

BYLAWS OF CALVARY GRACE CHURCH

Adopted: January 24, 2016

ARTICLE 1 NAME/LOCATION

The name of this corporation is Calvary Grace Church (hereafter in these Bylaws referred to as Church or Calvary Grace Church). It is a California nonprofit religious corporation with principal offices at 8619 Blythe Ave, Orangevale, California.

ARTICLE 2 PURPOSES

This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes, to wit: the operation of the local church.

ARTICLE 3 MISSION

Our passionate desire is to experience a close and personal relationship with God through Jesus Christ and to encourage others to do the same.

ARTICLE 4 OBJECTIVES

1. To be a dynamic spiritual organism empowered by the Holy Spirit to share the reality of a personal relationship with God through Jesus Christ to as many people as possible in our church, community, and throughout the world.
2. To be a worshipping fellowship experiencing an awareness of God, recognizing His person, and responding in obedience to His leadership.
3. To be experiencing an increasingly meaningful fellowship with God and fellow believers.
4. To help people experience an increasingly growing knowledge of God and man.
5. To be a church that ministers unselfishly to persons in the community and the world in Jesus' name.
6. To be a church whose purpose is to be Christ-like in our daily living by emphasizing total commitment of life, personality, and possessions to the lordship of Christ.

ARTICLE 5 STATEMENT OF FAITH

Section 1: Basis of Faith

We believe that the Holy Bible is the inspired word of God and is the basis for any statement of our faith.

ARTICLE 6 RELATIONSHIPS

The government of this church is vested in a body of Elders and the Senior Pastor serving as a Pastoral Ministry Team. It is subject to the control of no other ecclesiastical body, but may recognize and sustain the obligations of mutual counsel and cooperation which are common among Bible believing churches. Insofar as is practical, this church will cooperate with and support Grace Bible Roseville, Calvary Community Church Knightsen, Community Bible Church Vallejo.

ARTICLE 7 MEMBERSHIP

SECTION 1: MEMBERS

The members of this body shall be those who have complied with the requirements set forth in Article 7, Section 2 of these Bylaws.

SECTION 2: QUALIFICATIONS OF MEMBERS

Members in this body shall be born-again believers in Jesus Christ as described in the Holy Bible who have been baptized by immersion in the name of the Father, the Son, and the Holy Spirit, who have requested membership and have completed a course for membership.

SECTION 3: REMOVAL OF MEMBERS

Membership of any member shall end on the occurrence of any of the following:

- a. The member's resignation from the church
- b. Death of the member
- c. The determination by the Pastoral Ministry Team that the member may be removed from membership, whether because the member has ceased to be actively involved in the affairs of the church or is spiritually disqualified in the opinion of the Elders of the Pastoral Ministry Team.

SECTION 4: REGULAR ANNUAL MEETINGS OF MEMBERS

There shall be at least two (2) regular annual meetings of the members, one (1) of which shall take place in January to receive a *State of the Church* report from the Pastoral Ministry Team and to conduct other appropriate business as proposed by the Pastoral Ministry Team; and the second (2nd) meeting shall take place sometime in September, October, or November. The meeting to take place in September, October, or November will be for the purpose of adopting a budget for the coming fiscal year recommended by the Pastoral Ministry Team, and to conduct any other appropriate business as proposed by the Pastor Ministry Team. The meeting times and dates shall be posted at the principal office of the corporation for at least two (2) weeks prior to, and published for at least two (2) Sunday worship days prior to the annual meeting. Voting at these meetings shall be restricted to active members 16 years of age or older.

SECTION 5: QUORUM

At all meetings of the members, those members present shall constitute a quorum for the transaction of business except where otherwise described herein.

- a. A quorum for the purpose of amending the Bylaws shall be fifteen percent (15%) of the church membership.
- b. A quorum for the purpose of calling or terminating the service of the Senior Pastor shall be twenty percent (20%) of the church membership.

ARTICLE 8

ELDERS/PASTORAL MINISTRY TEAM

SECTION 1: GENERAL DESCRIPTION

The Pastoral Ministry Team is responsible for the spiritual oversight of the church. The Pastoral Ministry Team is made up of Elders selected from the church body and the Senior Pastor to direct the church in activities and objectives to further the specific Christian religious purpose of the corporation.

Spiritual oversight includes and is not limited to proactive, biblical responses and leadership in decision making, vision casting, and modeling.

- ▶ Decision-making: design and implementation
 - Policy
 - Procedure
 - Ministry goals and evaluation
- ▶ Vision Casting: developing healthy models of
 - Current ministry
 - Future casting
- ▶ Modeling
 - Holy character displayed in activity
 - Evangelism
 - Reproducing discipleship
 - Spiritual development, growth, and correction

SECTION 2: PLURALITY OF ELDERS ON THE PASTORAL MINISTRY TEAM

The authorized numbers of Elders of Calvary Grace Church shall be established by the Pastoral Ministry Team until changed by the Pastoral Ministry Team.

SECTION 3: QUALIFICATIONS OF ELDERS TO THE PASTORAL MINISTRY TEAM

Each candidate for Elder must be (i) a male at least 25 years old, (ii) born again, as that term is used by Jesus Christ in the Holy Bible, (iii) be an active member of Calvary Grace Church for at least six months, (iv) show evidence of consistent involvement in Christian ministry, (v) show evidence of ongoing personal spiritual development, (vi) meet the requirements for an Elder found in the Holy Bible (1 Timothy 3:1-7; Titus 1:6-9), (vii) be recommended by an Elder of the Pastoral Ministry Team or the Pastor, (viii) be approved unanimously by the Pastoral Ministry Team, and (ix) be approved by a majority of the church members.

SECTION 4: SELECTION AND TENURE OF OFFICE

Elders shall be recommended by an existing Elder of the Pastoral Ministry Team for the approval by the church members. Church members must approve Elders by a majority vote. Initially, the Elders will be recommended by the Senior Pastor and a board of peers for the approval of the

members. Thereafter, the Pastoral Ministry Team will make such recommendations to fill vacancies on the Team.

SECTION 5: POWERS

Subject to the provisions of the California Nonprofit Religious Corporation Law and any limitation set forth in the Article of Incorporation of these Bylaws, the activities and affairs of Calvary Grace Church shall be under the direction of the Pastoral Ministry Team fulfilling the function of a Board of Directors for the California Nonprofit Religious Corporation Law purposes; and Elders and Pastor serve the function of Directors, and the Pastor acts as President, as described in the California Nonprofit Religious Corporation Law. All corporate powers shall be exercised by, or under the direction of the Pastoral Ministry Team.

SECTION 6: DUTIES

An Elder shall perform the duties of a Director, including duties as a member of any committee upon which the Elder may serve in good faith, in a manner which such Elder believes to be in the best interest of the Church and with such care as is appropriate under the circumstances. The Elders' duties shall include, without limitation, the following:

- a. Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation or these Bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Church.
- c. Supervise the Pastor of the Church to assure that his duties are properly performed.
- d. Meet at such times and places as required by these Bylaws; and register their addresses with the Secretary of the Corporation (Church), and notices of the meetings mailed, telegraphed, electronically mailed, or faxed to them as such addresses shall be valid notices thereof.

SECTION 7: COMPENSATION

No member of the Pastoral Ministry Team shall be entitled to receive compensation for services rendered to the Church in his or her capacity as a director, officer, agent, employee, consultant or independent contractor of the Church, unless such compensation (i) is commercially reasonable, (ii) is approved by the Pastoral Ministry Team, (iii) is allowable in the budget approved by the church membership, (iv) does not violate the provisions set forth in Article 8, Section 3 above, and (v) does not undermine the Church's tax exempt status for federal and state income tax purposes.

SECTION 8: REIMBURSEMENT

Each member of the Pastoral Ministry Team shall be entitled to reimbursement from the Church for those costs and expenses which such Elder reasonably incurs in the proper conduct of the Church's business, provided such Elder itemizes all such costs and expenses in detail.

SECTION 9: REMOVAL OF AN ELDER

An Elder may be removed from the Pastoral Ministry Team if:

- a. The Elder becomes spiritually disqualified in the opinion of a majority of the Pastoral Ministry Team (the balance of the Pastoral Ministry Team minus himself).

- b. The Elder engages in activities contrary to the interests of the Church, in the opinion of a majority of the Pastoral Ministry Team.
- c. The Elder removes himself by resignation given in writing to the members of the Pastoral Ministry Team.
- d. The death of the Elder
- e. The expiration of the term for the Elder

SECTION 10: MEETINGS

a. Place of Meetings

Meetings of the Pastoral Ministry Team shall be held at (i) the principal office of the Church, or (ii) such other place within or without the State of California as the Pastoral Ministry Team may designate from time to time by appropriate resolution. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held with the written consent of all Elders given either before or after the meeting and filed with the Secretary of the Pastoral Ministry Team, or after all Elders have been given written notice of the meeting as hereinafter provided for special meetings of the Pastoral Ministry Team.

b. Annual Meetings

Annual meetings of the Pastoral Ministry Team shall be held each year on such date and at such time as the Pastoral Ministry Team shall determine by resolution, for purposes of (i) electing officers and recommending Directors of the Corporation (Elders), and (ii) transacting such other business of the Church which properly comes before the Pastoral Ministry Team at that time.

c. Special Meetings

Special meetings of the Pastoral Ministry Team may be called for any lawful purpose at the written request of (i) the President, (ii) the Vice President, if any (iii) the Secretary, (iv) the Chairman of the Pastoral Ministry Team, if any, or (v) any two (2) Elders. Written notice of each special meeting of the Pastoral Ministry Team shall be given to each Elder by personal delivery, telephone, electronic facsimile, or first class mail (postage prepaid), sent to an Elder at his telephone number, facsimile number, or address of record with the Church, as the case may be. Notice of special meetings shall be given (i) at least four (4) days prior to such meeting if given by first class mail, or (ii) at least forty-eight (48) hours prior to such meeting if given by personal delivery, telephone, or facsimile. Each notice of a special meeting shall be set for the place, date, hour, and nature of any special business to be considered at such meeting. Notwithstanding the foregoing provision, notice of a special meeting need not be given to any Elder who has signed a waiver of notice or written consent in accordance with Article 8, Section 11, below.

SECTION 11: WAIVER OF NOTICE

Those actions taken at any meeting of the Pastoral Ministry Team which is not called, noticed, or conducted in accordance with this Article 8 (i.e. emergency meeting) shall constitute valid acts of the Pastoral Ministry Team, provided (i) a quorum is present at such meeting, and (ii) either before or after such meeting, each Elder, present and not present at such meetings, signs a written waiver of notice of the meeting, a written consent to the holding of that meeting, or a written

consent to the minutes of that meeting. All such waivers, consents, and approvals shall be made part of the minutes of the meeting and filed with the records of the Church (Corporation).

SECTION 12: MEETINGS BY TELEPHONE

The members of the Pastoral Ministry Team may hold any meeting of the Pastoral Ministry Team by conference telephone or similar communication ~~equipment~~, method, provided all Elders participating in such meeting can hear one another, and agree to the meeting in accordance with provision of Article 8, Section 10c; and Article 8, Section 11.

SECTION 13: QUORUM FOR MEETINGS

A quorum shall consist of a majority of the member of the Pastoral Ministry Team (Elders and Pastor). Except as otherwise provided in these Bylaws, in the Articles of Incorporation, or by law, no business shall be considered by the Pastoral Ministry Team at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Elders and Pastor present at such meeting may adjourn to another time and place or to the time fixed for the next regular meeting of the Pastoral Ministry Team. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Article 8, Section 10, above. The Elders and Pastor present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of an Elder or Pastor from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation, or of these Bylaws.

SECTION 14: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Pastoral Ministry Team may be taken without a meeting upon the unanimous written consent of the Elders and the Pastor.

SECTION 15: REDUCTION IN NUMBER OF THE PASTORAL MINISTRY TEAM MEMBERS

Notwithstanding any other provisions in these Bylaws to the contrary, a reduction of the authorized number of members of the Pastoral Ministry Team (Elders and Pastor) shall cause the removal of any Elder prior to the expiration of such Elder's term of office.

SECTION 16: RESIGNATION

An Elder may resign from the Pastoral Ministry Team at any time upon written notice thereof to the chairman of the Pastoral Ministry Team, the Pastoral Ministry Team, the President, or the Secretary. An Elder's resignation shall be effective upon the later of (i) the date such Elder gives notice of such resignation, or (ii) the date, if any, specified in such notice. Notwithstanding the foregoing provisions, except upon notice to the Attorney General of the State of California, no Elder may resign if the Church (Corporation) would then be left without a duly elected Elder (Director) in charge of its affairs.

SECTION 17: VACANCIES

A vacancy on the Pastoral Ministry Team shall exist upon the happening of any of the following events:

- a. The death, resignation, or removal of any Elder.
- b. An increase of the authorized number of Elders.
- c. A resolution by the members of the Pastoral Ministry Team declaring vacant the office of Elder who: (i) has been declared of unsound mind by final court order, (ii) has been convicted of a felony, (iii) has been found by final court order or judgment to have breached any duty set forth in Section 5230, et.seg., of the California Nonprofit Religious Corporation Law, (iv) has failed to attend a sufficient number of meetings of the Pastoral Ministry Team, the number of which the Pastoral Ministry Team may set by resolution, or (v) has been voted by a majority of the Pastoral Ministry Team to have become spiritually disqualified according to the provisions of Article 8, Section 3.

SECTION 18: FILLING VACANCIES

Vacancies on the Pastoral Ministry Team shall be filled by a majority vote of the then remaining Director(s) (Elders and Pastor). The candidate to fill the vacancy must be a qualified man (Article 8, Section 3), and a confirming vote by the church membership must be taken within ninety (90) days of the Pastoral Ministry Team's recommendation. The candidate may serve as an Elder filling a vacancy pending the confirming vote of the church members.

SECTION 19: NO LIABILITY OF MEMBERS OF THE PASTORAL MINISTRY TEAM

The Elders and Pastor shall not be personally liable for the debts, liabilities, or other obligations of the Church (Corporation), except to the extent provided by the law.

ARTICLE 9 OFFICERS

SECTION 1: PRIMARY OFFICERS

The officers of Calvary Grace Church shall be the President (who is the Senior Pastor), the Secretary, and the Chief Financial Officer. The Church (Corporation) may also have, at the decision of the Pastoral Ministry Team, a chairman of the Pastoral Ministry Team, one or more vice presidents, one or more assistant secretaries, one or more assistant financial officers, and such other officers as the Pastoral Ministry Team may appoint in accordance with Article 9. Any number of offices may be held by the same person; provided, however, neither the Secretary nor the Chief Financial Officer may serve as the chairman of the Pastoral Ministry Team, nor may the President (Pastor) serve as the Secretary nor the Chief Financial Officer.

SECTION 2: ELECTION OF OFFICERS

The election of officers (with exception of the President/Pastor) will be by a majority vote of the Pastoral Ministry Team. Officers serve at the pleasure of the Pastoral Ministry Team and may be removed from office at any time, without notice, upon the majority vote of the Pastoral Ministry Team. Officers of the Corporation will be elected annually by the Pastoral Ministry Team.

SECTION 3: EMPLOYEES AND SPECIAL APPOINTMENTS

Subject to any contracts of employment which the Church has entered into with its officers, the Pastoral Ministry Team may appoint such other officers, employees, or agents as the Church may

require from time to time, each of whom shall hold the office for such period, possess such authority, and perform such duties as the Pastoral Ministry Team shall determine by resolution. The Pastoral Ministry Team may delegate authority to individuals who serve as Ministry Coordination Team members and leaders. Such Ministry Coordination Team members and leaders serve at the pleasure of the Pastoral Ministry Team, and may be removed from that position at any time, without notice, upon the majority vote of the Pastoral Ministry Team.

SECTION 4: DUTIES OF OFFICERS

a. The President/Senior Pastor

The President/Senior Pastor shall be the chief executive officer of the corporation. As such, the President/Senior Pastor shall in the absence of a chairman of the Pastoral Ministry Team:

- (i) Preside at all meetings of the Pastoral Ministry Team;
- (ii) Supervise, manage, direct, and control the business, officers, and employees of the Church (Corporation); and
- (iii) Enforce all orders and resolutions of the Pastoral Ministry Team. The President/Senior Pastor shall have those powers and duties of management generally vested in the president of a California Nonprofit Religious Corporation. The President/Senior Pastor shall have such additional powers and perform such additional duties as the Pastoral Ministry Team and/or these Bylaws may prescribe from time to time. Notwithstanding any other provision in this section, the President shall be subject to the control of the Pastoral Ministry Team.

b. Secretary

The Secretary shall do, or cause to be done, each of the following:

- (i) Record the votes at all meetings of the Pastoral Ministry Team and committees of the Pastoral Ministry Team;
- (ii) Maintain at the Church's principal office minutes of all meetings and proceedings of the Pastoral Ministry Team and committees of the Pastoral Ministry Team, which minutes shall set forth the time and place of such meeting(s), the names of those present at such meeting(s), and all actions taken and/or resolutions authorized at such meeting(s);
- (iii) Serve notice of all meetings of the Pastoral Ministry Team and committees of the Pastoral Ministry Team in accordance with these Bylaws;
- (iv) Certify and keep at the principal office of the Church the original or a copy of these Bylaws, including any and all amendments thereto, and provide for the ready access to all such documents by any and all church members and members of the Pastoral Ministry Team;
- (v) Keep at the principal office of the Church or at such other place as the Pastoral Ministry Team may determine, a book of minutes of all meetings of the Pastoral Ministry Team, recording therein the time and place of the meeting, whether the meeting was regular or special, how the meeting was called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings of the meeting;

- (vi) Exhibit at all reasonable times to any Elder or the Senior Pastor or his agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Pastoral Ministry Team; and
- (vii) Perform such other duties as the Pastoral Ministry Team or these Bylaws may prescribe from time to time.

c. Chief Financial Officer

The Chief Financial Officer shall be responsible for the fiscal affairs of the Church (Corporation). As such, the Chief Financial Officer shall do, or cause to be done, each of the following:

- (i) Receive and deposit all monies of the Church in such bank accounts as the Pastoral Ministry Team may designate;
- (ii) Disburse monies of the Church as the Pastoral Ministry Team may direct;
- (iii) Keep detailed records of all receipts and expenditures of the Church;
- (iv) Maintain accurate and detailed records, books, and accounts of all transactions which the Church enters into, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital;
- (v) Make available to the church membership, on a quarterly basis, an accurate, complete, and understandable report of the Church's financial transactions for the previous quarter; and
- (vi) Perform such other duties as the Pastoral Ministry Team or these Bylaws may prescribe from time to time.

ARTICLE 10

PASTOR

SECTION 1: GENERAL DESCRIPTION

The Pastor shall lead the Church in the accomplishment of its stated mission, purpose and objectives. He shall serve as President of the Corporation known as Calvary Grace Church, and as provided for in Article 9, Section 4, subsection a. He shall serve as the Undershepherd of the Lord Jesus Christ as he cares for the spiritual welfare of the people attending this church, people of the community to whom the church ministers, and the equipping and discipleship of believers in this local church and in the Kingdom of God, at large. He submits himself to the direction of the Pastoral Ministry Team with which he serves as they seek to direct Calvary Grace Church together.

SECTION 2: CALL OF THE PASTOR

The call of the Senior Pastor shall be at the unanimous recommendation of the Pastoral Ministry Team. They may appoint a committee to assist in the recruiting and screening of an appropriate candidate. A candidate for Senior Pastor must meet the requirements of an Elder (Overseer) summarized in Article 8, Section 3, subsection (i), (ii), (iv), and (vi). The call of the Senior Pastor shall take place at a meeting especially set for the purpose, of which at least fourteen (14) days prior notice has been given to the church membership. Only one candidate at a time will be brought before the church for consideration. Election shall be by private, written ballot. A quorum to call a Senior Pastor is twenty percent (20%) of the active membership, and an affirmative vote of sixty-five percent (65%) of those voting is required to extend the call to a

successful candidate. Should the candidate recommended by the Pastoral Ministry Team fail to receive a sixty-five percent (65%) vote, the Pastoral Ministry Team shall be instructed to present another candidate at a subsequent meeting and the meeting shall be adjourned without debate.

SECTION 3: RESIGNATION OR REMOVAL OF THE SENIOR PASTOR

- a. The Senior Pastor may resign from office at any time upon written notice thereof to the Pastoral Ministry Team. The Senior Pastor's resignation in accordance with this section shall be effective upon the later of (i) the date the notice of resignation is given, or (ii) the date specified in such notice. Unless expressly provided otherwise in the notice of resignation, the Senior Pastor's resignation shall not be contingent upon the acceptance of such resignation. The resignation of the Senior Pastor shall be without prejudice to the Church's rights, if any, under any contract to which the resigning person is party.
- b. The Pastoral Ministry Team may recommend the removal of the Senior Pastor if:
 - (i) The Senior Pastor becomes spiritually disqualified in the unanimous opinion of the Pastoral Ministry Team (the balance of the Pastoral Ministry Team minus the Pastor);
 - (ii) The Senior Pastor engages in activities contrary to the interest of the church in the unanimous opinion of the Pastoral Ministry Team.
- c. In the event of the unanimous recommendation of the Pastoral Ministry Team to remove the Senior Pastor, such action shall be taken:
 - (i) The removal of the Senior Pastor shall take place at a meeting especially set for the purpose, of which at least fourteen (14) days prior notice has been given to the church membership, and not more than 21 days shall pass until such meeting occurs.
 - (ii) An administrative leave of absence will be mandatory for the Senior Pastor, with all salary intact, pending the result of the special meeting, unless otherwise prohibited by law.
 - (iii) The Pastoral Ministry Team will include in their proposal a secondary motion of severance that details final compensation and timing of removal; and if the proposal to remove the Senior Pastor is agreed upon, that severance package will take effect.
 - (iv) The quorum to remove a Pastor is twenty percent (20%) of the active membership, and sixty-five percent (65%) of those voting must agree to his removal. If the proposal to remove the Senior Pastor is defeated, the meeting will be adjourned without further debate.

ARTICLE 11

APPLICATION OF CORPORATE ASSETS

SECTION 1: IRREVOCABLE DEDICATION

The assets of the Church (Corporation) are irrevocably dedicated to the religious purpose of the Corporation (as such purpose is set forth in Article 2 above). No part of the net income or assets of the Church (Corporation) shall ever inure to the benefit of (i) any Elder, officer, or member of the Corporation, or (ii) any private person.

SECTION 2: DISTRIBUTION UPON TERMINATION

Upon the dissolution of winding up the Corporation (Church), the assets remaining after the payment of, or provision for the payment of, all debts and liabilities of the Church shall be distributed to Grace Bible Church Roseville; provided, however, that if Grace Bible Church

Roseville is not then an exempt organization within the meaning of Code Section 501(c)(3), then any amount which would be distributed under this paragraph (Article 11, Section 2) shall be distributed to another Christian organization which (i) is organized and operated exclusively for religious purposes, and (ii) has established its tax-exempt status under Code Section 501(c)(3). Any distribution made under this Section shall be held in trust by the recipient(s) and used exclusively for Christian purposes, to wit a local Christian church ministry.

SECTION 3: EXECUTION OF INSTRUMENTS

Except as expressly provided otherwise in these Bylaws, the Pastoral Ministry Team may authorize by resolution any officer or agent of the Church to enter into any contract or execute and deliver 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 employee shall have any power or authority to bind the Church by any contract or engagement, or to pledge its credit or to refer it liable monetarily for any purpose or in any amount.

SECTION 4: INSURANCE FOR CORPORATION AGENTS

The Pastoral Ministry Team may authorize by resolution the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director/Elder, officer, employee, or other agent to the Church) against any liability other than for violating provision of the law relating to self-dealing (Section 5233 of the California Nonprofit Religious Corporation Law) asserted against or by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent against such liability under the provisions of Section 9243 f the California Nonprofit Religious Corporation Law.

ARTICLE 12

BUDGET

SECTION 1: RECOMMENDATION OF THE BUDGET

The Pastoral Ministry Team, working with teams and individuals who have been appointed to specific areas of ministry will develop a proposed budget each year. The Pastoral Ministry Team may delegate any or all of this function; however, they must have a majority agreement about the submitted budget. This budget will be presented to the church membership for approval by November of each year. The budget proposal will be presented in writing at least fourteen (14) days prior to the meeting to approve the budget, and the Pastoral Ministry Team will schedule two (2) public forums prior to the vote on the budget for discussion and to answer questions.

SECTION 2: APPROVAL OF THE BUDGET

A majority vote of the members attending the budget approval meeting is required for its adoption.

SECTION 3: ADMINISTERING THE BUDGET

The Pastoral Ministry Team has the responsibility to administer the budget. As they do so, they may, by a majority vote of the Pastoral Ministry Team, reallocate funds between budget categories without the approval of the church membership, providing, they do not impact any one budget category by more than fifteen percent (15%). The Pastoral Ministry Team may cause an increase in the budget of not more that ten percent (10%), providing there is a history of

adequate cash flow (four to six months) to support such an increase, (and providing there is a unanimous decision of the Pastoral Ministry Team to make the increase). The Pastoral Ministry Team may decrease any and all budget items in the event there is a drastic downturn of available funds. Any changes to the budget beyond the scope of the limitations indicated in this paragraph must be brought before the church membership for approval.

ARTICLE 13 AMENDMENTS

SECTION 1: BYLAWS

Except as expressly provided otherwise in the California Nonprofit Religious Corporation Law, these Bylaws may be amended or repealed with the consent of a majority of the Pastoral Ministry Team, and a two-third (2/3) majority of a fifteen percent (15%) quorum of the church membership; provided, however, the Bylaws may not be amended in any manner which would undermine the Church's Religious Purpose of qualification for exemption from federal income taxation under Code Section 501(c)(3), and that Article 2 and Article 5, Section 1 of these Bylaws may not be amended in any manner.

ARTICLE 14 MARRIAGE

SECTION 1: STATEMENT ON MARRIAGE

Marriage is a union between one man (at birth) and one woman (at birth) ordained by God. It was first instituted by God in the early chapters of Genesis, codified in the Levitical law. The Old Testament prophets compared it to a relationship between God and his people. Examples of it are in the historical narratives, and the wisdom literature discusses the unique unity of this relationship. Jesus explained the original intention and core elements of marriage, and several New Testament Epistles give explicit instructions on this union. Marriage is a typology of Christ and the Church. As such, the Church views marriage as a profound spiritual institution established by God. Due to the importance of marriage in the biblical witness, this church adopts the following policy.

SECTION 2: PASTORAL STAFF:

1. Only duly ordained pastors shall officiate at marriage ceremonies conducted on church property.
2. Pastors employed by the church shall be subject to dismissal and/or loss of ordination for officiating a same gender marriage ceremony.

SECTION 3: APPLICANTS:

1. Applicants wishing to have a ceremony performed by a member of the pastoral staff employed by the church, or to use the church facilities, shall affirm their agreement with the Articles of Faith and shall conduct themselves in a manner that is consistent therewith.
2. Applicants shall receive premarital counseling by pastors or counselors employed by the church or other persons who, in the sole opinion of the pastoral staff of the church, have appropriate training, experience, and spiritual understanding to provide such counseling.

SECTION 4: PREMISES:

1. Any marriage performed on church premises shall be officiated by the pastoral staff of the church or other pastors who, in the sole opinion of the pastoral staff of the church, have appropriate training, experience, and spiritual understanding to perform such duties.
2. Pastors officiating marriage ceremonies on church premises, whether or not employed by the church, shall affirm their agreement with the Articles of Faith and shall conduct themselves in a manner that is consistent therewith.
3. The pastoral staff assigned by the church to implement the procedures contained in this Marriage Policy may, in his sole discretion, decline to make church facilities available for, and/or decline to officiate at, a ceremony when, in his judgment, there are significant concerns that one or both of the applicants may not be qualified to enter into the sacred bond of marriage for theological, doctrinal, or moral reasons.