposition of all or substantially all of the assets of the Corporation, on any
111 merger and its principal terms and any amendment of those terms, and on any
112 election to dissolve the Corporation

113 6) The amendment to the Articles of Incorporation, except as otherwise specified in
114 the California Nonprofit Corporation Law, and on the adoption, amendment or
115 repeal of these Bylaws, except as otherwise specified in the California Nonprofit
116 Corporation Law

117 7) The dissolution of this Church as a corporation

118 8) In addition, members shall have all rights afforded members under the California
119 Nonprofit Corporation Law.

120 b) An Inactive Member relinquishes his/her rights and may not vote on questions which
121 come before this Church body and may not hold a ministry leadership role.

122 Section 4.05 Church Discipline

123 a) The standards of membership are found in the Membership Covenant. Should a
124 member violate these standards in ways that damage this Church's witness, unity,
125 and/or welfare, the Pastoral Staff and Elders (if there are any Elders currently serving),
126 will take every reasonable measure to resolve the problem in accordance with Matthew
127 18:15-20 and 1 Corinthians 5:1-5, 13.

128 b) If the member should fail to correct the behavior, despite the counsel of the Pastoral
129 Staff and Elders (if there are any Elders currently serving), the offending member will
130 be notified at least seven (7) days prior to a Board meeting and by majority vote of the
131 Board, declare the member to be removed from the membership of this Church.

132 c) Such terminated membership may be reinstated upon request and evidence of the
133 person's repentance and change of behavior. Such restoration of membership shall
134 occur upon approval of the Senior Pastor after consultation with the Pastoral Staff and
135 Elders (if there are any Elders currently serving).

136 Section 4.06 Termination of Membership. No membership or right arising from membership
137 shall be transferred. All membership rights cease on termination of membership. Members shall
138 be removed from membership for the following reasons:

- 139 a) Death
- 140 b) Affiliation with another Church
- 141 c) A residential move beyond a reasonable or feasible distance to maintain active status
- 142 d) Written or verbal request by a member that his/her membership be terminated
- 143 e) Failure of member to attend any worship service of this Church for one (1) year or more
- 144 f) Termination of membership by the Board of Directors as it deems necessary

145 Section 4.07 Transfer of Membership. No membership or right arising from membership shall
146 be transferable. All membership rights cease on the members death.

147 **ARTICLE V – Meetings of Members**

148 Section 5.01 Place of Meeting. The meeting of the membership shall be at the principal place
149 of worship of this Church, unless an alternate location is designated by the Board of Directors
150 and so notifies members as provided in Section 5.05 of these Bylaws.

151 Section 5.02 Annual Meeting. An annual meeting of the members shall be held on the last
152 Sunday of September of each year, unless the Board of Directors fixes another date or time. At
153 the meeting, the following business will be conducted:

- 154 a) Directors shall be elected per provisions established in these bylaws
- 155 b) The annual budget will be presented and voted upon for approval
- 156 c) Other proper business which may need to be transacted as provided in Section 4.04(a)

157 Section 5.03 Calling Special Meetings. The Senior Pastor or in his absence or disability, the
158 Board of Directors, may call a Special Meeting to consider matters that are of a special nature
159 and beyond the normal scope of a regular business meeting. A two-week notice must be given
160 for such specially-called business meeting unless, due to extreme urgency, the rendering of such
161 notice is deemed by the Senior Pastor to be impractical or counterproductive to the general
162 welfare of this Church. Any notice shall contain the subject matter, date, time and place of the
163 called meeting. Notice shall be given by announcement at this Church's services and by printed
164 announcement in this Church's bulletin. No business will be conducted other than that specified
165 in calling the meeting.

166 Section 5.04 General Notice Requirements. Whenever members are required or permitted to
167 take any action at a meeting, notice of the meeting shall be given, under Section 5.05 of these
168 Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date,
169 and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board
170 of Directors, at the time notice is given, intends to present for action by the members. For a
171 special meeting, the notice shall state the general nature of the business to be transacted and shall
172 state that no other business may be transacted. The notice of any meeting at which directors are
173 to be elected shall include the names of all persons who are nominees when notice is given. In no
174 event shall the membership vote on any of the matters described in Section 4.04(a) of these
175 Bylaws at any meeting of the members unless such matter is clearly identified in the notice for
176 such meeting.

177 Section 5.05 Manner of Giving Notice. Notice of any meeting of members shall be in writing
178 and shall be given at least two (2) weeks but no more than thirty (30) days before the meeting
179 date. The notice shall be given by distribution of bulletins and announcements at Church
180 services.

181 Section 5.06 Quorum. A Quorum of this Church consists of those who attend the meeting and
182 are active members of this Church.

183 Section 5.07 Manner of Voting. Voting may be by voice or by ballot, except that any election
184 of directors must be by ballot if requested before the voting begins by any member at the
185 meeting. Voting by proxy or absentee ballot is prohibited.

186 Section 5.08 Number of Votes. Each member entitled to vote may cast one (1) vote on each
187 matter submitted to a vote of the members.

188 Section 5.09 Approval by Majority Vote. If a quorum is present, the affirmative vote of a
189 majority of the voting power represented at the meeting, entitled to vote and voting on any
190 matter, shall be deemed the act of the members unless the vote of a greater number, or voting by
191 classes, is required by the California Nonprofit Religious Corporation Law or by the Articles of
192 Incorporation of this Church.

193 **ARTICLE VI – BOARD OF DIRECTORS**

194 Section 6.01 Powers and Responsibilities. Subject to the provisions and limitations of the
195 California Nonprofit Religious Corporation Law and any other applicable laws, and subject to
196 any limitations in the Articles of Incorporation or these bylaws, the activities and affairs of this
197 Church shall be managed and all corporate powers shall be exercised by, or under the direction
198 of the Board of Directors, including, all matters involving personnel and financial / contractual
199 obligations; notwithstanding the foregoing, the Board of Directors shall delegate the
200 management of the day-to-day activities of this Church to the Senior Pastor.

201 Section 6.02 Number and qualifications of Directors. The authorized number of elected
202 directors shall be five (5) until changed by amendment to this bylaw made pursuant to the
203 provisions of Article Thirteen of these bylaws.

204 a) All directors of this Church shall be:

205 1) Active members of this Church

206 2) Agree with this Church's Doctrinal Statement and Membership Covenant

207 3) Follow this Church's practices and policies

208 4) Model the biblical standards such as servant spirit, stewardship (including
209 tithing), self-discipline and personal holiness.

210 b) The Senior Pastor shall serve as the Chairman of the Board of Directors and shall
211 preside over all meetings of the Board.

212 Section 6.03 Election, Designation, and Term of Office for Directors. Elected directors for this
213 Church shall be elected by the voting members at the annual meeting of the members as
214 designated in Section 5.02 of these bylaws. Directors shall be selected from a slate of nominees
215 recommended by the following process:

216 a) Nominations will be received by any Director of this Church on the approved
217 nomination form from August 1 through the first Sunday of September;

218 b) The Pastoral Staff will confirm the qualifications of the nominees;

219 c) The nominees who meet the qualifications of a Director will be posted for consideration
220 by the voting active members of this Church on the Second Sunday of September.

221 d) Elected directors shall serve one (1) year terms. Any Director, including a Director
222 appointed to fill a vacancy, shall hold office until expiration of the term for which
223 appointed or elected and until a successor Director has been qualified and elected. No
224 person shall serve as a Director for more than three (3) consecutive terms. Following
225 three (3) consecutive terms, a break in service of one (1) year is required before a
226 person is eligible to serve as a Director again. Notwithstanding anything to the contrary
227 set forth herein, the Senior Pastor shall be a permanent member of the Board of
228 Directors and shall serve as Chairman of the Board of Directors. The Senior Pastor
229 shall appoint 1 member of this Church's Pastoral staff and one (1) Elder (if there are
230 any Elders currently serving) included in the five (5) elected directors to serve on the
231 Board of Directors each year.

232 Section 6.04 Vacancies, Removal, and/or Resignation of Directors.

233 a) A vacancy or vacancies on the Board of Directors shall be deemed to exist on the
234 occurrence of any of the following:

235 1) The death or resignation of any Director;

- 236 2) The increase of the authorized number of Directors;
- 237 3) The removal of a Director in accordance with these Bylaws.
- 238 4) Failure to regularly attend meetings of the Board
- 239 b) A Director may be removed for cause by the unanimous vote of all other Directors at the
240 time in office; by the vote of the voting members of this Church at a special called
241 business meeting for such purpose; or at a special called meeting of the Board of
242 Directors. The term “for cause” shall be limited to:
- 243 1) Material failure to meet the qualifications of a Director as set forth in Section 6.02
244 of these bylaws
- 245 2) Engaging in fraudulent or dishonest acts
- 246 3) Gross abuse of authority with reference to this Church
- 247 c) Any Director may resign by giving written notice to the Senior Pastor/Chairman or the
248 Board of Directors of this Church.
- 249 d) Vacancies on the Board of Directors due to resignation, cause, or death shall be filled by
250 appointment by the Board of Directors, within sixty (60) days. No reduction of the
251 authorized number of Directors shall have the effect of removing any Director from
252 office before that Director’s term of office has expired.

253 Section 6.05 Meetings of the Board of Directors.

- 254 a) Meetings of the Board of Directors shall be held quarterly and at the principal office of
255 this Church.
- 256 b) The Board of Directors may, from time to time, affix alternate places/types of meetings
257 as the need arises. Meetings may be held:
- 258 1) By conference telephone or similar communication equipment, as long as all
259 Directors participating in the meeting can hear one another and of which said
260 meeting will be stated in the minutes of the previous meeting of the Board of
261 Directors;
- 262 2) At an alternate time/location of which said meeting will be stated in the minutes
263 of the previous meeting of the Board of Directors.
- 264 c) Meetings of the Board of Directors may be open or closed to the members of this Church,
265 at the discretion of the Board and depending upon the nature of the subject matter
266 discussed at such meetings.

267 Section 6.06 Special Meetings.

- 268 a) Special meetings of the Board of Directors for any purpose may be called at any time by
269 the Chairman of the Board of Directors, the Vice-Chairman.
- 270 b) Notice of the time and place of special meetings shall be given promptly and precisely to
271 each Director by one of the following methods:
- 272 1) Delivery of a written notice by first class mail, fax, and/or by electronic mail
273 (email)
- 274 2) Telephone message
- 275 c) All such notices shall be given or sent to the Director's address/email/fax or phone
276 number on record with this Church. The notice shall state the time of the meeting and the
277 place if the place is other than the principal office of this Church. Notice sent by first
278 class mail shall be postmarked at least four (4) days before the time set for the meeting.
279 Notice given by personal delivery (email, fax, telephone) shall be delivered at least forty-
280 eight (48) hours before the time set for the meeting. The notice need not specify the
281 purpose of the called meeting.

282 Section 6.07 Emergency Meetings. A meeting considered as an emergency may be called by
283 the Chairman of the Board and/or the President of the Board of Directors. This type of meeting
284 shall only be called due to a situation regarding issues that negatively impact the life of this
285 Church and has been brought to the attention of the Pastoral Staff and/or the Board of Directors.

286 Section 6.08 Quorum for Board of Directors Meeting: A majority of the authorized number of
287 elected Directors shall constitute a quorum for the transaction of any business. Every action
288 taken or decision made by a majority of the Directors present at a duly held meeting at which a
289 quorum is present shall be the act of the Board of Directors, subject to the provisions of the
290 California Nonprofit Religious Corporation Law.

291 Section 6.09 Action Without a Meeting: Any action required or permitted to be taken by the
292 Board may be taken without a meeting, if all members of the Board consent in writing to that
293 action. Such action by written consent shall have the same force and effect as any other validly
294 approved action of the Board. Such written consent or consents shall be filed with the minutes of
295 the proceedings of the Board. For the purpose of this Section 6.09 only, "all members of the
296 Board" shall not include Directors who have a material financial interest (as defined in Section
297 5223 of the California Corporations Code) in a transaction to which the Corporation is a party.

298 **ARTICLE VII – OFFICERS**

299 Section 7.01 Officers of this Church

- 300 a) The officers of this Church shall consist of a President, a Vice-President and a Secretary.
301 All officers of this Church shall be:
- 302 1) Members of this Church

- 303 2) Agree with this Church’s doctrinal statement
304 3) Commit to this Church’s Membership Covenant
305 4) Follow this Church’s practices and policies
306 b) In addition, this Church expects its Directors to model the biblical standards of
307 servanthood, stewardship, self-discipline, and personal holiness.

308 Section 7.02 Appointment of Officers

- 309 a) The Board of Directors shall elect the President, Vice-President and Secretary for this
310 Church from the elected Directors.

- 311 1) Duties and responsibilities of the President shall be :

312 (a) In conjunction with the Chairman of the Board of Directors make the agenda
313 for all meetings of the Board of Directors.

314 (b) Preside over any meetings of the Board of Directors which the Chairman of
315 the Board may be absent.

316 (c) Sign any legal documents as necessary.

- 317 2) Duties and responsibilities of the Vice-President shall be:

318 (a) In the absence of the Chairman of the Board and the Board President, preside
319 over any meeting of the Board of Directors.

320 (b) Sign any legal documents as necessary.

- 321 3) Duties of the Secretary shall be:

322 (a) To keep or cause to be kept, at this Church’s principal executive office or such
323 other place as the Board of Directors may direct, a book of minutes of all
324 meetings, proceedings, and actions of the Board of Directors.

325 (b) The minutes of meetings shall include the time and place that the meeting was
326 held, whether the meeting was annual, regular, or specific, and, if specific, how
327 authorized, the notice given, and the names of those present at the board and
328 committee meetings.

329 (c) The secretary shall keep or cause to be kept, at the principal executive office
330 in the State of California, a copy of the Articles of Incorporation and Bylaws,
331 as amended to date.

332 (d) Sign any legal documents as necessary.

333 Section 7.03 Removal and Resignation of Officers

- 334 a) Any officer may be removed with just cause by majority vote of the active members of
335 this Church at the recommendation of the Board of Directors.
- 336 b) Any officer may resign at any time by giving written notice to the Board of Directors.

337 Section 7.04 Vacancies in Office

- 338 a) A vacancy in any office because of death, resignation, removal, disqualification, or any
339 other cause shall be filled in the manner prescribed in these bylaws for regular election to
340 that office, provided, however, that vacancies need not be filled on an annual basis.

341 Section 7.05 Senior Pastor / Chairman of the Board

- 342 a) The Senior Pastor, as elected by the members in accordance with Section 7.06 shall serve
343 as the Chairman of the Board of Directors. The terms “Senior Pastor” and “Chairman of
344 the Board” are used interchangeably in these bylaws. As the Chairman of the Board of
345 directors, the Senior Pastor shall direct the activities and affairs of the board and its
346 officers. The Senior Pastor shall serve as the chief executive officer of this Church and
347 direct the day-to-day activities and affairs. The Senior Pastor shall be given the
348 necessary authority and held responsible for the administration of this Church and all its
349 activities. The Senior Pastor shall act as the “duly authorized representative” of the
350 Board of Directors in all matters in which the Board of Directors has not formally
351 designated some other person for that specific purpose. The Senior Pastor or his
352 appointed representative shall be a member of all committees of this Church.

353

- 354 b) The Senior Pastor carries the God-given responsibility, authority, and accountability to
355 lead this Church to function as a New Testament Church. He shall lead the congregation,
356 organizations, Church staff, and other Church leaders to fulfill the purpose, beliefs,
357 functions, and covenant of this Church as stated in these Bylaws. He shall also lead this
358 Church to achieve its purpose of worshiping and exalting God, evangelizing unbelievers,
359 disciple of believers, and impacting society. Without prejudice to such general powers as
360 above described, the duties of the Senior Pastor are hereby expressly declared to be:

- 361 1) To attend and preside over all meetings of members, the Board of Directors and
362 its committees;
- 363 2) To lead in the carrying out of this Church's long-range objectives;
- 364 3) Select, hire and fire all paid employees of this Church; and
- 365 4) To perform any other duty that may be necessary in the best interest of this
366 Church.

367 Section 7.06 Election, Term of Office, and Dismissal of the Senior Pastor

- 368 a) Upon the vacancy of the position of Senior Pastor, the responsibilities of the day-to-day
369 operations and ministries of this Church shall be assumed by the current pastors and staff
370 of this Church.
- 371 b) When the position of Senior Pastor becomes vacant, this Church shall call another man to
372 fill that pastoral position.
- 373 c) A Pastor Search Committee (PSC) shall be elected by the voting members of this Church
374 at the earliest possible date after the vacancy has occurred or has been announced. The
375 committee shall be composed of seven (7) active members in good standing who are
376 committed to the Membership Covenant. They shall be selected as follows:
- 377 1) The President of the Board of Directors shall request and receive
378 recommendations from the active membership for seven (7) positions on the PSC.
379 Beginning with, but not limited to the recommendations received, the President of
380 the Board of Directors shall compile and recommend to this Church a list of ten
381 (10) nominees who represent a cross-section of the adult male and female Church
382 membership. This list of nominees shall be presented by the President of the
383 Board of Directors at a special business meeting at least one (1) week prior to the
384 business meeting at which the Pastor Search Committee is scheduled to be
385 elected. The following week the nominees will be presented to the voting
386 members for selection at the meeting designated for election of the PSC. Each
387 voting member present shall vote by ballot for as many as eight (8) persons. The
388 seven (7) persons receiving the highest number of votes on the ballots shall be
389 considered elected to fill the seven (7) positions and they shall comprise the PSC.
 - 390 2) The PSC shall elect a Chairman, Vice-Chairman and Secretary from among its
391 members.
 - 392 3) The PSC shall submit to the Board of Directors for approval requests for expenses
393 as needed in their search for a Senior Pastor. The amount requested shall not
394 exceed the amount budgeted for one month's salary of the previous or existing
395 pastor at any given time.
 - 396 4) The PSC will work with the Board of Directors in determining a compensation
397 package, transitional expenses, and benefits for a new pastor. This information
398 shall be kept confidential.
 - 399 5) Only one candidate at a time shall be brought before the membership for its
400 consideration; that candidate must be recommended by a super-majority
401 agreement (5 of the 7 members) of the PSC; such recommendation from the PSC
402 will constitute a nomination.
 - 403 6) The election of a Senior Pastor shall be by secret ballot and must be approved by
404 a 75% affirmative vote by those active members present and voting being
405 necessary for a choice.
 - 406 7) The Senior Pastor's term of office shall be for an indefinite period. He shall serve
407 until the relationship is terminated by his resignation or by this Church's request.

408 (a) The Senior Pastor must maintain the consistent spiritual disciplines of
409 Prayer, the Word, Giving (including but not limited to tithing), Worship,
410 and Service

411 8) The Senior Pastor may be dismissed by a seventy-five percent (75%) vote of
412 those active members present and voting in a special business meeting called for
413 that purpose. Such a vote shall be by secret ballot. Except in instances of gross
414 misconduct by the dismissed Senior Pastor, this Church will compensate him with
415 a sum equal to at least three (3) months of his usual compensation. The
416 termination shall be immediate, and the compensation shall be rendered in equal
417 payments within ninety (90) days of this Church action.

418 Section 7.07 Secretary/Church Clerk. The terms "Secretary" and "Church Clerk" are used
419 interchangeably in these Bylaws.

420 a) The Secretary/Church Clerk shall keep or cause to be kept, at this Church's principal
421 executive office or such other place as the Board of Directors may direct, a book of
422 minutes of all meetings, proceedings, and actions of the Board of Directors. The minutes
423 of meetings shall include the time and place that the meeting was held, whether the
424 meeting was annual, regular, or special, and, if special, how authorized, the notice given,
425 and the names of those present at Board and committee meetings. The Secretary/Church
426 Clerk shall keep or cause to be kept, at the principal executive office in the State of
427 California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

428 b) The Secretary/Church Clerk shall be responsible for the recording and keeping of the
429 minutes of all business meetings; the recording of the business meeting minutes may be
430 done by an active member of this Church who is assigned by the Secretary/Church Clerk
431 for that purpose.

432 c) The Secretary/Church Clerk shall be responsible for signing legal forms as needed.

433 d) The Secretary/Church Clerk shall preserve or file all official communications and written
434 reports and give notice of all business meetings where notice is required as indicated in
435 these bylaws.

436 Section 7.08 Elders: Elders shall be appointed by the Senior Pastor (as needed and as men are
437 available who qualify for the position) who meet the qualifications of 1 Timothy 3:2-7 and Titus
438 1:6-9. Elders serve under the Senior Pastor to support the Pastoral Ministry of this Church. They
439 carry the ultimate responsibility and authority to insure that this Church remains on a true
440 biblical course; that its members are being appropriately shepherded, that the body is being fed
441 through insightful and accurate biblical teaching, and that the life of this Church is being well
442 managed with the assistance of competent and godly leaders.

443 a) Requirements:

444 1) Elders must have attended this Church for at least three years.

445 2) Elders must be participating members of this Church.

- 446 3) Elders must have participated in and generally led a small group, or served in a
447 volunteer role for at least two years, preferentially in a leadership role.
- 448 4) Potential Elders must be disciplined by the Senior Pastor for a period of no less than
449 6 months before serving.
- 450 5) Elders must maintain the consistent spiritual disciplines of Prayer, the Word,
451 Giving (including but not limited to tithing), Worship, and Service
- 452 b) Duties:
- 453 1) Guard the body of Christ against harmful influences, confronting those who are
454 contradicting biblical truth or continuing in a pattern of sinful behavior.
- 455 2) Confront false teaching and behavior contradictory to biblical truth and
456 implement appropriate Church discipline
- 457 3) Participate (as needed) in the biblical process of conflict resolution outlined by
458 Jesus in Matthew 18
- 459 4) Direct people into appropriate processes for guidance, assistance, and problem
460 resolution
- 461 5) Shepherd this Church by being an example and role model.
- 462 6) Care about the spiritual and physical wellbeing of members; pray regularly for the
463 sick.
- 464 c) Tenure: Elders may serve as long as it is in the best interest of this Church and their own
465 families. Elders may choose to cease serving for a time upon written notice to the Senior
466 Pastor.
- 467 d) Termination: The Senior Pastor may terminate an Elder’s ministry for cause (moral or
468 personal character failure and/or behavior inconsistent with 1 Timothy 3:2–7 and Titus
469 1:6–9) or incompatibility with the vision and leadership of the Senior Pastor.

470 **ARTICLE VIII**

471 **Indemnification of Directors, Officers, Employees and other Agents**

472 Section 8.01 Agents, Proceedings, and Expenses: For the purposes of this section, “agent”
473 means any person who is or was a director, officer, employee, or other agent of this Church;
474 “proceeding” means any threatened, pending or completed action whether civil, criminal,
475 administrative, or investigate; and “expense” includes, without limitation, attorneys’ fees and any
476 expenses of establishing a right to indemnification in Sections 8.04 or 8.05(b) of this section.

477 Section 8.02 Actions Other Than By this Church: This Church shall have the power to
478 indemnify any person who was or is a party, or is threatened to be made a party, to any
479 proceeding (other than an action by, or in the right of, this Church to procure a judgment in its
480 favor, an action brought under Section 9243 of the California Corporations Code, or an action
481 brought by the Attorney General pursuant to Section 9230 of the California Corporations Code),
482 by reason of the fact that such person is or was an agent of this Church, against expenses,
483 judgments, fines, settlements and other amounts actually and reasonably incurred in connection
484 with such proceeding if that person acted in good faith and in a manner that person reasonably
485 believed to be in the best interests of this Church and, in the case of a criminal proceeding, had
486 no reasonable cause to believe the conduct of that person was unlawful. The termination of any
487 proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its
488 equivalent shall not, of itself, create a presumption that the person did not act in good faith and in
489 a manner which the person reasonably believed to be in the best interests of this Church or that
490 the person had reasonable cause to believe that the person's conduct was unlawful.

491 Section 8.03 Actions by this Church: This Church shall have the power to indemnify any
492 person who was or is a party, or is threatened to be made a party, to any threatened, pending or
493 completed actions by, or in the right of, this Church, or brought under Section 9243 of the
494 California Corporations Code, or brought by the Attorney General pursuant to Section 9230 of
495 the California Corporations Code, to procure a judgment in its favor by reason of the fact that the
496 person is or was an agent of this Church, against expenses actually and reasonably incurred by
497 that person in connection with the defense or settlement of that action if that person acted in
498 good faith, in a manner that person believed to be in the best interests of this Church, and with
499 such care, including reasonable inquiry, as an ordinarily prudent person in a like position would
500 use under similar circumstances. No indemnification shall be made under this Section 8.03 for
501 any of the following reasons:

- 502 a) In respect of any claim, issue or matter as to which that person shall have been adjudged
503 to be liable to this Church in the performance of that person's duty to this Church, unless,
504 and only to the extent that, the court in which such proceeding is or was pending shall
505 determine upon application that, in view of all the circumstances of the case, that person
506 is fairly and reasonably entitled to indemnity for the expenses and then only to the extent
507 that the court shall determine;
- 508 b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with
509 or without court approval; or
- 510 c) Of expenses incurred in defending a threatened or pending action which is settled or
511 otherwise disposed of without court approval unless it is settled with the approval of the
512 Attorney General.

513 Section 8.04 Successful Defense by Agent: To the extent that an agent of this Church has been
514 successful on the merits in defense of any proceeding referred to in Sections 8.02 or 8.03 of this
515 Section Eight, or in defense of any claim, issue or matter therein, the agent shall be indemnified
516 against expenses actually and reasonably incurred by the agent in connection therewith.

517 Section 8.05 Required Approval: Except as provided in Section 8.04 of this Section Eight, any
518 indemnification of this Section Eight shall be made by this Church only if authorized in the
519 specific case upon a determination that indemnification of the agent is proper in the
520 circumstances because the agent has met the applicable standard of conduct set forth in point
521 8.02 or 8.03 of this Section Eight, by any of the following:

- 522 a) A majority vote of a quorum consisting of Directors who are not parties to the
523 proceeding; or
- 524 b) The court in which the proceeding is or was pending, upon application made by this
525 Church or the agent of attorney or other person rendering services in connection with the
526 defense, whether or not such application by the agent, attorney, or other person is
527 opposed by this Church.

528 Section 8.06 Advance of Expenses: Expenses incurred in defending any proceeding may be
529 advanced by this Church before the final disposition of the proceeding upon receipt of an
530 undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be
531 determined ultimately that the agent is entitled to be indemnified as authorized in this Section
532 Eight.

533 Section 8.07 Other Contractual Rights: No provision made by a corporation to indemnify its
534 directors or officers for the defense of any proceeding, whether contained in this Church's
535 Articles of Incorporation and/or Bylaws, a resolution of the Board of Directors, an agreement or
536 otherwise, shall be valid unless consistent with this section . Nothing contained in this section
537 shall affect any right to indemnification to which persons other than directors and officers of this
538 Church may be entitled by contract or otherwise.

539 Section 8.08 Limitations: No indemnification or advance shall be made under this Section 8,
540 except as provided in points 8.04 or 8.05 (b), in any circumstances where it appears:

- 541 a) That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, or
542 an agreement in effect at the time of the accrual of the alleged cause of action asserted in
543 the proceeding in which the expenses were incurred or other amounts were paid, which
544 prohibits or otherwise limits indemnification; or
- 545 b) That it would be inconsistent with any condition expressly imposed by a court in
546 approving a settlement.

547 Section 8.09 Insurance: Upon and in the event of a determination by the Board of Directors of
548 this Church to purchase such insurance, this Church may purchase and maintain insurance on
549 behalf of any agent of this Church against any liability asserted against, or incurred by, the agent
550 in such capacity or arising out of the agent's status as such whether or not this Church would
551 have the power to indemnify the agent against the liability under the provisions of this Section
552 Eight; provided, however, that this Church shall have no power to purchase and maintain such
553 insurance to indemnify any agent of this Church for a violation of Section 9243 of the
554 Californian Corporations Code.

ARTICLE IX – RECORDS, REPORTS AND FINANCES

556 Section 9.01 Records and Reports: This Church shall keep the following:

- 557 a) Adequate and correct accounting and financial records;
- 558 b) Written minutes of the proceedings of its Board of Directors and membership meetings;
- 559 c) A record of its members giving their names and addresses and the class of membership
560 held by each. Notwithstanding anything in Section 9511 of the California Corporations
561 Code to the contrary, the membership records shall not be made public or given to any
562 member outside the ministry/missions objectives of this Church without a written request
563 that is approved by the Board in its sole discretion.

564 Section 9.02 Maintenance and Inspection of Articles and Bylaws: This Church shall keep at its
565 principal executive office the original or a copy of the Articles of Incorporation and the Bylaws,
566 as amended to date, which shall be open to inspection of the members and any member of the
567 Boards of Directors at all reasonable times during office hours.

568 Section 9.03 Inspection by Directors: The Board of Directors shall have the right at any
569 reasonable time to inspect this Church's books, records, documents of every kind, physical
570 properties, and the records of each of its subsidiaries. Notwithstanding anything in Section 9512
571 of the California Corporations Code to the contrary, no member shall have any right to inspect
572 the accounting books and records and Board minutes of this Church without a written request
573 that is approved by the Board in its sole discretion. Further, it is the specific policy of this
574 Church to keep all payroll information and personnel files confidential.

575 Section 9.04 Financial Support: Financial support for this Church is to be provided through
576 tithes and freewill offerings. This Church shall operate under a unified budget prepared under
577 the direction of the Board of Directors and approved by the membership.

578 Section 9.05 Receipts: Receipts from all sources shall be kept in such accounts as this Church
579 may care to designate. From these accounts, payment of bills for local work and expenses shall
580 be made promptly by check, and all funds received for denominational or other causes shall be
581 remitted, at least monthly, by check.

582 Section 9.06 Authorization of Person or Committee: The Directors, Senior Pastor or this
583 Church's membership in a business meeting, when appropriate, may authorize any officer or
584 officers, agent or agents, or committee of this Church to enter into any contract or execute and
585 deliver any instrument in the name of and on behalf of this Church. Such authority may be
586 general or confined to specific instances.

587 Section 9.07 Indebtedness: No long-term loans shall be contracted on behalf of this Church in
588 its name, unless authorized by the membership in the manner described herein. Such authority
589 may be general or confined to specific instances.

590 Section 9.08 Deposits: All funds of this Church not otherwise employed shall be deposited on a
591 regular basis to the credit of this Church in such banks, trust companies or other depositories as
592 selected by the Board of Directors.

593 Section 9.09 Confidential Contribution Information: All information concerning an
594 individual's contributions/donations is confidential information and shall not be made available
595 to anyone other than this Church administration, Senior Pastor and the Board of Directors as
596 needed.

597 Section 9.10 Right to Refuse

598 a) This Church has the right to refuse any non-cash donations of real estate or other tangible
599 items.

600 b) Persons who wish to donate real estate must have it appraised at their own expense and
601 submitted in writing to the Board of Directors for consideration of acceptance.

602 c) Persons who wish to donate tangible items must have them appraised with all known
603 specific details identified about the item and submitted in writing to the Board of
604 Directors, along with a letter of request to donate the said tangible item for an
605 undisclosed value, for consideration of acceptance.

606 d) The Board of Directors shall acknowledge the acceptance or the decline of all non-cash
607 donations by letter to the donor.

608 e) All accepted non-cash donations are irrevocable and the sole property of this Church who
609 retains the sole right to use and or dispense of said non-cash donations at their pleasure.
610 If a non-cash donation is sold for less than the determined value within one year of
611 receiving said donation, the Board of Directors shall notify the donor in writing.

612 **ARTICLE X – CONFLICTS OF INTEREST**

613 Section 10.01 Disqualifying Financial Interest: Any member of the Board of directors must
614 obtain the Board of Directors' approval pursuant to Section 10.02 or Section 10.03 and
615 disqualify himself or herself from making, participating in the making of, or attempting to
616 influence any decisions of the Boards of Directors or a committee of the Board of Directors, if it
617 is reasonably foreseeable that the decision is one in which the director in question may have a
618 material financial interest.

619 Section 10.02 Prior Board of Directors Approval: The Board of Directors may approve a
620 proposed transaction in which a director or directors may have a material financial interest if
621 after reasonable investigation and prior to consummating the transaction or any part thereof, with

622 knowledge of the material facts concerning the transaction and the director or director's interest
623 in said transaction, the Board of Directors determines in good faith by vote of a majority of
624 Directors then in office without counting the vote of the interested director or directors, that:

- 625 a) The proposed transaction is for this Church's own benefit;
- 626 b) The proposed transaction is fair and reasonable as to this Church; and
- 627 c) This Church cannot obtain a more advantageous arrangement with reasonable efforts
628 under the circumstances.

629 Section 10.03 Board of Directors Ratification: The Board of Directors may ratify a transaction
630 entered into between this Church and a director or directors in which the director or directors had
631 a material financial interest if at the next meeting of the Board of Directors, the Board of
632 Directors determines in good faith by vote of a majority of Directors then in office without
633 counting the vote of the interested director or directors, that:

- 634 a) A committee or person authorized by the Boards of Directors approved the transaction;
- 635 b) This Church entered into the transaction for its own benefit;
- 636 c) The transaction was fair and reasonable as to this Church at the time this Church entered
637 into the transaction; and
- 638 d) It was not reasonably practicable to obtain approval of the Board of Directors prior to
639 entering into the transaction.

640 Section 10.04 Disqualifying Non-Financial Interest: Any member of the Board of Directors
641 must likewise disqualify himself or herself when there exists a personal non-financial interest
642 which will prevent the member from applying disinterested skill and undivided loyalty to this
643 Church in making or participating in the making of decisions.

644 Section 10.05 Procedure of Disqualification

- 645 a) A director is required to disqualify himself or herself pursuant to Sections 10.01 or 10.04
646 above, shall:
 - 647 1) Immediately disclose the interest
 - 648 2) Withdraw from any participation in the matter
 - 649 3) Refrain from attempting to influence any other director, and
 - 650 4) Refrain from voting.
- 651 b) The director may be counted in determining whether a quorum is present.

652 Section 10.06 No Invalidation of Action: No action or decision of the Board of directors or
653 committee of the Board of Directors shall be invalid because of the participation therein by a
654 director or directors in violation of this policy.

655 **ARTICLE XI – GENERAL CORPORATE MATTERS**

656 Section 11.01 Construction and Definitions

- 657 a) Unless the context requires otherwise, the general provisions, rules of construction and
658 definitions in the California Nonprofit Religious Corporation Law shall govern the
659 construction of the bylaws. Without limiting the generality of the preceding sentence, the
660 masculine gender includes the feminine and neuter, the singular includes the plural, the
661 plural includes the singular, and the term “person” includes both a legal entity and a
662 natural person.
- 663 b) These bylaws shall be reviewed periodically for the purpose of determining the necessity
664 or appropriateness of the amendments herein. Such review shall be pursuant to an ad hoc
665 committee appointed by the Chairman of the Board of Directors.
- 666 c) Any amendments to these bylaws will be presented at a regular business meeting and
667 voted on by a majority of the active members present and voting.
- 668 d) Amendments to the bylaws shall take effect immediately upon approval unless provided
669 otherwise at the time this Church body votes on the amendment.
- 670 e) This Church will maintain a copy of all written policies and procedures in this Church
671 office. All activities of this Church or its ministries will be governed by these written
672 policies and procedures. Additions, revisions, or deletions of any written policies and
673 procedures will be made under the leadership of the Senior Pastor and approved by the
674 Board of Directors.

675 **ARTICLE XII – GENERAL CHURCH MATTERS**

676 Section 12.01 Ministry and Activities

- 677 a) All ministries shall be related to this Church’s vision and mission and shall be overseen
678 either by the Senior Pastor, Pastoral Staff, or Elders (if there are any serving at that time)
679 with each ministry using literature and/or materials approved by the Senior Pastor,
680 Pastoral Staff, or Elders; for the use of other literature and/or materials, prior approval
681 must be obtained by the Senior Pastor, Pastoral Staff, or Elders.
- 682 b) All ministry activities shall be subject to approval of the Pastoral Staff, be in compliance
683 with the vision and mission of this Church, and be calendared to ensure no ministry
684 conflicts exist and that the requested building space is available for the requested date.
685 All ministry activities are accountable to the Board of Directors.

686 c) To be employed for the purpose of ministry, to hold a volunteer leadership role in any
687 ministry of this Church, or to maintain active membership in this Church one must be in
688 compliance with Biblical standards as stated in the Membership Covenant.

689 1) The Bible clearly declares that we should oppose racism, every form of greed,
690 selfishness and vice including all forms of sexual immorality to include: practices
691 such as cohabitation, pornography, pedophilia, fornication and engaging in
692 homosexual, bi-sexual or transgender behavior;

693 2) The Bible clearly declares that legitimate sexual relations are exercised solely
694 between one man and one woman who have been united in marriage. Hence,
695 sexual relations outside marriage or between individuals of the same sex, bi-
696 sexual or transgendered violate Biblical standards;

697 3) Accordingly, this Church, this Church's staff, and the members shall not perform,
698 host or participate in same sex, bi-sexual, and/or transgendered unions or
699 ceremonies;

700 4) Further, this Church facilities shall not be made available for use for same sex, bi-
701 sexual, and/or transgendered unions or ceremonies.

702 Section 12.02 Pastoral Staff

703 a) The Senior Pastor shall appoint other Non-ordained Pastoral Staff or Ordained Pastors in
704 consultation with the Board of Directors and Elders (if there are any Elders currently
705 serving).

706 b) The Senior Pastor shall have the right to terminate any Non-ordained Pastoral Staff or
707 Ordained Pastoral Staff. Such termination shall be immediate and compensation shall be
708 limited to two weeks of the staff member's current salary.

709 c) At the time of resignation of an employed staff member, at least thirty (30) days of notice
710 shall be given to this Church.

711 d) All ministerial staff employees must pass a criminal background check.

712 Section 12.03 Support Staff

713 a) Support staff shall be employed as deemed necessary.

714 b) Employment of office staff, custodians, or other ministry support positions shall be
715 governed by the following provision:

716 c) Employment and termination of services shall be the responsibility of the Senior Pastor,
717 the Pastoral Staff, in consultation with the Board of Directors.

718 **ARTICLE XII – AMENDMENTS**

719 Section 13.01 These bylaws shall be reviewed periodically for the purpose of determining the
720 necessity or appropriateness of the amendments herein. Such review shall be pursuant to an ad
721 hoc committee appointed by the Chairman of the Board of Directors.

722 Section 13.02 Any amendments to these bylaws will be presented at a specific business meeting
723 for that purpose and voted on by a majority of the active members present and voting per Section
724 5.02 of these bylaws.

725 Section 13.03 Amendments to the bylaws shall take effect immediately upon approval unless
726 otherwise stipulated at the time this Church body votes on the amendment.