**AMENDED AND RESTATED BYLAWS**

**OF**

**(NAME OF) CHURCH**

This Amended and Restated Bylaws (referred to as the “Bylaws”) governs the affairs of (Name of Church),a non-profit, religious corporation (referred to herein as the “Church” or the “Corporation”) organized under the Oregon Nonprofit Corporation Act (referred to as the “Act”).

**PREAMBLE**

WHEREAS, it is the express purpose of God, our heavenly Father, to call out of the world a redeemed people, who shall constitute the body or church of Jesus Christ, built and established upon the foundation of the apostles and prophets, Jesus Christ Himself being the chief cornerstone; and

WHEREAS, the members of the body, the church of Jesus Christ, are enjoined to assemble themselves together for worship, fellowship, counsel and instruction in the Word of God, and for the exercise of those spiritual gifts and offices set forth in the New Testament; (*Acts 2:42,46, 47*)

THEREFORE, BE IT RESOLVED, that we recognize ourselves as a body of Christian believers according to the Scriptural plan for the local assembly, in order that we may worship God as a united body exercising all our responsibilities and privileges given to the Church by Jesus Christ as recorded in the Bible.

**STATEMENT OF FAITH**

The fundamental teachings of this Church are reflected in the following, clear statements:

1. We believe in the plenary-verbal inspiration of the accepted canon of the Scriptures as originally given and that they are infallibly and uniquely authoritative and free from error of any sort in all matters with which they deal. (*II Timothy 3:16; I Corinthians 2:13*).
2. We believe that since the Bible is the inspired Word of God, it is then authoritative in what it says about areas of human behavior. This includes guidelines for social areas such as marriage, sexuality, and racial or gender issues. It also includes guidelines for natural areas such as property and wealth. (*Scripture to come*).
3. We believe that the Bible defines marriage as the covenant relationship between a man and a woman. The importance of this union to our culture requires that we support and protectmarriage as the Word of God does. (*Gen 2:24, Rom 1:27, Eph 5:22, 25, 1Pet 3:1-7*)
4. We believe in the Eternal Godhead who has revealed Himself as ONE God existing in THREE persons: Father, Son and Holy Spirit; distinguishable but indivisible (*Matthew 28:19; II Corinthians 13:14*).

We believe in the literal, special creation of the existing space-time universe and all of its basic systems as indicated in Genesis. (*Genesis 1; Nehemiah 9:6; Isaiah 42:5; John 1:3; Colossians 1:16-17).*

1. We believe in the full historicity and perspicuity of the Biblical record of primeval history, including the literal existence of Adam and Eve as the progenitors of all people, the literal fall and resultant divine curse on the creation, the worldwide cataclysmic deluge, and the origin of nations and languages at the tower of Babel (*Genesis 1-11*).
2. We believe in the creation, test and fall of mankind as recorded in Genesis; his total spiritual depravity and inability to attain to divine righteousness (*Romans 5:12, 18*).
3. We believe in the Lord Jesus Christ, the Savior of mankind, conceived of the Holy Spirit, born of the Virgin Mary, fully God and fully man (*Matthew 1:21; Luke 1:26-35; John 1:18; Isaiah 7:14; 9:6*).
4. We believe Christ died for our sins, was buried and rose again the third day, and personally appeared to His disciples (*Acts 1:20; I Corinthians 15:1-8; Romans 4:25*).
5. We believe in the bodily ascension of Jesus to heaven, His exaltation and personal, literal and bodily coming again the second time for His Church (*John 14:2-3; Acts 1:11; Hebrews 9:28; I Thessalonians 4:13-18*).
6. We believe that sin is a transgressing of or falling short of God’s standard in action, thought, and character. All individuals are born with a sin nature that affects their motivation, affection, volition, and actions. The results of sin include separation from God and death. (*Romans 3:10, 23; 6:23; 14:23; James 4:17; I John 5:17*).
7. We believe in the salvation of sinners by grace, through repentance and faith in the perfect and sufficient work of the cross of Calvary by which we obtain remission of sins (*Ephesians 2:8-9; Hebrews 9:12, 22; Romans 5:11*).
8. We believe in the necessity of water baptism by immersion in the name of the Eternal Godhead in order to fulfill the command of Christ (*Matthew 28:19; Acts 2:38 39; 19:1-6*).
9. We believe in the baptism of the Holy Spirit as an experience subsequent to salvation and a distinct aspect of the Christian foundational experience with the primary evidence of speaking in tongues. (*Acts 2:1-4; 8:14-17; 19:6*).
10. We believe in the operation of the gifts of the Spirit as enumerated in I Corinthians 12-14, as manifested in the Early Church (*Romans 12:6-8; Ephesians 4:8-12*).
11. We believe in the Spirit-filled life, a life of separation from the world and the perfecting of holiness in the fear of God as an expression of Christian faith (*Ephesians 5:18; II Corinthians 6:14; 7:1*).
12. We believe in the healing of the body by Divine Power, or Divine healing in its varied aspects as practiced in the Early Church (*Acts 4:30; Romans 8:11; I Corinthians 12:9; James 5:14*).
13. We believe in the Table of the Lord, commonly called Communion or the Lord's Supper, for believers (*I Corinthians 11:23-32*).
14. We believe in eternal life for believers (*John 5:24; 3:16*) and eternal punishment for unbelievers (*Mark 9:43-48; II Thessalonians 1:9; Revelation 20:10-15*).
15. We believe in the reality and personality of Satan and eternal judgment of Satan and his angels (*Matthew 25:41; Revelation 20:10-15*).
16. In addition to these basic fundamentals we also hold that:

22.1 The biblical form of church government is a plurality of elders with a senior minister or chief elder who qualify on the basis of I Timothy 3 in spiritual life, character, domestic life and ruling ability.

22.2 The church of Jesus Christ is the last instrument that God is using to extend His kingdom prior to the second coming of Christ (Ephesians 3:10; Matthew 16:18; Ephesians 1:20-23).

22.3 The local church is completely autonomous, that is, it is self-governing, self-supporting and self-propagating in its mature state.

22.4 Every believer in Christ must be subject to God's authority in a specific local church for spiritual protection and long term fruitfulness (Hebrews 13:17).

22.5 The theological framework for understanding all of God's dealings with mankind is to be found in divine covenants revealed in Scripture.

**ARTICLE 1**

**ORDINATION AUTHORITY**

**1.01** **Ordination Authority.** The Church will license, ordain or commission individuals as ministers of the Church. The Lead Pastor or his designee shall preside over ordination committees, councils and services, and the Church, through its Board of Elders, will establish guidelines and requirements for such ministerial recognitions (*Titus 1:5; Acts 14:23*).

**ARTICLE 2**

**OFFICES**

**2.01 Principal Office.** The principal office of the Church, a religious corporation, in the State of Oregon shall be located at 9200 NE Fremont, Portland, Oregon 97220. The Board of Elders may change the location of any office of the Church.

**2.02 Registered Office and Registered Agent.** The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Oregon. The registered office shall be the residence or office address of the registered agent. The Board of Elders may change the registered office and the registered agent as provided in the Act.

**ARTICLE 3**

**NONPROFIT PURPOSES**

**3.01 Tax Exemption.** This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, but not by way of limitation, the religious and charitable purposes for which the Church is formed include, but may not be limited to:

(a) Preaching the gospel of Jesus Christ and fostering the growth of the Christian religion in all places; and (*Mark 16:15; II Timothy 3:16 – 4:2*)

(b) Promoting missionary endeavors and sending missionaries to home and foreign fields; and (*Matthew 28:19*)

(c) Training and ordaining ministers of the gospel to carry on the work of evangelism, to promote missionary work in all places, to carry on the organization of the churches and to foster their development;

(d) Establishing and maintaining Christian training schools including all levels of education such as pre-schools, elementary schools, high schools, colleges, Bible training schools or any other schools which may be deemed necessary; and (*I Corinthians 14:26; Colossians 1:28; I Timothy 4:13*)

(e) Establishing and maintaining charitable institutions, such as homes for children, aged, ministers, missionaries, short-term housing for the destitute or any other institutions which may be deemed necessary (*Galatians 2:4; Matthew 25:38-40*).

**ARTICLE 4**

**ECCLESIASTICAL MEMBERS**

**4.01 General Classes of Ecclesiastical Members.** The Church will have two classes of ecclesiastical members, and they shall be called “Regular Members” (*I Corinthians 12*) and “Elder Members.” The Church shall not have members as that term is defined in the Act. The Regular Members and Elder Members shall not qualify as or be deemed “members” as that term is defined and used in the Act. Any use of the term “members” in the Articles of Incorporation or the Bylaws of the Church shall have no statutory significance and shall not confer upon the Regular Members or Elder Members any rights of “members” as the term is defined and used in the Act. Any rights of Regular Members and Elder Members of the Church are ecclesiastical in nature, in accordance with the Church’s Statement of Faith, and are expressed in the Bylaws.

**4.02 Eligibility for Regular Membership.** The Regular Members of the Church shall be composed of that body of persons listed as Regular Members (*I Corinthians 12*) on the Church’s rolls in the custody of the Church Secretary. Regular Members may participate in membership activities and to receive the benefit of the pastoral ministries of the Church (*Hebrews 13:17*). To be eligible for Regular Membership, a person must regularly attend services of the Church (*Hebrews 10:25*), cooperate with any orientations required by the Church, and express a desire for membership and a willingness to cooperate with the purposes of the Church (*Hebrews 13:17*). Any Board of Elders decision to deny membership shall be binding but subject to reconsideration by the Elder Members at their discretion. The Regular Members shall be considered and added to the roll in all of the manners set forth in Section 4.03 of this Article. Regular Members shall have no voting rights.

**4.03 Inclusion into Regular Membership.** Qualifying individuals may be received into regular membership when they have completed the following:

(a) Made a confession of faith in Jesus Christ as their Lord and Savior. (*Matthew 10:32-33; Romans 10:9-10).*

(b) Been water baptized by full immersion in water (except in cases of physical limitations). (*Matthew 3:13-17; 28:18-20; Mark 16:18; Acts 2:37-38*).

(c) Have affirmed their commitment to the Church and to support the Statement of Faith. (*Psalms 133:1-3; Ephesians 2:22; 4:3-6, 16; Hebrews 10:24-25*).

(d) Made a commitment to submit to the leadership and authority of the Church. (*Matthew 18:15-18; I Corinthians 5:1-13; I Corinthians 6:1-11; I Thessalonians 5:12-13; II Timothy 4:2; Titus 3:9; Hebrews 13:17*).

(e) Be 18 years of age or older.

(f) Completed all requirements for Regular Membership including completion of the membership class.

(g) Have submitted a request for Regular Membership which has been approved by a member of the pastoral leadership team.

(h) Have been publically received by the congregation as a member of church.

**4.04 Resignation, Termination or Removal of Regular Members.** Any Regular Member may resign by written notice to an Elder Member or pastor. The Church will not refuse resignation of any Regular Member. Regular Members who have been removed from membership due to disciplinary action may be reinstated by a majority vote of the Board of Elders then in office when the conditions for the member’s removal no longer exist. A Regular Member may be terminated or removed for, but not limited to, anyone of the following events:

(a) Death of the Regular Member;

(b) Exclusion of Regular Member by disciplinary action as found and approved by the Board of Elders (*I Timothy 1:20; I Corinthians 5:5*); or

(c) Removed upon the Regular Member’s written request, proof of membership in another church, has failed to attend church activities for over six months, or has relocated where weekly attendance is difficult.

**4.05 Discipline of Regular Members.** Any Regular Member who refuses to be reconciled with the Church and refuses to cease his or her wrongful behavior will be granted removal from the Regular Member roll. The Board of Elders may adopt other policies or procedures for member discipline, in accordance with the Statement of Faith of the Church (*Matthew 18:15-18)*. After revocation of their membership, any membership card or certificate provided to any Regular Member is no longer effective. (*I Corinthians 5*).

**ARTICLE 5**

**ELDER MEMBERS**

**5.01 Nomination, Term and Selection of Elder Members.**

(a) Elder Members (sometimes referred to as “Elders” or “Elder” when used in the singular) shall also be Regular Members. All Elders must be ordained as Elders by the Church (*Philippians 1:1*), and they must have a lifestyle consistent with the standards set down in *1 Timothy 3:2-7* and *Titus 1:5-9* of the Holy Bible. Elder Members shall be elected to the Board of Elders for as long as they fulfill the duties and responsibilities of the office of Elder as determined by the Board of Elders. A person who meets any qualification requirements to be an Elder and who has been nominated may be confirmed as an Elder.

(b) The Lead Pastor shall and reserves the sole right to nominate Elder candidates. The Lead Pastor may consider nominees brought by the Board of Elders, any committee, or any Elder Member of the Church. If there shall be no Lead Pastor due to resignation, removal or otherwise, nominations of Elder candidates may be made by the Board of Elders or any three (3) or more Elder Members. The Lead Pastor may consult with the Executive Team in considering whether someone should be a nominee.

(c) Nominations for persons to be considered as Elder Members may be solicited from the Elders by the Lead Pastor. The Lead Pastor shall have the responsibility of assessing the qualifications of each prospective candidate to determine eligibility of candidate(s). When considering candidates, he may consult with Elder Members as he sees fit. Each new candidate shall be counseled on the duties and responsibilities of office of Elder, which will be administered by the Lead Pastor.

(d) At least thirty (30) days before any Elder Member meeting for the addition or confirmation of new Elder Members, the Lead Pastor shall submit the names of the candidates to the Elder Members. Thereafter, the Elder Members may submit signed, scriptural objections to any candidate, which objections must be in writing and delivered to the Lead Pastor not later than three (3) days before the Elder Member confirmation meeting. The Lead Pastor shall determine whether or not the candidate should be submitted for confirmation by the Elder Members.

(e) All remaining nominee(s) chosen by the Lead Pastor for Elder Member status shall be presented to the Elder Members for their ecclesiastical affirmation at the meeting of the Elder Members. Nominee(s) shall be presented to the Elder Members for their consideration. Elders shall be confirmed by a two-thirds (2/3) majority vote of the then existing Elder Members at a meeting of the Elder Members. In compliance with the Article 14 requirements, notice of the meeting shall be given to the Elder Members.

(f) Voting Rights. Elder Members shall have one vote on matters submitted to the Elder Members by the Board of Elders.

**5.02 Annual Meeting of Elder Members.** An annual meeting of the Elder Members shall be held in the registered office of the Church, unless the Board of Elders notifies the Elder Members otherwise, and at such date and time as the Lead Pastor shall determine. At the Annual Meeting, the Elder Members may conduct such business as may be properly considered under the Bylaws. At least thirty (30) days before the annual meeting, the Board of Elders shall approve and make available a list of the Elder Members eligible to vote at the annual meeting. The Lead Pastor shall preside over all Elder Member meetings, unless his tenure in office is the subject matter of the meeting. In the absence of the Lead Pastor, the Elder Members may appoint a chairman from the Elder Members to preside over the Elder Member meeting.

**5.03 Special Meetings.** Special meetings of the Elder Members for any purpose may be called by the Lead Pastor or at the request of any four (4) members of the Board of Elders.

**5.04 Notice of Meetings.** Notice of any annual, regular or special meetings of the Elder Members shall be made available under any method authorized by the Act and described in Article 14. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

**5.05 Decision by Elders Vote and Quorum.** A majority of Elder Members present and voting at any meeting at which a quorum is present in person will constitute a decision by the Elders. A quorum is a majority of the number of Elder Members present at any properly called and noticed meeting. The following subjects will require a two-thirds vote of all Elder Members then in office: (a) New Lead Pastor, (b) any real estate transactions, (c) member discipline, (d) add or remove an Elder Member, and (e) changes in doctrine.

**5.06 Voting.** An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Elder Members.

**5.07 Proxy.** An Elder may not vote by proxy.

**5.08 Resignation.** Elder Members may resign by delivering written notice to the Lead Pastor, or if no Lead Pastor is in office, then to any member of the Board of Elders. The Board of Elders may not refuse resignation of any Elder Member.

**5.09 Discipline of Elder Members.** Any Elder Member who refuses to be reconciled with the Church and refuses to cease his or her wrongful behavior will be granted (*I Timothy 5:19-20*) removal from the Elder Member roll and the Regular Member roll. The Board of Elders may adopt other policies or procedures for Elder Member discipline, in accordance with the Statement of Faith of the Church.

**5.10 Removal or Termination of Elder Members.** Except for the removal of the Lead Pastor whose requirements are set forth below in Article 7, the removal of an Elder Member requires a 2/3 vote of the Elder Members currently in office, less the Elder whose termination is at issue, at any properly called meeting of the Elders in which a quorum is present. Elder Members who have been removed from membership may be reinstated when the conditions for the member’s removal no longer exist and under the procedures for nomination of Elder Members otherwise set forth in the Bylaws. Causes for removal of an Elder Member include, but may not be limited to, the following:

(a) Natural: death, physical or mental condition which makes it impossible for one to serve; ill health, physical or mental; business interests that interfere with carrying out his duties or the mission of the Church.

(b) Moral: the Elder is no longer fulfilling the necessary qualifications of an elder, or is engaging in conduct without appropriate repentance as determined by the Church, inconsistent with the Statement of Faith of the Church (*I Corinthians 5:11*).

(c) Doctrinal: When an Elder becomes led astray by doctrinal errors or theories which would weaken the scriptural strength of or come in conflict with the Church (*II Timothy 2:14-18*).

(d) Function: When an Elders ceases to function in the duties of an Elder. To hold the office of elder a person must not only qualify according to 6.02 (c), but also function in the ministry role of an elder which includes the following:

* Faithful attendance at the corporate services of the church (excluding reasonable absences such as illness or travel)
* Tithing
* Attendance at elder’s meetings (excluding reasonable absences such as illness or travel)
* Active ministry involvement in some area of church ministry (such as pastoring, teaching, leading, evangelizing, counseling, worship, missions, etc)
* Supporting the vision & ministry of the church.

It is the sole discretion of the eldership to judge whether an elder is fulfilling these functions. If an elder is no longer able to carry out this function, it is expected that they would resign from this office. The board of elders shall have the right to designate “emeritus” or “honorary” positions which will have no legal voting power.

**ARTICLE 6**

**BOARD OF ELDERS**

**6.01 Management.** The Board of Elders shall manage the affairs of the Church. As used in these Bylaws, the terms “Board” or “Board of Elders” shall have the equivalent meaning of the legal term “board of directors” as defined in the Act. Each member of the Board of Elders shall also be an Elder Member, and the term “Elder” or “Board member” as used in the context of the Board of Elders shall have the equivalent meaning of the legal term “director” as defined by the Act. All Elder Members shall automatically be members of the Board of Elders by virtue of their office. The “Lead Pastor” shall be an Elder Member. The office of Lead Pastor is and shall be ecclesiastical in nature.

**6.02 Number, Composition, Qualifications, and Tenure of Board Members.**

(a) Number of Board Members. The powers of the Church shall be exercised by or under the authority of, and the property, business, and affairs of the Church shall be managed under the direction of a Board of Elders of not less than seven (7). A reduction in the number of Elder Members serving on the Board of Elders shall not be decreased to less than 7 and no decrease in the number of Board members shall have the effect of shortening the term of any incumbent member of the Board. Each officer shall be an Elder on the Board and count towards the minimum number of Board members allowed under this provision.

(b) Composition of the Board. The Board of Elders shall be composed of the person holding the office of Lead Pastor and all other Elder Members of the Church.

(c) Qualifications. Except for the Lead Pastor (whose qualifications are set forth elsewhere in the Bylaws), all members of the Board must be Regular Members, ordained as Elder Members of the Church, and must demonstrate a lifestyle consistent with the standards set down in *1 Timothy 3:2-7* and *Titus 1:5-9* of the Holy Bible.

(d) Tenure. Except for Lead Pastor, each Elder Member may serve an unlimited term on the Board as long as they are able to fulfill the duties and responsibilities of the office of Elder.

(e) Nomination of Elders. The Lead Pastor shall and reserves the sole right to nominate Elders and their successors to the Board of Elders. The Lead Pastor shall consider nominees brought by the Elder Members, If there shall be no Lead Pastor due to resignation, removal or otherwise, and the number of Elders decreases to less than seven (7) Elders, then nominations may be made by any three (3) or more Elder Members.

**6.03 Election of Elder Members.** Except for the person holding the office of Lead Pastor, a person who meets any qualification requirements to be on the Board and who has been duly nominated may be elected as an Elder. Elder Members shall be elected by a two-thirds (2/3) vote of the then existing Board of Elders at a duly scheduled meeting of the Board of Elders.

**6.04 Vacancies.** Vacancies on the Board of Elders shall exist upon: (a) the death, resignation, or removal of any Board member; or (b) the failure of the Board to elect the full authorized number of Elders to be voted for at any annual, regular, or special meeting of the Board of Elders at which any Elder is to be elected. The Board of Elders may declare the office of a Board member vacant if a court or other tribunal (including an arbitration tribunal) adjudges the Elder incompetent, if he is convicted of a crime involving moral turpitude, if he does not accept the office, in writing, if the Elder can no longer fulfill the duties and responsibilities of the office of Elder. Any vacancy occurring in the Board of Elders, and any Board member position to be filled due to an increase in the number of Board members, may be filled by the Board of Elders (subject, however, to the limitations set forth in the Act). A vacancy is filled by the affirmative vote of two-thirds (2/3) of the remaining Board members in office, even if it is less than a quorum of the Board of Elders, or if it is a sole remaining member. Vacancies reducing the number of Elders to less than seven (7) shall be filled before the transaction of any other business of the Church.

**6.05 Regular Meeting.** If the time and place of a Board of Elders’ meeting is regularly scheduled by Lead Pastor, the meeting is a regular meeting. All other meetings are special meetings. Unless the Act, the Articles, or the Bylaws provide otherwise, regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting. The Board of Elders may provide for regular, quarterly meetings by resolution stating the time and place of such meetings. The meetings may be held in the registered office of the Church, unless the Lead Pastor notifies the members otherwise.

**6.06 Special Meetings.** Special meetings of the board must be preceded by at least two days’ notice to each Elder of the date, time, purpose and place of the meeting. The secretary shall give any notice to the Directors as required in the Bylaws. Special meetings of the Board of Directors may be called and noticed by or at the request of the Lead Pastor or any four (4) Elders on the Board. The Lead Pastor must be present at the meeting to allow the conduct of business except in an emergency requiring quick action, the Lead Pastor’s physical incapacity, or the sole subject of the meeting is the Lead Pastor’s removal. A person or persons authorized to call special meetings of the Board of Directors may fix any place in or outside of Oregon. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in any notice of the meeting. Except for a special meeting called for the purpose of considering the employment, removal or incapacity of the Lead Pastor or in the event of an emergency as defined herein, the Lead Pastor must be present in order for the Board of Elders to constitute a quorum at any special meeting. An “emergency” exists where the Lead Pastor cannot readily attend the special meeting because of some present or imminent catastrophic event. Any emergency special meeting agenda shall include only those items needed at that time to deal with the emergency.

**6.07 Action by Consent of Board Without Meeting.** Action required or permitted to be taken at a Board of Elders’ meeting may be taken without a meeting if the action is taken by the affirmative vote of all members of the Board of Elders. The action shall be evidenced by one or more written consents describing the action taken, signed by each Board member, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section 6.08 is effective when the last Board member signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section 6.08 has the effect of a meeting vote and may be described as such in any document. For purposes of this section 6.07, “electronic” has the meaning given that term in Oregon Revised Statute, § 84.004; “electronic signature” has the meaning given that term in Oregon Revised Statute, § 84.004; “sign” includes an electronic signature, and “written” includes a communication that is transmitted or received by electronic means.

**6.08 Quorum.** A majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders as long as the Lead Pastor is present. If a quorum is present when a vote is taken, the affirmative vote of a majority of Elders present when the act is taken is the act of the Board of Elders unless a greater majority is required by law or these Bylaws. A Board member is considered present regardless of whether the member votes or abstains from voting. Under an emergency requiring quick action, a quorum will be the number of Elders that are able to attend the meeting.

**6.09 Assent to Action.** The right of dissent or abstention is not available to a Board member who votes in favor of an action taken. A Board member who is present at a meeting of the Board of Elders or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The Elder objects at the beginning of the meeting, or promptly upon the Elder’s arrival, to holding the meeting or transacting the business at the meeting;

(b) The Elder’s dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The Elder delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Board before the close of the next business day after adjournment of the meeting.

**6.10 Conduct of Meetings.** At every meeting of the Board of Elders, the Lead Pastor of the Church shall preside, and if not, then an Elder selected by the Board of Elders. The secretary of the Church shall be an Elder Member and shall act as secretary of the Board of Elders. When the secretary is absent from any meeting, the Lead Pastor, or the person presiding, may appoint any person to act as secretary of the meeting.

**6.11 Powers of Board of Elders.** In addition to the powers and authorities expressly conferred by this Bylaws upon them, the Board may exercise all such powers of the Church and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.

**6.12 Duties of Elders on the Board.**

(a) Be an active Regular Member, actively involved in church ministry and oversight of the Church. (*Acts 20:28*)

(b) An Elder on the Board of Elders shall discharge the duties of an Elder, including the Elder’s duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Elder reasonably believes to be in the best interests of the Church (*I Timothy 5:13; I Peter 5:1-4*).

(c) In discharging the duties of an Elder on the Board, an Elder is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) One or more officers or employees of the Church whom the Elder reasonably believes to be reliable and competent in the matters presented; (ii) Legal counsel, public accountants or other persons as to matters the Elder reasonably believes are within the person’s professional or expert competence; (iii) A committee of the Board of which the Elder is not a member, as to matters within its jurisdiction, if the Elder reasonably believes the committee merits confidence; or (iv) Religious authorities, pastors or other persons whose position or duties in the Church the Elder believes justify reliance and confidence and whom the Elder believes to be reliable and competent in the matters presented.

(d) An Elder on the Board is not acting in good faith if the Elder has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (c) of this section unwarranted.

(e) An Elder on the Board is not liable to the Church, any member or any other person for any action taken or not taken as a Board member, if the Elder acted in compliance with this section. The liability of a Board member for monetary damages to the Church and its members may be eliminated or limited in the Church’s Articles to the extent provided in the Act.

(f) An Elder on the Board shall not be deemed to be a trustee with respect to the Church or with respect to any property held or administered by the Church, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

**6.13 Duty to Avoid Improper Distributions.** Elders on the Board who vote for or assent to improper distributions are jointly and severally liable to the Church for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Church are not thereafter paid and discharged. Any distribution made when the Church is insolvent, other than in payment of corporate debts, or any distribution that would render the Church insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Elders participating in a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or email immediately after adjournment.

(a) An Elder on the Board is not liable if, in voting for or assenting to a distribution, the Elder (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more persons identified in section 6.13(c) of this Bylaws or a committee of the Board of Elders of which the Elder is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Church to be at least that of their book value; or (3) in determining whether the Church made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Elders on the Board are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Church.

(b) Elders who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

**6.14 Delegation of Duties.** Elders on the Board are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church’s assets and properties at a time and for a consideration that the advisor deems appropriate. The Elders have no liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

**6.15 Actions of Board of Elders.** The Board of Elders shall try to act by consensus. However, the vote of a majority of Elders present and voting at a meeting at which a quorum is present at the time of the vote shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or these Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board.

**6.16 Proxies.** No proxy voting is permitted by member of the Board of Elders.

**6.17 Compensation.** The members of the Board of Elders appoint a Compensation Committee. All members of the Compensation Committee shall be disinterested to anyone whose compensation is set by the committee. This means that the committee members may not be related to or work subordinate with anyone whose compensation is set by the committee. The Compensation Committee shall fix the compensation of any Elder receiving compensation from the Church. Before setting compensation the Committee shall secure compensation data or studies to justify the compensation for the positions. The committee may employ a compensation expert to assist to gather comparable compensation data. After reviewing the comparable compensation data, the committee shall set the total compensation (taxable and nontaxable, cash and noncash) for all Elders receiving compensation. The committee shall retain copies of all comparable compensation data used in setting the compensation amounts and shall keep detailed minutes of their deliberations. An Elder may also serve the Church in any other capacity and receive compensation for those services. An Elder on the Board may be reimbursed expenses incurred by him to attend a Church’s meeting. Payment solely for actual expenses in performing duties of an officer or a stipend which is paid only to compensate the average expenses incurred over the course of a year shall not be deemed to be compensation.

**6.18 Removal of Elders and Lead Pastor.** Except for the Lead Pastor, the Board of Elders may vote to remove a Board member at any time, with or without good cause, including at any time that a Board member ceases to qualify under the original qualifications by which the Elder Member was elected. A meeting to consider the removal of an Elder Member shall be called with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the Elder Member will be on the agenda. The Board of Elders will determine when an Elder Member is no longer fulfilling the duties and responsibilities of the office, which determination shall be made by the vote of two-thirds (2/3) of the all Elder Members then in office. The procedures for removal of the Lead Pastor are set forth in Section 7.05 of the Bylaws.

**6.19 Advisory and/or Honorary Elders.** The Board of Elders may elect advisory and/or honorary Elders as they see fit, consistent with the requirements of this Bylaws. The Advisory and/or Honorary Elders shall have not have a vote, but may attend all Board of Elders meetings and participate in the discussion like the regular Elder Members.

**ARTICLE 7**

**LEAD PASTOR**

**7.01 Qualifications.** The Lead Pastor must meet the qualifications listed in *I Timothy 3:2-7* and *Titus 1:5-9* of the Holy Bible.

**7.02 Duties.** The Lead Pastor shall serve as the chairman of the Board and as President of the Corporation. All powers and duties of all other officers of the Church shall be subject to the powers and authorities vested in the Lead Pastor. In addition the Lead Pastor shall be:

(a) The General Overseer of the Church. As the general overseer of the Church, (*Acts 15:13-22 Galatians 2:12*) the Lead Pastor serves as the leader of the Eldership and the Executive Team. He serves the church as the chief executive officer in his administrative responsibilities. This includes oversight of areas such as staffing, church ministries, programs and policies. He acts as the chief spokesman to the congregation and to the community at large.

(b) The Principal Feeder of the Congregation. As the principle feeder of the congregation the Lead Pastor shall bear primary responsibility for the ministry of the Word of God to the congregation. This includes things such as determining themes for Word ministry to the congregation, setting the preaching schedule for corporate services, selecting guest ministries, etc. *2 Timothy 4:2; 1 Peter 5:2; Jeremiah 3:15.*

(c) The Spiritual Leader of the Church. As the spiritual leader of the church the Lead Pastor bears primary responsibility to establish the spiritual atmosphere and direction of the church. All public meetings will be under his direction or the direction of his appointed representatives.

**7.03 Appointment.** The Board of Elders shall consider and select Lead Pastor candidates to be presented to the Elder Members for an ecclesiastical confirmation. To attain the office of Lead Pastor, a Lead Pastor candidate must be confirmed by at least a two-thirds (2/3) vote of the Elder Members then in office. Each Elder Member shall have only one vote at the ecclesiastical confirmation meeting.

**7.04 Resignation.** In the event that the Lead Pastor retires or resigns he will have the privilege of nominating his own replacement. His choice of replacement Lead Pastor must be confirmed by 3/4 of the Board of Elders in office. In the event such confirmation cannot be attained or if the nominee refuses or is unable to attain the office of Lead Pastor, the Board of Elders shall institute the appointment procedures set forth in section 7.03.

**7.05 Removal.** The Lead Pastor may be removed by a two-thirds (2/3) vote of the Board of Elders at any time when, in their view, the Lead Pastor is no longer fulfilling the qualifications and or duties of the office. A meeting to consider the removal of the Lead Pastor shall be called by at least four (4) members of the Board of Elders, less the Lead Pastor. The notice of the meeting shall state that the issue of possible removal of the Lead Pastor will be on the agenda. In this regard, the following procedures will be followed:

1. Prior to the removal process being instituted. The *Matthew 18:15-17* process should be followed.
2. After receipt of a request of a call for a Board of Elders meeting on this topic by the minimum number of Elder Members, the Board of Elders shall elect a Temporary Chairman for this meeting. He will give notice to the Elder Members of a special meeting to consider the removal of the Lead Pastor. Notice of the meeting of the Elder Members for removal of the Lead Pastor shall be given to the Elder Members as permitted or required by Article 14. The meeting of the Elder Members for removal of the Lead Pastor shall take place at the registered office of the Church and at such date and time as the Temporary Chairman of the Board of Elders determines. Lead Pastor must be notified of meeting and once notified he cannot call any Elder Meetings until the issue is resolved.
3. The special meeting of the Elder Members shall be closed, and no Regular Members or nonmembers shall attend the special meeting of the Elder Members for removal of the Lead Pastor except as approved by the majority of the Elders. The Temporary Chairman of the Board of Elders will require, as a condition to attendance and vote at the special meeting, that all Elder Members present at the special meeting sign a Confidentiality Agreement regarding the proceedings for removal of the Lead Pastor. The Lead Pastor cannot be in attendance at this meeting.
4. The Board of Elders will elect a spokesman for the Board of Elders to handle removal and replacement proceeding. All Board members will be automatically nominated for this position.
5. The Board of Elders may call for assistance of Ministers Fellowship International or their representatives for input and advice.
6. The charges will be presented and evaluated at the Elder Member meeting, and if charges are deemed worthy of consideration by a majority of Elders, a written list of charges will be delivered by the Temporary Chairman to the Lead Pastor. Notification will also include suspension of all Lead Pastor responsibilities and duties effective immediately. Notification will be delivered as soon as practical after the meeting, and in all cases, within twenty-four (24) hours.
7. Upon suspension of Lead Pastor, the Lead Pastor’s duties shall be assigned to an appointed Elder by majority vote of Elder Members.
8. The Lead Pastor will be given the opportunity to respond or to submit a written letter of resignation.
9. Voting by the Board shall proceed by secret ballot, and in the event a two-thirds (2/3) vote of all Board of Elder then in office for removal is obtained, the Lead Pastor shall be notified of the same and all Lead Pastor responsibilities are immediately terminated. If vote is less than two-thirds (2/3) to remove, the Lead Pastor shall be notified and all Lead Pastors responsibilities and duties are immediately reinstated.

**ARTICLE 8**

**OFFICERS**

**8.01 Officer Positions.** Except for the office of Lead Pastor (whose qualifications are set forth elsewhere in the Bylaws), all officers of the Church shall be ordained Elder Members. The officers of the Church shall be a Lead Pastor (who shall fill the office of President), a secretary, a and a treasurer. All powers and duties of officers of the Church shall be subject to the powers and authorities vested in the Lead Pastor. The Board of Elders may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of president and secretary, may hold any two or more offices. The Lead Pastor shall preside over all Board of Elder meetings, unless he is unable or refuses to act, then a Temporary Chairman of the Board shall be elected and preside over the meeting.

**8.02 General Duties.** All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties, and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Board of Elders not inconsistent with these Bylaws.

**8.03 Election and Term of Office.** Except for the election of Lead Pastor, the Board of Elders at its regular annual meeting shall elect the officers of the Church. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

**8.04 Removal.** The Board of Elders, with or without good cause, may remove any officer elected or appointed by the Board of Elders. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

**8.05 Resignation.** Any officer may resign at any time by giving written notice to the Board of Elders, the Lead Pastor, president, or the secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

**8.06 Vacancies.** The Board of Elders may fill the vacancy in any office for the unexpired portion of that officer’s term.

**8.07 President.** The Lead Pastor shall also serve the office of president. The president shall be the chief executive officer of the Church and an officer of the Board of Elders. The president shall supervise and control all of the business and affairs of the Church. The president shall preside at all meetings of the Board of Elders. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Elders has authorized to be executed. However, the president may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Board of Elders, the Bylaws, or statute. The president shall perform other duties prescribed by the Board of Elders and all duties incident to the office of president.

**8.08 Temporary Chairman of the Board of Elders.** When the Lead Pastor is unable to act, or refuses to act, a Temporary Chairman of the Board of Elders may perform the duties of the president. When the Temporary Chairman acts in place of the Lead Pastor, the Temporary Chairman shall have all the powers of and be subject to all the restrictions upon the Lead Pastor. A Temporary Chairman shall hold this office only for the duration of the meeting.

**8.09 Treasurer.** The treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Church.

(b) Receive and give receipts for moneys due and payable to the Church from any source.

(c) Deposit all moneys in the name of the Church in banks, trust companies, or other depositaries as provided in the Bylaws or as directed by the Board of Elders, the Lead Pastor, or the president.

(d) Write checks and disburse funds to discharge obligations of the Church.

(e) Maintain the financial books and records of the Church.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the Lead Pastor, the president or by the Board of Elders.

(h) If required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Elders.

(i) Perform all the duties incident to the office of treasurer.

**8.10 Secretary.** The secretary shall:

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Take minutes of the meetings of the ecclesiastical Regular Members and Elder Members and of the Board of Elders, and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and of the seal of the Church.

(d) Affix the seal of the Church to all documents as authorized.

(e) Keep a register of the mailing address of each Elder, Regular Member, officer, and employee of the Church.

(f) Perform duties as assigned by the Lead Pastor, president or by the Board of Elders.

(g) Perform all duties incident to the office of secretary.

**8.11 Assistant Officers.** The Board of Elders may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Elders may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the secretary or otherwise as occasion may require in the administration of the business and affairs of the Church, and any assistant treasurer may perform any of the duties or exercise any of the powers of the treasurer at the request or in the absence or disability of the treasurer or otherwise as occasion may require in the administration of the business and affairs of the Church. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Elders shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Church in place of the secretary or the treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the secretary or treasurer or any other assistant secretary or assistant treasurer, respectively.

**8.12 Disallowed Payments.** Any payments made to an officer of the Church, such as a expense reimbursement incurred by the officer, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service (“IRS”), shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Board of Elders to enforce payment of each such amount disallowed.

**ARTICLE 9**

**COMMITTEES**

**9.01 Establishment of Committees.**

(a) The Church shall have two standing committees: the Executive Team and the Compensation Committee. The Board of Elders may adopt a resolution establishing one or more committees that exercise the authority of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Board members, who serve at the pleasure of the Board of Elders.

(b) The Lead Pastor may create a committee and appoint Board members to a committee as approved by the greater of a majority of all the Elder Members then in office, or the number of Board members required by the Articles or Bylaws to take action under section 6.16. Except as otherwise provided by resolution, members of each such committee shall be Elder Members of the Church. The Board of Elders may establish other qualifications for membership on a committee.

(c) The provisions in these Bylaws governing meetings of the Board of Elders, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Elders apply to committees and their members as well.

(d) The Lead Pastor shall, if present, preside at all committee meetings, and shall be an ex-officio member of all committees designated by the Board of Elders. The Lead Pastor shall have the power to appoint and remove members of a committee that has not been delegated any authority of the Board of Elders. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Elders, or any individual Board member, of any responsibility imposed by the Bylaws or otherwise imposed by law. Except as provided below, each committee of the Board may exercise the authority of the Board of Elders to the extent specified by the Board of Elders or in the Articles or the Bylaws, but no committee shall have the authority of the Board of Elders to:

(i) Authorize distributions;

(ii) Approve to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Church’s assets;

(iii) Elect, appoint or remove Elders or fill vacancies on the Board or on any of its committees; or

(iv) Adopt, amend or repeal the Articles or Bylaws of the Church;

(v) Revoke proceedings for the voluntary dissolution of the Corporation; and

(vi) Take action to apply church discipline

(vii) Change Church doctrine

(viii) Approve the annual budget

(ix) Take any action outside the scope of authority delegated to it by the Board of Elders, the Articles or Bylaws.

**9.02 Term of Office.** Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the committee member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

**9.03 Chair and Vice-Chair.** In the absence or at the direction of the Lead Pastor, one member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the Lead Pastor or president of the Church. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

**9.04 Quorum.** A majority of the number of committee members then in office shall constitute a quorum for the transaction of business at any meeting of the committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of committee members present when the act is taken is the act of the committee. A committee member is considered present regardless of whether the director votes or abstains from voting. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

**9.05 Actions of Committees.** Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present at the time of the vote shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board.

**9.06 Proxies.** No proxy voting is permitted by committee members.

**9.07 Compensation.** Committee members shall receive no compensation for their services unless the Act or other law permits, and in such case the compensation shall be fixed by the Board of Elders. The disinterested members of the Board of Elders may adopt a resolution providing for payment to committee members of expenses of attendance, if any, for attendance at each meeting of the committee. Payment solely for actual expenses in performing duties of the committee member or a stipend which is paid only to compensate the average expenses incurred over the course of a year shall not be deemed to be compensation.

**9.08 Rules.** Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Elders.

**9.09 Compensation Committee.** The Compensation Committee is described in Section 6.18.

**ARTICLE 10**

**TRANSACTIONS OF THE CORPORATION**

**10.01 Contracts.** The Board of Elders may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

**10.02 Deposits.** All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositaries that the Board of Elders selects.

**10.03 Gifts.** The Board of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

**10.04 Loans and Related Parties.** The Church may not make a loan, guarantee an obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the Church.

**10.05 Affiliated Transactions.**

(a) A conflict of interest transaction is a transaction with the Church in which a Board member has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Board member if the transaction is fair to the Church at the time it was entered into or is approved as provided in subsection (b) of this section 10.05.

(b) A transaction in which a Board member has a conflict of interest may be approved:

(i) By the vote of the Board of Elders or a committee of the Board of Elders if the material facts of the transaction and the Elder’s interest are disclosed or known to the Board of Elders or committee of the Board of Elders; or

(ii) By obtaining approval of the Attorney General of the State of Oregon, or the circuit court in an action in which the Attorney General of the State of Oregon is joined as party.

(c) For the purposes of this section 10.05, a Board member has an indirect interest in a transaction if:

(i) Another entity in which the member has a material interest or in which the member is a general partner is a party to the transaction; or

(ii) Another entity of which the member is a board member, director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Elders of the Church.

(d) For purposes of subsection (b) of this section 10.05, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Elder on the Board or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section 10.05 by a single Elder. If a majority of the Elders who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section 10.05. The presence of, or a vote cast by, an Elder with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection (b)(i) of this section if the transaction is otherwise approved as provided in subsection (b).

(e) The Articles, Bylaws or a resolution of the Board of Elders may impose additional requirements on conflict of interest transactions.

**10.06 Prohibited Acts.** As long as the Church is in existence, and except with the prior approval of the Board of Elders, no Elder, officer, or committee member of the Church shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the Church.

(b) Do any act with the intention of harming the Church or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.

(d) Receive an improper personal benefit from the operation of the Church.

(e) Use the assets of the Church, directly or indirectly, for any purpose other than carrying on the business of this Church.

(f) Wrongfully transfer or dispose of Church property, including intangible property such as good will.

(g) Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church’s business.

(h) Disclose any of the Church’s business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

**ARTICLE 11**

**BOOKS AND RECORDS**

**11.01 Required Books and Records.**

(a) The Church shall keep as permanent records minutes of all meetings of its members and Board of Elders, a record of all corporate action taken by the members or Elders without a meeting, and a record of all actions taken by committees of the Board of Elders in place of the Board of Elders on behalf of the Church.

(b) The Church shall maintain appropriate accounting records.

(c) The Church or its agent shall maintain a record of any Regular Members in a form that permits preparation of a list of the name and address of all members, in alphabetical order. The Board may submit items to Regular Members for an advisory vote.

(d) The Church shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(e) The Church shall keep a copy of the following records for inspection:

(i) Articles or restated Articles of Incorporation and all amendments to them currently in effect;

(ii) Bylaws and all amendments to them currently in effect;

(iii) Resolutions adopted by its Board of Elders relating to the characteristics, qualifications, rights, limitations and obligations of any members of any class or category of members;

(iv) The minutes of all meetings of the Board of Elders and any member meetings and records of all actions approved by the members for the past three years;

(v) Written communications required by the Act and those regarding general membership matters made to members within the past three years;

(vi) A list of the names and business or home addresses of its current Board members and officers;

(vii) The last three annual financial statements, if any. The statements may be consolidated or combined statements of the Church and one or more of its affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year. If financial statements are prepared for the Church on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis;

(viii) The last three accountant’s reports if annual financial statements are reported upon by a public accountant; and

(ix) The most recent annual report delivered to the Secretary of State under Oregon Revised Statute § 65.787.

(x) A file-endorsed copy of all documents filed with the Oregon Secretary of State relating to the Church, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(xi) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(xii) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

**11.02 Inspection and Copying.**

(a) As an ecclesiastical organization, the Church believes that its books and records are sacred and access to them should be restricted to those who hold a position of ecclesiastical authority, Elder Members and officers. No person who holds only Regular Member status shall have a right to inspect the Church’s books and records. “Books and records” shall mean financial records (accounting ledgers and journals with supporting documentation) and minutes from any Board, Elder or committee meeting and any record listed in section 11.01 of the Bylaws.

(b) A qualified person requesting (“Requesting Person”) to inspect or receive copies must submit a written and proper purpose in writing to the Board of Elders. A proper purpose is any purpose that relates to an issue where the Requesting Person may cast a vote or have significant influence on the votes cast. The affirmative vote of a majority of the Board of Elders present and voting shall be required before the Requesting Person is given access to the records. To protect the interests of the Church, and as a condition precedent to any inspection or copying of any books and records, including records of a confidential, proprietary, or trade secret nature, the Board of Elders shall have the right to require that the Requesting Person execute a Nondisclosure or Confidentiality Agreement in a form provided by the Church, relating to the nondisclosure of the books and records inspected or copied. Any person entitled to inspect and copy the Church’s books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Church’s books and records may do so at a reasonable time and location specified by the Church, any of the records of the Church described in section 11.01(e) if the Requesting Person gives the Church written notice of the Requesting Person’s demand at least five business days before the date on which the inspection and copying is to occur.

(c) A Requesting Person is entitled to inspect and copy, at a reasonable time and reasonable location specified by the Church, any of the following records of the Church if the Requesting Person meets the requirements of subsection (b) of this section 11.02 and gives the Church written notice of the requesting person’s demand at least five business days before the date on which the member wishes to inspect and copy:

(i) Excerpts from any records required to be maintained under section 11.01(a), to the extent not subject to inspection under section 11.02(b);

(ii) Accounting records of the Church; and

(iii) Subject to the limitations of use of membership lists, the membership list.

(d) The Church may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records or the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church Form 1023 and Form 990, if any. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

(e) The Church may comply with a Requesting Person’s demand to inspect the record of members under section 11.02(c)(iii) (member list) by providing the Requesting Person with a list of the list requested as compiled no earlier than the date of the Requesting Person’s request.

(f) If the Church does not allow a qualified Requesting Person to inspect and copy any records required by this section 11.02 to be available for inspection, the Requesting Person who complies with the requirements for inspection may submit the matter to Christian mediation and/or arbitration as provided in Article 17, section 17.01 of the Bylaws, and the Requesting Party expressly waives any right to apply to any secular court for an order to permit inspection and copying of the records demanded. All provisions of Article 17, section 17.01 shall apply to the dispute, claim or controversy arising from or relating to a request for inspection of books and records of the Church. If the tribunal orders inspection and copying of the records demanded, it may impose reasonable restrictions on the use or distribution of the records by the demanding Requesting Person.

(g) Without consent of the Board of Elders, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a Requesting Person’s interest in the Church as a Board member or officer. Without limiting the generality of this section, without the consent of the Board, a membership list or any part thereof may not be:

(i) Used to solicit money or property unless such money or property will be used solely to solicit the votes of any person in any vote to be held by the Church;

(ii) Used for any commercial purpose; or

(iii) Sold or purchased by any person.

**ARTICLE 12**

**FISCAL YEAR**

**12.01** The fiscal year of the Corporation shall begin on August 1 and end July 31 of each year.

**ARTICLE 13**

**INDEMNIFICATION**

**13.01 Definitions for Sections 13.01 to 13.11.**

(a) As used in sections 13.01 to 13.11:

(i) “Elder” means an individual who is or was an Elder on the Board of Elders of the Church or an individual who, while an Elder on the Board, is or was serving at the Church’s request as a Board member, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An Elder is considered to be serving an employee benefit plan at the Church’s request if the Elder’s duties to the Church also impose duties on, or otherwise involve services by, the Elder to the plan or to participants in or beneficiaries of the plan. “Elder” includes, unless the context requires otherwise, the estate or personal representative of an Elder.

(ii) “Expenses” include attorney fees.

(iii) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.

(iv) “Officer” means an individual who is or was an officer of the Church or an individual who, while an officer of the Church, is or was serving at the Church’s request as an Elder on the Board, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An officer is considered to be serving an employee benefit plan at the Church’s request if the officer’s duties to the Church also impose duties on or include services by the officer to the employee benefit plan or to participants in or beneficiaries of the plan. “Officer” includes, unless the context requires otherwise, the estate or personal representative of an officer.

(v) “Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(vi) “Proceeding” means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal.

**13.02 Authority to Indemnify.** Except as provided in subsection (f) of this section 13.02, the Church may indemnify an individual made a party to a proceeding because the individual is or was an Elder against liability incurred in the proceeding if:

(a) The conduct of the individual was in good faith;

(b) The individual reasonably believed that the individual’s conduct was in the best interests of the Church, or at least not opposed to its best interests; and

(c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

(d) An Elder’s conduct with respect to an employee benefit plan for a purpose the Elder reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection (b) of this section 13.02.

(e) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Elder did not meet the standard of conduct described in this section.

(f) The Church may not indemnify an Elder under this section:

(i) In connection with a proceeding by or in the right of the Church in which the Elder was adjudged liable to the Church; or

(ii) In connection with any other proceeding charging improper personal benefit to the Elder in which the Elder was adjudged liable on the basis that personal benefit was improperly received by the Elder.

(g) Indemnification permitted under this section in connection with a proceeding by or in the right of the Church is limited to reasonable expenses incurred in connection with the proceeding.

**13.03 Mandatory indemnification.** Unless limited by its Articles of Incorporation, the Church shall indemnify an Elder who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Elder was a party because of being an Elder of the Church, against reasonable expenses actually incurred by the Elder in connection with the proceeding.

**13.04 Advance for expenses.** The Church may pay for or reimburse the reasonable expenses incurred by an Elder who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The Elder furnishes the Church a written affirmation of the Elder’s good faith belief that the Elder has met the standard of conduct described in section 13.02; and

(b) The Elder furnishes the Church a written undertaking, executed personally or on the Elder’s behalf, to repay the advance if it is ultimately determined that the Elder did not meet the standard of conduct.

**13.05 Unlimited Obligation and Other Authority.** The undertaking required by subsection (b) of section 13.04 must be an unlimited general obligation of the Elder but need not be secured and may be accepted without reference to financial ability to make repayment. Any authorization of payments under section 13.04 may be made by provision in the Articles of Incorporation or Bylaws, by a resolution of the members or Board of Elders or by contract.

**13.06 Tribunal-Ordered Indemnification.** Unless the Articles of Incorporation expressly provides otherwise, an Elder who is a party to a proceeding may apply for indemnification to the mediation and/or arbitration tribunal in a manner set forth in Article 17, section 17.01. Any claim for indemnity shall be deemed to arise under or relate to these Bylaws. On receipt of an application, the tribunal after giving any notice the tribunal considers necessary may order indemnification in the amount it considers proper if it determines:

(a) The Elder is entitled to mandatory indemnification under section 13.03, in which case the tribunal shall also order the Church to pay the Elder’s reasonable expenses incurred to obtain tribunal-ordered indemnification; or

(b) The Elder is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the Elder met the standard of conduct set forth in section 13.02(a), (b) or (c) or was adjudged liable as described in section 13.02(f), whether the liability is based on a judgment, settlement or proposed settlement or otherwise.

**13.07 Determination and Authorization of Indemnification.**

(a) The Church may not indemnify an Elder under section 13.02 unless authorized in the specific case after a determination has been made that indemnification of the Elder is permissible in the circumstances because the Elder has met the standard of conduct set forth in section 13.02.

(b) A determination that indemnification of an Elder is permissible shall be made:

(i) By the Board of Elders by majority vote of a quorum consisting of Elders not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under paragraph (i) of this subsection, by a majority vote of a committee duly designated by the Board of Elders, consisting solely of two or more Elders not at the time parties to the proceeding;

(iii) By special legal counsel selected by the Board of Elders or its committee in the manner prescribed in paragraph (i) or (ii) of this subsection or, if a quorum of the Board cannot be obtained under paragraph (i) of this subsection and a committee cannot be designated under paragraph (ii) of this subsection, the special legal counsel shall be selected by majority vote of the full Board of Elders including Elders who are parties to the proceeding.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b)(iii) of this section to select counsel.

**13.08 Indemnification of officers, employees and agents.** Unless the Church’s Articles of Incorporation provide otherwise:

(a) An officer of the Church is entitled to mandatory indemnification under section 13.03, and is entitled to apply for tribunal-ordered indemnification under section 13.06 in each case, to the same extent as an Elder under sections 13.03 and 13.06.

(b) The Church may indemnify and advance expenses under sections 13.01 to 13.09 to an officer, employee or agent of the Church who is not an Elder to the same extent as to an Elder.

**13.09 Insurance.** The Church may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was an Elder, director, officer, employee or agent of the Church, or who, while an Elder, director, officer, employee or agent of the Church, is or was serving at the request of the Church as an Elder, director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Church may purchase and maintain the insurance even if the Church has no power to indemnify the individual against the same liability under sections 13.02 or 13.03.

**13.10 Nonexclusive Indemnity Rights and Miscellaneous Provisions.** The indemnification and provisions for advancement of expenses provided by sections 13.01 to 13.09 shall not be deemed exclusive of any other rights to which Elders, officers, employees or agents may be entitled under the Church’s Articles of Incorporation or bylaws, any agreement, general or specific action of its Board of Elders, vote of members or otherwise, and shall continue as to a person who has ceased to be an Elder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Specifically and not by way of limitation, the Church shall have the power to make or agree to make any further indemnification, including advancement of expenses, of:

(a) Any Elder as authorized by the Articles of Incorporation, any Bylaws approved, adopted or ratified by the members or any resolution or agreement approved, adopted or ratified, before or after such indemnification or agreement is made, by the members, provided that no such indemnification shall indemnify any Elder from or on account of acts or omissions for which liability could not be eliminated by statute or the Articles of Incorporation; and

(b) Any officer, employee or agent who is not an Elder as authorized by the Articles of Incorporation or Bylaws, general or specific action of the Board of Elders or agreement. Unless the Articles of Incorporation, or any such Bylaws, agreement or resolution provide otherwise, any determination as to any further indemnity under this paragraph shall be made in accordance with section 13.07.

(c) If the Articles of Incorporation limit indemnification or advance of expenses, any indemnification and advance of expenses are valid only to the extent consistent with the Articles of Incorporation. Sections 13.01 to 13.09 do not limit the Church’s power to pay or reimburse expenses incurred by an Elder in connection with the Elder’s appearance as a witness in a proceeding at a time when the Elder has not been made a named defendant or respondent to a proceeding.

(d) Any officer, employee or agent who is not an Elder as authorized by the Articles of Incorporation or Bylaws, general or specific action of the Board of Elders or agreement. Unless the Articles of Incorporation, or any such Bylaws, agreement or resolution provide otherwise, any determination as to any further indemnity under this paragraph shall be made in accordance with section 13.07.

**13.11 Report of Indemnification.** If the Church indemnifies or advances expenses to an Elder under sections 13.02 to 13.06 in connection with a proceeding by or in the right of the Church, the Church shall report the indemnification or advance in writing to the members of the Board of Elders with or before the notice of the next meeting of the Board, no later than 90 days after the first advancement.

**ARTICLE 14**

**NOTICES**

**14.01 Notices.**

(a) Any notice required or permitted by the Bylaws to be given to an Elder, officer, or member of a committee of the Church may be given in any manner allowed by the Act. Notice may be oral or written unless otherwise specified for a particular kind of notice.

(b) Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier, including publication in a newsletter or similar document mailed to a member’s or Elder’s address. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where the meeting is to be held, or by radio, television or other form of public broadcast communication.

(c) Written notice to an Elder, if in a comprehensible form, is effective when mailed if it is mailed postpaid and is correctly addressed to the Elder’s address shown in the Church’s current records of members. Oral notice is effective when communicated if communicated in a comprehensible manner.

(d) Except as provided in subsection (c) of this section 14.01, personal written notice, if in a comprehensible form, is effective at the earliest of the following:

(i) When received;

(ii) Five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;

(iii) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;

(iv) Thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or

(v) The date specified by the Articles of Incorporation or the Bylaws with respect to notice to Elders.

(e) Written notice is correctly addressed if addressed to the recipient’s address shown in the Church’s current list of members or Elders, as the case may be. A written notice or report delivered as part of a newsletter, magazine or other publication sent as notice shall constitute a written notice or report if addressed or delivered to the person’s address shown in the Church’s current list of members or Elders, or in the case of persons who are residents of the same household and who have the same address in the Church’s current list of members or Elders, if addressed or delivered to one of such person or Elder, at the address appearing on the current lists.

(f) Written notice is correctly addressed to the Church, if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation or its application for a certificate of authority to do business.

(g) If any other law prescribes different notice requirements for particular circumstances, those requirements govern. If the Articles of Incorporation or Bylaws of the Church prescribe different notice requirements, not less stringent than the provisions of the Act, those requirements govern.

**14.02 Signed Waiver of Notice.** A person entitled to receive any notice from the Church may at any time waive any notice required by the Act, the Articles or Bylaws. Except as provided in section 14.03, the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

**14.03 Waiver of Notice by Attendance.** A person’s attendance at or participation in a meeting waives any required notice to the person of the meeting unless the person, at the beginning of the meeting, or promptly upon the person’s arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**ARTICLE 15**

**SPECIAL PROCEDURES CONCERNING MEETINGS**

**15.01 Meeting by Electronic Means.** The Board of Elders, and any committee of the Church, may permit any or all Elders or committee members, as the case may be, to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs: (i) All Elders participating may simultaneously hear or read each other’s communications during the meeting; or (ii) All communications during the meeting are immediately transmitted to each participating Elder, and each participating Elder is able to immediately send messages to all other participating Elders. If a meeting is conducted through the use of any means described in subsections (i) or (ii) of this section 15.01, all participating Elders shall be informed that a meeting is taking place at which official business may be transacted; and an Elder participating in the meeting by this means is deemed to be present in person at the meeting.

**ARTICLE 16**

**AMENDMENTS TO THE ARTICLES AND BYLAWS**

**16.01** The Board of Elders may adopt one or more amendments to the Church’s Articles of Incorporation or Bylaws upon approval by two-thirds (2/3) of the Elder Members in office at the time the amendment is adopted. Any number of amendments may be submitted and voted upon at any one meeting of the Board of Elders. The Secretary shall provide notice of any meeting at which an amendment is to be voted upon. The notice must state that the purpose or one of the purposes, of the meeting is to consider a proposed amendment to the Articles of Incorporation or Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

**ARTICLE 17**

**MISCELLANEOUS PROVISIONS**

**17.01 Christian Dispute Resolution.** Any controversy, claim, or dispute between or among any Board member, officer, Elder Member, Regular Member, and the Church, and arising from or related to the Articles of Incorporation or Bylaws of the Church shall be settled by mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker Ministries (hereinafter the “Rules”). The complete text of the Rules may currently be obtained by accessing www.HisPeace.org. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. All Elder Members and Regular Members of the Church ratify and agree to these procedures for Christian conciliation. The Church and all Elder Members and Regular Members of the Church understand that these methods shall be the sole remedy for any controversy, claim, or dispute arising out of these Bylaws and the Church and all Elder Members and Regular Members expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims or disputes, except to enforce this provision or an arbitration decision.

**17.02 Legal Authorities Governing Construction of Bylaws.** The Bylaws shall be construed in accordance with the laws of the State of Oregon. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**17.03 Legal Construction.** If any Bylaws provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

**17.04 Headings.** The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

**17.05 Gender.** Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

**17.06 Seal.** The Board of Elders may provide for a corporate seal.

**17.07 Power of Attorney.** A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

**17.08 Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Elders, ecclesiastical members, officers, committee members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

**17.09 Emergency Powers.**

(a) Unless the Articles of Incorporation provide otherwise, the Board of Elders may adopt, amend or repeal any provision of the Bylaws to be effective only in an emergency as defined in subsection (d) of this section 17.09. The emergency provisions of the Bylaws, which are subject to amendment or repeal by the Board, may provide special procedures necessary for managing the Church during the emergency, including:

(i) Procedures for calling a meeting of the Board of Elders;

(ii) Quorum requirements for the meeting; and

(iii) Designation of additional or substitute Elders.

(b) All provisions of the regular Bylaws consistent with the emergency powers remain effective during the emergency. The emergency provisions adopted are not effective after the emergency ends.

(c) Corporate action taken in good faith in accordance with the emergency provisions of the Bylaws binds the Church. An Elder, officer, employee or agent shall not be liable for deviation from normal procedures if the conduct was authorized by emergency provisions adopted as provided in this section 17.09.

(d) An emergency exists for purposes of this section if a quorum of the Church’s Elders on the Board cannot readily be assembled because of some present or imminent catastrophic event.

**CERTIFICATE OF SECRETARY**

I hereby certify that I am duly elected and acting Secretary of said corporation, CITY BIBLE CHURCH, and that the foregoing Bylaws, comprised of \_\_\_\_\_\_\_\_\_\_\_ pages, constitute the Bylaws of said Church as duly adopted by the Church at a meeting of the Board of Elders held on the \_\_\_ day of \_\_\_\_\_\_\_\_, 2012.

DATED: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Signature]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Typed Name] Secretary of the Corporation