BYLAWS OF VINEYARD CHRISTIAN FELLOWSHIP OF THE COAST

TABLE OF CONTENTS

Table of Contents	1
Statement of Faith	2
Principal Office	3
Membership Section 1. Qualification and reception to membership Section 2. Membership rolls Section 3. Voting members; Board of Directors Section 4. Associate members Section 5. Rights of members Section 6. Annual meeting Section 7. Special meetings Section 8. Quorum	
Government Section 1. The Headship of Christ Section 2. The oversight of his body by the pastor and elders Section 3. The Board of Directors A. Job description B. Number of Directors C. Election and term of office of Directors D. Quorum E. Vacancies F. Place and time of meeting G. Organization of meeting H. Meetings I. Telephonic meetings J. Action without meeting K. Removal L. Compensation	
Officers of the Church Section 1. Officers Section 2. Election Section 3. Vacancies Section 4. President (Pastor) A. Job description B. Appointment C. Compensation D. Potential termination	

Section 5. Associate or Assistant Pastors

- A. Job description
- B. Their appointment
- C. Their compensation
- D. Potential termination

Section 6. Vice President

Section 7. Secretary

Section 8. Treasurer

Indemnification of Directors and Officers

Rites of Ordination

Section 1. Principles of Ordination

Section 2. Qualifications

Section 3. Procedure for Ordination

- Section 4. Revocation of Ordination
- Section 5. Certificate of Ordination

Auxiliaries

Amendment of Bylaws

Annual Accounting Period

Miscellaneous

Section 1. Execution of Documents

Section 2. Inspection of Bylaws

Section 3. Construction and Definitions

Section 4. Rules of Order

Section 5. Ecclesiastical Matters and Business Matters

Section 6. Identification and Consent of Members

Section 7. Discipline of Members

Certificate of Secretary

Statement of Faith

1. God the King and the Holy Trinity

We believe that God is the Eternal King. He is an infinite, unchangeable Spirit, perfect in holiness, wisdom, goodness, justice, power and love. From all eternity He exists as the One Living and True God in three persons of one substance, the Father, the Son, and the Holy Spirit, equal in power and glory.

Deuteronomy 33:27; Romans 1:20; Psalm 95:3; Isaiah 43:15; Psalm 147:5; Job 11:7-9; James 1: 17; John 4: 24; Matthew 5:48; Isaiah 6:3; 1 Peter 1:15-16; Psalm 104:24; Proverbs 2:6; Isaiah 28:29; Exodus 33:19; Psalm 63:2; Psalm 31:19; Psalm 33:5; Psalm 89:14; Isaiah 30:18; Exodus 15:6; 1 John 4:8; Isaiah 43:13; Isaiah 45:5; 1 Corinthians 8:4; Psalm 42:2; Psalm 84:2; Jeremiah 10:10; John 1:18; John 10:30; John 14:9; John 14:16-17; John 14:26; John 15:26; 2 Corinthians 3:17-18; John 1:1; John 1:14; 2 Corinthians 3:17; Matthew 28:19-20; 2 Corinthians 13:14; Revelation 1:4; Revelation 5:13; Ephesians 3:14-21

2. God the King: The Creator and Ruler of all Things

We believe that God's kingdom is everlasting. From His throne, through His Son, His eternal Word, God created, upholds and governs all that exits: the heavenly places, the angelic hosts, the universe, the earth, every living thing and mankind. God created all things very good.

Psalm 45:6; Psalm 145:13; Daniel 4:3; Psalm 93:1-2; John 1:1-3; 1 Corinthians 8:6; Colossians 1:14-16; Hebrews 1:1-2; Genesis 1: 1; Psalm 95:3-5; Colossians 1:17; Hebrews 1:3; Psalm 103:19; Psalm 104: 24-29; Psalm 96:4-6; Psalm 89:11; Psalm 103:20-21; Colossians 1:16-17; Psalm 104:5; Psalm 103:22; Psalm 22:28; Psalm 47:8; Genesis 1: 31

3. Counterfeit Kingdom: Satan and Demonic Hosts

We Believe that Satan, originally a great, good angel, rebelled against God, taking a host of angels with him. He was cast out of God's presence and, as a usurper of God's rule, established a counter-kingdom of darkness and evil on the earth.

Revelation 12:7-9; 2 Corinthians 11:14; Colossians 1:13-14; Ephesians 6:12; Mark 3:22-26; Ephesians 2:1-2; 1 John 5:19

4. The Kingdom in Creation, The Fall and The Doctrine of Original Sin

We Believe that God created humanity in His own image, male and female, for relationship with Himself and to govern the earth. Under the temptation of Satan, our original parents fell from grace, bringing sin, sickness and God's judgment of death to the earth. Through the fall, Satan and his demonic hosts gained access to God's good creation. Creation now experiences the consequences and effects of Adam's original sin. Human beings are born in sin, subject to God's judgment of death and captive to Satan's kingdom of darkness. Genesis 1:26-27; Genesis 1:26; Genesis 3:1; Revelation 12:9; Genesis 3:8; Romans 1:21; Romans 5:16; Romans 5:12; John 5:14; 1 Corinthians 15:22; John 8:44; 1 John 5:19; Romans 2:12; Psalms 51:5; Ezekiel 18:4; Romans 2:5; Romans 2:12; Hebrews 9:27; Galatians 1:3-5; Galatians 4:8-9; Colossians 1:3

5. God's Providence, Kingdom Law and Covenants

We Believe that God did not abandon his rule over the earth which He continues to uphold by His providence. In order to bring redemption, God established covenants which revealed His grace to sinful people Israel, promising to deliver them from bondage to sin and Satan and to bless all the nations through them. *Psalm 24:1; Psalm 96:10 Isaiah 40:22; Hebrews 1:3; Romans 9:4; Ephesians 2:12; Genesis 17:3-8; Genesis 12:2-3; Genesis 15:4-6; Romans 4:3-5; Romans 4:16; Romans 4:20-25; Galatians 3:6-9; Galatians 3:13-14*

We Believe that, as King, God later redeemed His people by His mighty acts from bondage in Egypt and established His covenant through Moses; revealing His perfect will and our obligation to fulfill it. The law's purpose is to order our fallen race and to make us conscious of our moral responsibility. By the work of God's Spirit, it convicts us of our sin and God's righteous judgment against us and brings us to Christ alone for salvation.

Exodus 15:3-18; Exodus 19:3-6; Exodus 24:3-4; Exodus 24:7; Romans 8:3-4; Romans 8:12-14; Deuteronomy 5:1-3; Deuteronomy 30: 15-18; Galatians 3:23-25; Psalm 25:8-10; Romans7:7; John 15:26; John 16:8-11; 2 Corinthians 3:14-17; Romans 7:13; Galatians 3:19; Galatians 3:21-22; Romans 2:1-11; Galatians 3:24; Philippians 3:8-9

We Believe that when Israel rejected God's rule over her as King, God established the monarchy in Israel and made an unconditional covenant with David, promising that his heir would restore God's kingdom reign over His people as Messiah forever.

1 Samuel 8:6-8; 1 Samuel 8:21-22; 1 Samuel 9:15-16; 1 Samuel 10:1; 1 Samuel 10:24; 2 Samuel 7:11b-16; Psalm 89:34-37; Isaiah 9:6-7; Isaiah 11:1-5; Jeremiah 23:5-6; Ezekiel 34:23

6. Christ The Mediator and Eternal King

We Believe that in the fullness of time, God honored His covenants with Israel and His prophetic promise of salvation by sending His Son, Jesus, into the world. Conceived by the Holy Spirit and born of the Virgin Mary, as fully God and fully man in one person, He is humanity as God intended us to be. Jesus was anointed as God's Messiah and empowered by the Holy Spirit, inaugurating God's kingdom reign on earth, overpowering the reign of Satan by resisting temptation, preaching the good news of salvation, healing the sick, casting out demons and raising the dead. Gathering His disciples, He reconstituted God's people as His Church to be the instrument of His kingdom. After dying for the sins of the world, Jesus was raised from the dead on the third day, fulfilling the covenant of blessing given to Abraham. In His sinless perfect life Jesus met the demands of

the law and in His atoning death on the cross He took God's judgment for sin which we deserve as law-breakers. By His death on the cross He also disarmed the demonic powers. The covenant with David was fulfilled in Jesus' birth from David's house, His Messianic ministry, His glorious resurrection from the dead, His ascent into Heaven and His present rule at the right hand of the Father. As God's Son and David's heir, He is the eternal Messiah-King, advancing God's reign throughout every generation and throughout the whole earth today. Mark 1:15; Galatians 4:4; Romans 1:2-4; John 1:14; John 1:17-18; Luke 1:30-35; John 1:14; Philippians 2:5-7; Romans 5:19; 1 Corinthians 15:22; 1 Peter 2:22; 2 Corinthians 5:21; Romans 8:29; Luke 3:21-22; Luke 4:16-21; Mark1:14-15; Luke 17:20-21; Luke 4:1-13; Luke 4:43; Luke 4:40; Luke 4:41; Luke 7:14-17; Mark 1:16-17; Mark 3:13-15; Matthew 16:18; Luke 9:1-2; Luke 10:1-17; John 1:29; John 6:51; John 4:9-10; Mark 8:31; 1 Corinthians 15:3-5; Galatians 3:13; 2 Corinthians 5:21; Romans 1:18; Romans 1:32; Romans 2:12; 2 Thessalonians 1:6-10; Colossians 2:13-15; Matthew 1:1; Luke 1:68-72; Luke 2:10-11; Matthew 9:27; Acts 2:24-28; Acts 2:29-36; Romans 1:1-4; Hebrews 1:1-3; 1 Corinthians 15:24-26; Ephesians 1:19-23; Revelation 5:5

7. The Ministry of The Holy Spirit

We believe that the Holy Spirit was poured out on the Church at Pentecost in power, baptizing believers in the Body of Christ and releasing the gifts of the Spirit to them. The Spirit brings the permanent indwelling presence of God to us for spiritual worship, personal sanctification, building up the Church, gifting us for ministry, and driving back the kingdom of Satan by the evangelization of the world through proclaiming the word of Jesus and doing the works of Jesus. *Acts 1:8; Acts 2:1-4; 1 Corinthians 12:13; 1 Corinthians 12:4-7; John 14:16-17; Romans 12:1; Ephesians 5:18-20; Romans 8:3-4; 1 Corinthians 14:12; 1 Corinthians 14:26; Romans 12: 4-6; Luke 11:20; 1 John 3:8b; Ephesians 6:10-20; John 14:12-13; Romans 15:18-19; 1 Corinthians 4:20*

We believe that the Holy Spirit indwells every believer in Jesus Christ and that He is our abiding Helper, Teacher, and Guide. We believe in the filling or the empowering of the Holy Spirit, often a conscious experience, for ministry today. We believe in the present ministry of the Spirit and in the exercise of all of the biblical gifts of the Spirit. We practice the laying on of hands for the empowering of the Spirit, for healing, and for recognition and empowering of those whom God had ordained to lead and serve the Church.

Romans 8:9-10; John 16:7; John 14:26; John 16:13-15; Romans 8:14; Luke 24:49; Acts 4:31; Acts 8:18-19; Acts 19:1-2; 1 Corinthians 2:4-5; 2 Corinthians 4:7; 2 Corinthians 6:4-7; Joel 2:28-29; Acts 2:15-17; 1 Corinthians 12:7-11; 1 Corinthians 14:1; 1 Corinthians14:5; 1 Thessalonians 5:19-21; Acts 8:14-17; Acts 19:6; Mark 1:41; Luke 6:18b-19; Mark 16:18; Acts 13:1-3; 1 Timothy 4:14; 2 Timothy 1:6

8. The Sufficiency of Scripture

We Believe that the Holy Spirit inspired the human authors of Holy Scripture so that the Bible is without error in the original manuscripts. We receive the sixtysix books of the Old and New Testament as our final, absolute authority, the only infallible rule of faith and practice.

2 Timothy 3:16-17; Peter 1:20-21; 1 Corinthians 2:12-13; John 14:26; Psalm 19:7-9; Psalm 119:30; Psalm 119:89; Matthew 5:17-18; John 3:34; John 10:35; 1Thessalonians 2:13; Revelation 22:6; Luke 24:44; 2 Peter 3:15-16; Revelation 22;18-19; Isaiah 40:8; Matthew 24:35; Matthew 7;21; Matthew 7;24; Luke 1:38; James 1:22-25

9. The Power of the Gospel over the Kingdom of Darkness

We Believe that the whole world is under the domination of Satan and that all people are sinners by nature and choice. All people therefore are under God's just judgment. Through the preaching of the Good News of Jesus and the Kingdom of God and the work of the Holy Spirit all who repent of their sins and trust in Jesus Christ as Lord and Savior. By this they are released from Satan's domain and enter into God's kingdom reign.

Luke 4:5-7; 1 John 5:19; 1 Corinthians 15:22; Ephesians 2:1-4; Romans 1:21-23; Romans 1:32; Romans 1:18; Roman 2:5; 2 Corinthians 5:10; Ephesians5:6; Mark 1:14-15; Acts 8:12; Acts 28:31; Ephesians 5:5; John 16;7-11; John 3:5-8; 1 Peter 1:23; Romans 5:1-2; Romans 5:9; Romans 8:15; Galatians 4:6; Ephesians 5:25; Hebrews 13:12; 1 Peter 1:1-2; Acts 2:38; Romans 10:9; 1 John 4:13-15; Colossians 1:13-14; Philippians 3:20

10. The Church: Instrument of the Kingdom

We Believe in the one, holy, universal Church. All who repent of their sins and confess Jesus as Lord and Savoir are regenerated by the Holy Spirit and form the living Body of Christ, of which He is the head and of which we are all members. *John 17:20-21; Ephesians 4:3-6; 1 Corinthians 3:16-17; Matthew 16:17-18; 1 Corinthians 1:2; Ephesians 2:18-19; 1 Peter 2:9-10; Titus 3:4-7; Romans 12:4-5; Ephesians 1:22; Ephesians 5:23; 1 Corinthians 12:27*

11. Baptism and the Lord's Supper

We Believe that Jesus Christ committed two ordinances to the Church: water baptism and the Lord's Supper. Both are available to all believers. *Matthew 28:18-20; 1 Corinthians 10:14-17; 11:23-26*

12. The Kingdom of God and the Final Judgment

We Believe that God's kingdom has come in the ministry of our Lord Jesus Christ, that it continues to come in the ministry of the Spirit through the Church, and that it will be consummated in the glorious, visible and triumphant appearing of Christ – His return to the earth as King. After Christ returns to reign, He will bring about the final defeat of Satan and all of his minions and works, the resurrection of the dead, the final judgment and the eternal blessing of the

righteous and eternal conscious punishment of the wicked. Finally, God will be all in all; His kingdom, his rule and reign, will be fulfilled in the new heavens and the new earth, recreated by His mighty power, in which righteousness dwells and in which He will forever be worshiped.

Daniel 7:13-14; Matthew 4:23; Matthew 12:28; Matthew 6:10; Matthew 10:7-8; Matthew 24:14; Mark 13:11; John 15:26-27; Romans 14:17-18; Mark 13:26; Acts 1:9-11; 2 Thessalonians 2:8; Revelation 19:11-16; Matthew 25:31-32; 1 Corinthians 15:23-25 Revelation 20:10; 1 Corinthians 15:51-52; John 5:28-30; Revelation 2-:11-15; Matthew 25:31-46; 1 Corinthians 15:24-28; 1 Timothy 6:13-16; 2 Peter 3:13; Revlation 21:5; Revelation 21:27; 1 Timothy 1:17; Revelation 7:9-12

Bylaws of Vineyard Christian Fellowship of the Coast Vineyard

PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is fixed and located at Exhibit 1. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in this county.

MEMBERSHIP

Section 1. Qualification and Reception to Membership

The membership of this corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of this corporation.

Section 2. Membership Rolls

A list of active members who attend and give regularly shall be maintained by the Church Secretary. This list may be reviewed and updated at any time by the Board of Directors.

Section 3. Voting Members; Board of Directors

The voting members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any director as provided in these Bylaws automatically terminates the director's membership as a voting member of this corporation. Appointment of a successor director as provided in the Bylaws shall operate to appoint that director to voting membership in this corporation.

Section 4. Associate Members

Members who are not voting members shall be associate members.

GOVERNMENT

Section 1. The Headship of Christ

The government of the church shall be founded upon the Lordship and direction of Jesus Christ. Everyone in authority shall continually seek His mind and will, through His Spirit and the Word of God in all action and decisions.

Section 2. The Oversight of His Body by the Board of Directors

The Board of Directors shall serve under the leadership of the Pastor, who is to function as the President of the Board. The Board of Directors shall be the governing body of the church in respect to matters concerning business being done by the church (ie. Financial investment, buying or leasing of facility, maintenance, contract negotiation, etc.)

Section 3. The Board of Directors

- A) Job Description
 - i) The Board of Directors shall oversee the business of the church under the leadership of the Pastor.
 - ii) Subject to limitation of the Articles of Incorporation, other sections of the Bylaws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors and the business and affairs of the corporation shall be controlled by the Board of Directors which shall have the following powers:
 - a) To select and remove all other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.
 - b) To conduct, manage, and control the business affairs of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.
 - c) To borrow money, and incur indebtedness for the purpose of the corporation and for that purpose to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt and securities.
- B) Number of Directors
 - i) The Board of Directors shall consist of no more that nine (9) members and at least three (3) members until the number of directors is changed by amendment to these Bylaws.
- C) Appointment and Term of Office of Directors
 - i) The term of office of each director shall be one (1) year or until a successor is appointed. Successors for directors whose term of office are then expiring shall be appointed at the annual meeting of the members in the year such terms expire. A director may serve for successive terms in office.
- D) Quorum

- i) The greater of two (2) members of the Board of Directors or a majority of the Board shall constitute a quorum for the transaction of business.
- E) Vacancies
 - i) Vacancies in the Board of Directors shall be filled by appointment of the pastor and ratified by the Board of Directors then in office even though less than a quorum or by the sole remaining director. A successor director so appointed shall serve for the unexpired term of his or her predecessor.
- F) Place and Time of Meeting
 - i) Regular meetings of the Board of Directors may be held at any place that has been designated by the Board and at any time designated by the Board.
- G) Organization Meeting
 - i) At each annual meeting, the Board of Directors shall hold a regular meeting for the purpose of organization, appointment of officers and the transaction of other business.
- H) Meetings
 - i) Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President (Pastor) or any two (2) other directors. Written notice of the time and place of meetings shall be delivered personally to each director or sent to each director by mail, or by other form of written communication, charges prepaid, addressed to the director at the address shown on the records of this corporation, or if it is not so shown on the records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. Written notice of meetings may also be sent via e-mail at the e-mail address on record. The notice shall be mailed at least three (3) days before the time of the meeting. The transactions of any meeting of the Board of Directors, however called and notified and wherever held, shall be as valid as though had at a meeting held after regular roll call and notice if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- I) Telephonic Meetings
 - Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at the meeting.
- J) Action Without Meeting
 - i) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote

of the Board of Directors. Such written consents shall be filed with the minutes of the proceedings of the board.

- K) Removal
 - A director other than the President (Pastor) may be removed from office by the vote of a majority of the directors. The President (Pastor) may only be removed by a three-fourths (3/4) vote of the combined directors and by ³/₄ vote of the congregation.
- L) Compensation
 - i) The directors shall receive no compensation for their services as directors. Directors may also serve as officers of this church for which they may be compensated.

OFFICERS OF THE CHURCH

Section 1. Officers

The officers of this corporation shall be a president, vice president, secretary, and treasurer, and such other officers as the Board of Directors may appoint. One person, other than the president, may hold more than one of these offices. Officers other than the president need not be members of the Board of Directors.

Section 2. Appointment

The pastor as president shall appoint all officers of the corporation.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by appointment of the pastor and ratified by the Board of Directors.

Section 4. President

The Pastor shall have general supervision, direction, and control of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors, and shall have such other powers and duties as may be prescribed from time to time by the needs of the organization.

A) Job Description

The Pastor shall be the President of the corporation and shall be its Chief Executive Officer and Chairman of the Board of Directors. The President shall oversee the business of the church on a daily basis and give leadership to the Associate and Assistant Pastors, the Board of Directors, the general church body and its ministries. The Pastor shall have general supervision of the entire church and charge of all services, gatherings, and meetings.

- B) Appointment
 - i) The Board of Directors shall seek and appoint a new Pastor should a vacancy arise in the pastorate. They shall seek first among the Associate or Assistant Pastors from within the fellowship.
 - ii) The resignee or retiring Pastor may nominate a successor and/or participate in the appointment of the successor.
- C) Compensation

The Pastor's initial compensation shall be specified by the Board of Directors at the time of the President's calling. The church shall provide adequate salary, housing allowance, health insurance, expense allowance, pension, conference fund, and continued education, and other special funds as needed for the President's ministry. The church shall also defray the costs of sending the Pastor to out-of-town conferences or conventions attended for the church, as approved by the Board of Directors.

D) Potential Termination

Should three-quarters (3/4) of the Board of Directors and a ³/₄ vote of the congregation concur that the Pastor should terminate his or her pastorship of the church, the Pastor shall resign, or be terminated.

Section 5. Associate or Assistant Pastors

A) Job Description

The Pastor shall define an Associate or Assistant Pastor's ministry upon appointment. These pastors shall serve under the Pastor's direction and with the Pastor in the administration and oversight of the church and its business.

B) Their Appointment

The Pastor shall appoint and the Board of Directors shall ordain an Associate or Assistant Pastor to share in the ministry.

C) Their Compensation

The Associate or Assistant Pastor's compensation shall be specified by the Pastor to be ratified by the Board of Directors at the time of their calling. For a full-time associate or assistant pastor, the church shall provide adequate salary, housing allowance, health insurance, expense allowance, pension, conference and continued education funds. For a part-time Assistant, the church shall provide as seems appropriate to the Board of Directors.

D) Potential Termination

It shall be the prerogative of the Pastor, after counseling with the Board of Directors, to ask for the resignation of the Pastoral Associates or Assistants if they are not in harmony with the ministry of the church as directed by the Pastor.

Section 6. Vice President

In the absence or disability of the president, the vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Secretary

The secretary shall keep a full and complete record of all the proceedings of the Board of Directors, shall keep the sale of the corporation and affix it to such papers as may be required in the regular course of business, shall make services of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 8. Treasurer

The treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporations signed by the president, vice president, secretary, or treasurer, or by such officers as may be designated by the Board of Directors.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation may, to the maximum extent permitted by the Corporations Code of California, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director or officer of the corporation and shall advance to such director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by such law. For purposes of this section, a "director" or "officer" of the corporation includes any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or other enterprise, or was a director or officer of a corporation or of another enterprise at the request of such predecessor corporation. The board of directors may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses to the extent such indemnification is mandatory under the Corporations Code of California.

RITES OF ORDINATION

Section 1. Principles of Ordination

Only our Sovereign Holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ.

The calling of a minister is not the result of a title, rather the title is a result of his or her calling. This calling is recognized as from the true and living God.

It is humanity's privilege and specifically the privilege of the overseers of the true church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a person's life.

The purpose of this Article is to provide for the ordination rites of the ministers of the Gospel.

Section 2. Qualifications

The qualifications for ordination are as follows:

- A) A candidate for ordination must be a "Born Again" believer in Jesus Christ as described by our Lord in the third chapter of the Gospel of John.
- B) A candidate must believe that there is only one God, who manifests Himself in Three Persons: God the Father, God the Son, and God the Holy Spirit.
- C) A candidate must meet the scriptural requirements for the office of elder as described in the Holy Bible, references 1Timothy 3:1-7 and Titus 1:6-9.
- D) A candidate must believe and render evidence of belief that the Holy Bible is the complete and divinely inspired Word of God and that god has not added, deleted, or altered this work with subsequent writings and revelations.
- E) A candidate must believe in the objectives of this body and its concepts concerning the work of the Holy Spirit.
- F) A candidate should have evidenced the obvious calling of God upon his or her life in terms of ministerial experience and report.

Section 3. The Procedure for Ordination

The procedure for ordination shall be as follows:

- A) Each person fulfilling the above qualifications, and upon their proper presentation to the Board of Directors of this body, will receive consideration for ordination as follows:
 - i) Full, permanent ordination into the ministry of the Gospel of Jesus Christ.
 - ii) Provisional ordination (licensure) on a year to year basis until said candidate has established an independent body with rites of ordination who will thereafter ordain the candidate. Upon said subsequent

ordination the provisional ordination (licensure) shall be deemed null and void.

- B) The Board may make exceptions to these qualifying standards wherein the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit such exception is according to the will of God and consistent with His Word.
- C) Upon unanimous approval of the Board of Directors, the candidate will be ordained, wither permanently or provisionally according to paragraph A above, as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such a calling and office.
- D) All candidates, successful or otherwise, will be notified of the Board's decision in writing within one (1) week of the final Board action. For provisional ordination (licensure) it will be the responsibility of the candidate to request in writing on a yearly basis a letter of good standing to verify continued ordination until the local body is properly established and ordination granted by the local body. Failure to request verification shall render the ordination void until re-established in writing by this corporation. Written verification of continued ordination shall be returned to the candidate within ten (10) days of request.

The candidate shall submit notification in writing of receiving local ordination and the board shall thereafter notify the candidate in writing of the termination of the provisional ordination (licensure).

Section 4. Revocation of Ordination

- A) Ordination is a privilege extended to the candidate and can be revoked at any time for cause according to the following provisions.
- B) The matter giving rise to revocation shall be sent to the candidate in writing thirty (30) days prior to a vote for revocation by the Board of Directors after a majority of the Board has voted to send such notice of revocation.
- C) The candidate shall submit a defense to the charges either in writing or orally before the Board of Directors.
- D) Following the defense or within thirty (30) days from notification, the Board of Directors shall vote on the revocation of ordination. The revocation shall be made by a majority vote of the Board of Directors.
- E) The outcome of the vote of revocation shall be communicated to the candidate in writing within seven (7) days of the vote on revocation.

Section 5. Certificate of Ordination

The following is the text of the Certificate of Ordination to be issued to each successful candidate:

CERTIFICATE OF ORDINATION

This is to certify that Pastor ______ was duly ordained by ______ as a minister of the Gospel of Jesus Christ. He has completed all studies and has met all of the requirements of this body for recognition of such office; further, by rite of ordination this date he is duly ordained to perform all ministerial functions without limit as accorded by the laws of the land and in compliance with the ordinances of God's Holy Church as set forth in the Holy Bible. We now pray for God's divine blessing and the power of the Holy Spirit upon him.

Given this ______ day of ______, 19_____.

PRESIDENT

SECRETARY

(SEAL)

AUXILIARIES

Any organization, group, or club whose membership is primarily for a church activity, shall be considered an auxiliary of the church and shall be subject to the constitution and Bylaws of the church. An auxiliary organization shall exist only in cooperation with the Pastor and Board of Directors.

AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the unanimous vote of the members of the Board of Directors at a director's meeting.

ANNUAL ACCOUNTING PERIOD

The annual accounting period for this corporation shall begin on the first day of January and shall end on the last day of December.

MISCELLANEOUS

Section 1. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the church and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or other person shall have any power or authority to bind the church by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Inspection of Bylaws

The church shall keep in its principal office the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during the office hours.

Section 3. Construction and Definitions

Unless the context otherwise requires, the general provision, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 4. Rules of Order

The rules contained in Robert's Rules of Order, revised, shall govern all business Board meetings of the church, except in instances of conflict between said Rules of Order and the Articles or Bylaws of the church or provisions of law.

Section 5. Ecclesiastical Matters vs. Business Matters

All ecclesiastical matters relating to the spiritual health of the church, matters of doctrine and interpretation, matters of spiritual ordinances for the church, direction of ministry, leading and discernment for initiating or terminating ministry activities, and any other matters reasonably connected to spiritual leadership shall be the sole prerogative of the Pastor and shall not be subject to the collective decision of the Board of Directors.

The Board of Directors shall be specifically concerned with matters of finance and facilities and the business matters of the church that directly relate to the public trust of the corporate assets.

Section 6. Identification and Consent of Members

It is the policy of this church under these Bylaws that any church member who is so identified by the Board as a regular attender and/or giver whether or not officially on the membership roll, shall be subject to the Pastor and the Board of Directors, and consents to be bound by all provisions of these Bylaws and policies as set by the pastoral staff or Board of Directors.

Section 7. Discipline of Members

All disciplinary actions are considered to be ecclesiastical matters under these Bylaws in keeping with Spiritual mandates of righteous living and conduct according to the Christian Bible.

Due process shall be provided to any member to be heard by the Pastor and/or a special Disciplinary Board appointed by the Pastor either orally or in writing at the time and place set by the Pastor and/or Disciplinary Board prior to any disciplinary action.

CERTIFICATE OF SECRETARY

I, the undersigned, do certify:

- (1) That I am the duly elected and acting secretary of
- (2) That the foregoing Bylaws, consisting of fourteen (14) pages, exclusive of cover sheet and table of contents, constitute the Bylaws of said corporation as duly adopted by the Incorporator on

•

IN WITNESS WHEREOF, I have executed this Certificate as of this _____ day of _____, 19____.