

**BYLAWS  
OF  
VENTURA JUBILEE FELLOWSHIP**  
A California Nonprofit Religious Corporation

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**ARTICLE I  
NAME**

The name of this corporation, which is referred to alternatively in these Bylaws as the corporation and the church, is VENTURA JUBILEE FELLOWSHIP.

**ARTICLE II  
PURPOSE**

This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law of the State of California exclusively for religious purposes.

The specific purpose of this corporation, as stated in its Article of Incorporation, is to conduct an evangelical Christian church and supports its ministries.

**ARTICLE III  
DEDICATION OF PROPERTY**

The property of this corporation is irrevocably dedicated to the purpose in Article II, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE IV  
PRINCIPAL OFFICE**

The principal office for the transaction of the activities and affairs of this corporation is located at 2226 Goodyear Avenue, Unit A, Ventura (Ventura County), California 93003. The Church Board may change the location of the principal office within Ventura County. Any such change of location shall be noted by the secretary in the minutes of the corporation. Alternatively, these Bylaws may be amended to state the new location.

## **ARTICLE V AFFILIATION**

This church has adopted the Constitution of, and is a member, a subsidiary ministry, and a subordinate of, MISSIONARY CHURCH, INC., referred to in these By-laws as the Missionary Church, and is a member of the Missionary Church Western Region. The Missionary Church is a religious denomination with headquarters at 3811 Vanguard Drive, Fort Wayne, Indiana 46809, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3). As such, this church, which is referred to in the Constitution as a local conference, shares the privileges, benefits, and responsibilities of that affiliation and is listed on the roster of subordinates filed annually by the Missionary Church with the Internal Revenue Service.

## **ARTICLE VI OBJECTIVES**

The objectives of this church are to maintain the public worship of Almighty God, to edify and build up the church through Christian fellowship and Bible teaching, to carry on an aggressive program of local evangelization, and to propagate the Gospel throughout the world in keeping with the Great Commission and the doctrines and practices of the Missionary Church.

## **ARTICLE VII ARTICLES OF FAITH**

This church has adopted the following Articles of Faith set forth in the Constitution of the Missionary Church.

### **Introduction**

The Bible tells one grand, unified story—a true account of the lavish and relentless love of a holy God. It is a drama in four acts: Creation, Fall, Redemption, and Restoration. It calls us—not simply to be spectators—but to respond with living faith. God calls us to believe—placing our trust in him, personally committing ourselves to him, and accepting the truth of the Gospel.

He calls us to embrace certain truths that define us as a believing community and then embody those truths in how we live. We must speak, then, of what we believe

(Articles of Faith) and how we should then live (Articles of Practice). As the Missionary Church, we affirm the core truths of the Gospel, and then we enact those truths as a family of churches in Christian community committed to love God fully, to love our neighbors truly, and to carry out the Great Commission for God's glory and the salvation of the world.

### **The Triune God**

We believe in one God, eternally existing in three divine persons, equal in power and glory—Father, Son, and Holy Spirit. God is the creator and sustainer of all things. His divine qualities—including love, holiness, justice, righteousness, faithfulness, infinite knowledge and power, self-existence, and omnipresence—all harmonize perfectly in the unity of his being.<sup>1</sup>

### **The Father**

We believe in God the Father, begotten<sup>2</sup> of none, the eternal Father of the Lord Jesus Christ. Since God is the creator, all things and all people are from him and exist for him. As the author of salvation, he adopts into

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<sup>1</sup>Gen. 1:1; Ex. 3:14, 34:6; Deut. 6:4, 32:4; 1 Kings 8:27; Neh. 9:6; Ps. 90:2, 103:8, 116:5, 147:5; Isa. 6:3, 40:28, 57:15; Jer. 23:23-24; Mal. 3:6; Matt. 28:19; John 1:1, 4:24, 10:30, 14:16; Acts 5:4-5, 17:28; 1 Cor. 8:4; 2 Cor. 13:14; Col. 1:17; 1 Tim. 1:17; Heb. 1:2, 12 and 11:3; 2 Pet. 3:9; 1 John 4:10-16.

<sup>2</sup>The word “begotten” is the past tense of an old English word which means “to bring into being,” or (in that sense) “to father” or “to sire.” When we say that the Father is “begotten of none,” we mean that no one brought the Father into being. When we say that Jesus is the “eternally begotten Son of the Father,” we mean that Jesus is the only example of a person who has always (for all eternity) been brought into being by God the eternal Father, and therefore is the only person of whom it can be said that he is truly the Son of the Father. Human fathers live in time and bring human sons into being at a point in time. The eternally existing Father brings his eternally existing Son into being. Human language is inadequate to fully describe this mysterious relationship between God the Father and God the Son.

his family all who are born again by faith. He gloriously upholds and providentially rules over all things, to accomplish the redemption of his people and the restoration of all creation.<sup>3</sup>

### **The Son**

We believe in Jesus Christ, the eternally begotten<sup>4</sup> Son of the Father. He is the fully divine, living Word of God who also became fully human—conceived by the power of the Holy Spirit and born of the virgin Mary. His sinless human life, humble obedience to his Father’s will, sacrificial death, and bodily resurrection made sufficient provision for the salvation of all people. In his ascension, he returned to his Father, where he reigns as Lord, Advocate, Great High Priest, and Coming Judge.<sup>5</sup>

### **The Holy Spirit**

We believe in the Holy Spirit, the third person of the triune God, proceeding from and sent by the Father and the Son. He is the personal expression of God’s power—instrumental in all his works. He is the author and illuminator of sacred Scripture. He convicts the world of sin, righteousness, and judgment. He is the agent of the new birth, the one by whom we are baptized into the Body of Christ. As the spirit of holiness, he indwells every believer and his Church, purifying and empowering his people for holy living. He guides them into truth, comforts and encourages them, and enables them to fulfill the Great Commission. He produces his fruit in the lives of believers and gives them spiritual gifts for the good of the Church.<sup>6</sup>

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<sup>3</sup>Gen. 1:1; Ps. 90:2; John 13:3, 16:28; 1 Cor. 8:6; Eph. 1:3-4, 4:6; 1 Pet. 1:2-3; 1 John 2:23, 3:1.

<sup>4</sup>See footnote 2.

<sup>5</sup>Isa. 53:6; Matt. 28:18-20; Luke 1:35; John 1:1, 14, 18; Acts 2:22, 24-32; Rom. 1:3-4, 8:24; 2 Cor. 5:18-19; Eph. 1:19-22; Col. 3:4; Tit. 2:13; Heb. 1:8, 4:15, 7:25; 1 Pet. 2:22, 24, 3:18; 1 John 2:23, 3:1.

<sup>6</sup>See section on “Salvation and the Spirit-Filled Life.” Matt. 28:19; John 3:5-6, 14:16-18, 26, 15:26, 16:7-14; Acts 1:8, 2:1-4, 13:2-4, 15:28; Rom. 12:6-8; 1 Cor. 2:10-12, 6:19-20, 12:4-11, 13; 2 Cor. 6:16, 13:14;

### **The Bible**

We believe that the Bible, consisting of the sixty-six books of the Old and New Testaments, is the written Word of God, verbally inspired by the Holy Spirit and, therefore, true, reliable, and without error in all its addresses. We believe the Bible has been safeguarded by the Holy Spirit and transmitted to the present day without corruption of any essential doctrine. The Bible forever remains the unchanging and final authority for faith and living.<sup>7</sup>

### **Humanity**

We believe that God created human beings—male and female—as co-equal bearers of the image of God. Gender is divinely designed, part of the goodness of creation. Human sexuality is a gift, intended to be expressed exclusively in a monogamous, lifelong marital union between one man and one woman. The Bible also affirms the sacredness of the single state and that some may have the gift of lifetime celibacy.

We believe in the historicity of the first man, Adam, who along with his wife, Eve, were uniquely created by a direct act of God as recorded in Genesis. Made in his image, they are his crowning achievement. Adam and Eve were created without sin for perfect fellowship with God and were commanded to be fruitful and exercise benevolent dominion over the earth. Humankind was created for love of God and neighbor. That love was intended to find expression in every individual and every human institution.

Through the misuse of their wills, however, our original parents succumbed to Satan’s temptation, disobeyed God’s command, and thus brought sin into the world and became subject to physical and spiritual death. They became corrupt in their nature and have passed on that nature to all their descendants. As a result, all human beings—while still bearing God’s image—are polluted in every aspect of their being.

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Gal. 5:22-23; Eph. 2:21-22; 2 Thess. 2:13; Tit. 3:5; 1 Pet. 1:2; 1 John 2:20-27.

<sup>7</sup>Ps. 119:9, 89, 105; Matt. 24:35; 1 Thess. 2:13; 2 Tim. 3:16-17; Heb. 4:12; 1 Pet. 1:25; 2 Pet. 1:21.

They are estranged from God by their sin and thus deserve God's wrath.

We believe that God desires all human beings to be restored to a right relationship with him. Redemption—the gracious design by which God intends to rescue humanity from the disastrous consequences of sin—has its origin in the love of God and is brought to fruition by his infinite wisdom and might.<sup>8</sup>

### **Salvation and the Spirit-Filled Life**

We believe that Jesus Christ is God's only provision for our salvation. He voluntarily offered himself as our representative and substitute and suffered and died on the cross in our place—taking upon himself God's righteous wrath. We believe in his bodily resurrection on the third day, which powerfully declared him to be the Son of God. By his death and resurrection, Jesus once for all conquered sin, death, hell, and the devil.

We believe that Christ is the atoning sacrifice for the sins of the whole world. Salvation is a divine gift given to any who repent and believe. Repentance and faith are the divinely enabled human responses to the grace of God. By the power of the Holy Spirit, a sinner must turn away from sin and embrace God—thus appropriating the benefits of Christ's life, death, and resurrection. All who truly believe and receive Christ are fully justified, reconciled to God, born of his Spirit, adopted as his children, and united with Jesus in his death and resurrection. They will one day see him in his glory and be glorified themselves, as God brings his redemptive work to completion.

We believe that God intends to transform his redeemed people by conforming them to the image of his Son through the infilling and sanctifying work of his Holy Spirit. Though this work begins with God's gracious initiative and can only be accomplished by his life-giving power, believers must cooperate and fully yield themselves to the Lordship of Christ. Believers are called to decisively surrender their wills, be renewed in their minds, and have their hearts purified as

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<sup>8</sup>Gen. 1:27, 3:13, 16-17; Ex. 20:11; Isa. 64:6; John 10:17-18; Acts 4:12; Rom. 3:23, 5:12-17, 6:23, 7:7ff; Eph. 1:5-6, 2:1-5; 1 Tim. 1:15, 2:5-6; Tit. 2:11-12; Heb. 2:9; 1 Pet. 3:18; 1 John 1:8.

they continuously offer themselves as living sacrifices to God.

[Scripture is filled with both the sovereignty of God and the moral responsibility of people. The fact that many people choose to ignore God's call does not invalidate God's sovereignty, even though it is his will that all people come to him. In the same way, human responsibility is well established even though God used people throughout Scripture to further his ends. The apparent difference between God's sovereignty and the free will agency of people does not challenge our faith. Though a mystery, both statements are articles of faith and are accepted as true.]<sup>9</sup>

We believe that a living faith must express itself in a life of loving obedience to God and in loving sacrifice to others. Genuine faith will inevitably produce good works, which are born out of gratitude for salvation and ultimately done for God's glory. Christians are called to live by the power of the Holy Spirit as citizens of the kingdom, serving as God's agents of transformation for society, culture, and the created world.<sup>10</sup>

### **The Church**

We believe that the invisible and universal Church is a spiritual body comprised of all believers, both living

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<sup>9</sup>This bracketed paragraph is not contained in the Articles of Faith set forth in the Constitution of the Missionary Church but is derived from the position paper entitled "The Assurance of the Believer," which was revised by the Missionary Church 2005 General Conference as an amplification of the Missionary Church's doctrinal position set forth in the Articles of Faith.

<sup>10</sup>Ps. 51:3-4; Prov. 2:13; Isa. 6:1-5, 55:6-7; Matt. 1:21, 3:2, 8, 4:17, 16:24; Mark 1:15; Luke 13:3, 15:18, 18:13, 19:8; John 1:12, 3:3, 5, 14-17, 5:24, 6:44, 16:8-11, 17:17; Acts 11:18, 13:38-39, 15:8-9, 16:31, 20-21, 22:10; Rom. 2:4, 3:10-12, 19, 20, 23, 4:3-5, 5:1, 9, 6:19, 22, 8:16, 33, 37, 10:9-10, 12:1-2; 1 Cor. 15:3-8, 19-23, 55:57; 2 Cor. 3:18, 5:17, 7:1; Gal. 2:20, 6:14; Eph. 2:8-10, 5:26; Col. 2:6, 3:3; Phil. 2:12-16, 3:20-21; 2 Tim. 2:25; 1 Thess. 4:3, 5:23; 2 Thess. 2:13; Heb. 11:6, 12:14, 13:12; James 2:17; 1 Pet. 1:2, 15-16; 2 Pet. 1:4-9, 3:18; 1 John 3:2, 5:6.

and dead—over which Christ himself is Head and Lord.

We believe that the local church is to be a loving community of Christ's followers who gather for worship, prayer, instruction in the Word, mutual encouragement, and discipline. As the temple of the Holy Spirit, the Church is to display his holiness, bear his fruit, and be adorned by his gracious gifts. As people called out of darkness, the Church will embody the pervasive, life-transforming power of God by equipping the saints for the work of ministry—bearing witness to the truth and exerting influence in every realm of the broader culture. The Church is called by Jesus to proclaim the Gospel—locally, cross-culturally, and internationally—and to make disciples of everyone everywhere in the power of the Holy Spirit.

We believe that baptism and the Lord's Supper were instituted by the Lord Jesus himself—not as a means of salvation, but as outward signs of the salvation we have by faith. They are the divinely mandated means by which believers publicly affirm their faith in Christ. Water baptism symbolizes the spiritual union that every believer has with Jesus in his death, burial, and resurrection. Therefore, we believe that the biblical pattern is baptism upon profession of faith in Christ, and furthermore, that it should be administered by immersion whenever possible.

The Lord's Supper serves as not only a vivid memory of Jesus' bodily sacrifice and shed blood, but also as a proclamation of his death until he returns. It symbolizes the believer's union with Christ and the spiritual unity shared by every believer. It provides a powerful inducement to self-examination, should be celebrated joyfully and regularly, and is open to all who are followers of Christ.<sup>11</sup>

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<sup>11</sup>Matt. 18:15-17, 16:13-18, 26:26-30, 28:18-20; Luke 22:15-20; John 13:35; Acts 1:8, 2:38-42, 46-47, 8:36-39, 20:7, 28, 32; Rom. 6:3-5; 1 Cor. 5:1-4, 10:16, 11:23-24, 12:12-27, 16:2; Eph. 1:5-6, 22-23, 3:21; 4:11-16, Col. 1:18, 2:12; Heb. 12:23; 1 Pet. 3:21, 4:11; 1 John 3:14, 4:2, 5:1-5; Jude 20-21; compare Mark 16:16.

## The Last Things

We believe that the final years of human history will be characterized by worldwide persecution and divine judgment.

We believe that the return of Jesus will be personal, bodily, visible, and glorious. His second coming, the blessed hope for which we must be constantly prepared, is a source of encouragement and comfort, a motive for holy living, and an inspiration for ministry and mission.

We believe that when Jesus returns, he will subdue his enemies and establish his kingdom on earth and will reign in perfect righteousness.

For those in Christ, death is gain, because to be absent from the body is to be present with the Lord.

At the resurrection, we believe that every person will face one of two eternal destinies. We believe that no condemnation awaits those who are in Christ because their sins were forgiven at the cross. They will have their lives and works judged only for reward and will enjoy an eternal, embodied life in the presence of God and his angels forever. Those who are not in Christ will be raised to appear before God for a final, irrevocable judgment. They will be consigned to a place of eternal, conscious punishment, separated from God in hell, with Satan and his angels.

We believe in the coming restoration of all things, where God—in accordance with his power and promises—will one day bring his purposes for all of creation to their glorious fulfillment. Here, God's handiwork—though disfigured by sin and subject to decay—will be fully restored in a new heaven and new earth. We believe that all of God's redemptive purposes will come to fruition, and death will be swallowed up in victory.<sup>12</sup>

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<sup>12</sup>Ps. 2:7-9, 96:13, 98:9; Eccl. 12:14; Isa. 9:3-7, 11:6-9, 65:17, 66:22; Dan. 7:13-14, 12:2; Matt. 24:14-31, 36-51, 25:1-46; Mark 9:42-28, 13:10, 32-37; Luke 21:27-28; John 5:24, 28-29, 14:1-3; Acts 1:11; Rom. 8:1, 29; 1 Cor. 3:8-15, 4:2-5, 11:32, 15:24-25, 58; 2 Cor. 5:10; Eph. 1:3-14; Col. 3:1-4; Phil. 1:21-23, 3:28-21; 2 Tim. 4:8; 1 Thess. 4:13-5:11; 2 Thess. 1:8-9, 2:1-10; Tit. 2:12-13; Heb. 9:27-28, 12:5-8; James 5:7-8; 2

## ARTICLE VIII MEMBERS

### Section 8.1. Application

Applications for membership shall be made through the senior pastor on forms available for that purpose.

### Section 8.2. Qualifications and Classes of Members

This church has two classes of membership—regular and associate.

Regular members are natural persons who are at least 18 years of age who give clear testimony and evidence of saving faith in Christ, have been subsequently baptized by immersion, and have been examined and publicly received by the church. Candidates for regular membership who as believers have been baptized in another manner may be admitted to membership if they are willing to be immersed as the Lord may lead.

Associate members are natural persons who are under 18 years of age but otherwise meet the requirements for regular membership. Associate members automatically become regular members upon reaching age 18.

Only regular members may vote and hold office.

This church may refer to associate members and to other individuals who attend the church as “members” even though those persons are not voting members as set forth in these Bylaws, but no such reference shall constitute anyone as a member of the corporation within the meaning of Corporations Code section 5056.

### Section 8.3. Members in Good Standing

Regular and associate members who are not under church discipline are members in good standing.

### Section 8.4. Dual Membership

The requirements for dual membership shall be the same as for regular and associate membership and may be granted under the following conditions:

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Pet. 3:13; 1 John 2:28-3:3; Rev. 1:7, 20:10-15, 22:12-13.

(1) Members who are living in an area where there is no Missionary Church are permitted to become members of a church in the community where they are living and at the same time retain their membership in this church, if it is acceptable to the church in that community and to this church.

(2) Members of this church who are students and teachers at Bethel College and attend or serve in a Missionary Church may retain their membership in this church while being accepted for membership in that church.

(3) Members of or approved workers in non-Missionary Churches elsewhere who desire membership in a Missionary Church but whose membership should continue in this church for reasons known and accepted by this church may be granted the privilege of dual membership.

### Section 8.5. Transfer of Membership

Members in good standing who move from this church to another locale where there is a Missionary Church shall, at their request, be given letters of transfer. Members in good standing at another Missionary Church who move to this locale with letters of transfer shall have their membership transferred to this church.

### Section 8.6. Commitment

Members shall commit themselves to the pursuit of the Christian life in conformity to the statements of doctrine and lifestyle of the Missionary Church and the following *Covenant of Membership*:

Having been led to repentance toward God and faith in the Lord Jesus Christ, our Savior, we do now, in the presence of God and this assembly, most solemnly and joyfully enter into this covenant with one another as one body in Christ.

We covenant, by the aid of the Holy Spirit:

(1) To work together in Christian love; to join in mutual labors for the kingdom of Christ; to strive loyally for the advancement of this church in holiness, knowledge, and love; to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline, and doctrines;

(2) To contribute cheerfully and regularly, as God prospers us, to the support of this church and its worldwide ministries;

(3) To maintain private devotions and family devotions where possible; to endeavor to bring early to a saving knowledge of Christ all over whom we have the care and influence; to walk circumspectly in the world; to be just in our dealings and faithful in our engagements;

(4) To care for one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to cultivate Christian sympathy in feeling and courtesy in speech; to be slow to take offense and always ready for reconciliation; and

(5) To witness faithfully to the saving and keeping power of our Lord and Savior Jesus Christ so that in every way we bring lost men and women to a saving knowledge of him.

### **Section 8.7. Discipline of Members**

All members of Christ's church are expected to conduct their lives according to the standards set forth in Scripture. Such conduct includes moral purity, personal honesty, and biblical fidelity. Members are to be consistent examples of authentic Christianity as they seek to emulate the character of Christ through the power of the Holy Spirit. Furthermore, members shall promote the unity of the church rather than seek to divide it.<sup>13</sup>

The church is committed to discipline its members when they continue in habitual sin. Church discipline has multiple purposes, including the following:<sup>14</sup>

(1) Encouraging the sinning member to repent, thus restoring him or her to fellowship with Christ and the church;

(2) Warning other members against such sin; and

(3) Upholding and maintaining the moral purity and blameless testimony of the church.

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<sup>13</sup>Rom. 8:28-29, 16:17-18; 1 Cor. 6:9-10; Gal. 5:22-23; Eph. 4:3 and 25, 5:18; 2 Tim. 3:4-17; Tit. 3:10-11.

<sup>14</sup>Matt. 18:15-18; 1 Cor. 5:1-13; 2 Cor. 2:6-11, 7:8-10; 1 Tim. 5:19-20; 2 Thess. 3:6, 14-15.

Therefore, every person who makes application for membership in, who maintains membership in, or who participates in the fellowship of this church explicitly consents to submit to the process of church discipline outlined in this section.

Should any member depart from the standard of Scripture and engage in conduct which conflicts with biblical principles of holiness, including conduct in the course of an employment relationship with the church, the steps of discipline outlined in Scripture shall be followed. Hence, some or all of the following steps shall be taken in the process of enforcing church discipline:<sup>15</sup>

(1) Private reproof of the sinning member;

(2) Reproof before two or three witnesses;

(3) Public reproof before the church;

(4) Termination of membership and possible disassociation and severance of fellowship.

The entire process of church discipline outlined above shall be carried out and enforced in a spirit of Christian love, care, and sensitivity.

It is hoped that the preliminary steps of discipline outlined above will result in repentance on the part of the sinning member. However, if there is no indication of repentance after these steps are taken, the sinning person's membership shall be terminated. Such termination of membership shall be decided by the Church Board upon consultation with the Deacon Board and the senior pastor and after due consideration and prayer. The reason for termination shall be stated in a pastoral letter and delivered to the person whose membership was terminated.

### **Section 8.8. Termination of Membership**

A membership shall terminate on the death or resignation of the member in writing.

A membership may be terminated by the Church Board upon consultation with the Deacon Board and the senior pastor if a member has failed to share in the fellowship and responsibility of the church for a period

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<sup>15</sup>Matt. 18:16-18; Rom. 16:17; 1 Cor. 5:1-13; Gal. 6:1; 2 Thess. 3:6, 14-15; 1 Tim. 6:3-5; Tit. 3:10.

of one year without just cause. Members of the church generally follow up with other members who are absent from services for an extended period of time. Prior to making any recommendation to terminate membership, the Deacon Board shall attempt to make contact with the member to determine the reason for absence. If it is determined that the member needs assistance that the church may be able to provide, the deacon or deacons making contact with the member shall bring the matter before the entire Deacon Board and, if appropriate, the Church Board for review and approval of any action prior to making any commitment to the member. In any event, the member shall be encouraged to resume attendance if it is possible for him or her to do so.

The Deacon Board may recommend to the Church Board that a membership be terminated if, after reasonable attempts, the Deacon Board is unable to make contact with the member or it is determined that the member is not interested in resuming attendance.

A membership may be terminated by the Church Board as the final step in church discipline.

#### **Section 8.9. Restoration of Membership**

The membership of a former member that was terminated may be restored by the Church Board in consultation with the Deacon Board and senior pastor if it determines in its discretion that the former member is committed to resuming membership in good standing.

#### **Section 8.10. Due Process Procedure**

The procedure for appealing from a decision of the senior pastor, a subordinate board or committee, or the Church Board is set forth in the Constitution of the Missionary Church.

In matters of faith and practice not specifically addressed by the Constitution of the Missionary Church, where a member appears, in the judgment of the Church Board, to deviate from the traditional position of the Missionary Church, the board has the right to rule.

#### **Section 8.11. Annual Meetings of Members**

An annual meeting of members shall be held on the third Sunday of September of each year unless the

Church board fixes another date in the month of September and so notifies members as provided in these Bylaws. The purpose of the annual meeting shall be to receive reports, elect candidates to offices to which they have been nominated, vote on other church business, and conduct any other lawful business.

#### **Section 8.12. Special Meetings of Members**

The Church Board, the chairman of the board, the president, the Missionary Church Western Region director, or 10 percent of the members may call a special meeting of the members for any lawful purpose at any time, including but not limited to conducting business not completed during an annual meeting, filling a vacant elected position, and voting on urgent business requiring membership approval.

A special meeting called by any person entitled to call a meeting (other than the Church Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, the president, or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members, under provisions of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the board.

#### **Section 8.13. Time and Place of Meetings**

Meetings of the members shall be held on Sunday 20 minutes after the conclusion of the worship service at the church's regular place of worship. If more than one worship service is held on Sunday, meetings shall be held 20 minutes after the conclusion of the last morning service or, if none, after the conclusion of the last service of the day.

#### **Section 8.14. Notice Requirements**

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to the members by publication in the weekly church bulletin distributed at worship services. The notice shall specify the date, time, and place of the meeting, the general nature of each item of business to be transacted, including the names of all persons who are nominees for office and the offices to which they



have been nominated, and a statement that no other business may be transacted. The notice period shall be during the two weeks prior to the meeting unless an election is to be held at the meeting, in which case the notice period shall be during the three weeks prior to the meeting. If the church maintains one or more web sites or social media sites a purpose of which is to disseminate information to members, the notice of the meeting shall also be posted on each such site for the same time period in a manner designed to be noticed by members who access the site.

#### **Section 8.15. Affidavit of Giving Notice**

An affidavit or declaration of the giving of notice of a meeting of members may be executed by the secretary or any assistant secretary of the corporation and, if so executed, shall be filed and maintained in the corporation's minute book.

#### **Section 8.16. Limitation of Business to Be Conducted**

No vote may be taken at any meeting of members on any item of business that was not set forth in the notice of meeting. This prohibition shall not prevent discussion of any item of business, whether or not set forth in the notice of meeting.

#### **Section 8.17. Moderator**

The moderator shall serve as the chairman of the local conference and shall preside over meetings of members. The moderator shall be appointed by the Nominating Committee prior to the annual meeting to serve a one-year term. The president or chairman of the Church Board shall preside in the absence of the moderator.

#### **Section 8.18. Procedure at Meetings**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of members in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the members may adopt.

#### **Section 8.19. Quorum**

Twenty-five percent of the regular members shall constitute a quorum for the transaction of business at a meeting of members. The moderator shall determine if a quorum is present based on the record of church membership at the time of the meeting and the number of regular members who have signed in to the meeting. Members may continue to conduct business at a meeting at which a quorum is established even if members withdraw from the meeting and less than a quorum remains unless, in the opinion of the moderator, the number of regular members present has dropped to less than 90 percent of a quorum.

#### **Section 8.20. Voting**

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Members may not cumulate votes. Members must be physically present to be entitled to vote; there shall be no absentee or proxy voting.

Voting may be by voice or by ballot, except that any election or removal of any officer or director must be by ballot if demanded before the voting begins by any regular member at the meeting. Any vote may be determined by ballot per Robert's Rules of Order Newly Revised.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the Nonprofit Religious Corporation Law of the State of California, by the Constitution of the Missionary Church, by the Articles of Incorporation, or by these Bylaws.

#### **Section 8.21. Supermajority**

An affirmative vote of 75 percent of members present and voting at a meeting shall be necessary to purchase, sell, lease, or mortgage real property.

An affirmative vote of 85 percent of members present and voting at a meeting shall be necessary to extend a call to a candidate for the office of senior pastor.

An affirmative vote of 75 percent of members present and voting at a meeting shall be necessary to amend these Bylaws.

**Section 8.22. Record Date for Voting**

The record date for determining members entitled to vote at a meeting shall be the day on which the meeting is held.

**Section 8.23. Adjournment and Notice of Adjourned Meeting**

Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by majority vote of the members represented at the meeting. Notice of an adjourned meeting shall be given in the same manner as notice of a meeting of members, except that the time period for publication of notice may be shortened if fewer than two weeks remain between meetings.

**ARTICLE IX  
OFFICERS**

**Section 9.1. Officers of the Corporation**

The officers of the corporation shall be a senior pastor, who shall serve as the president and chief executive officer, a chairman of the Church Board, a secretary, and a chief financial officer and treasurer. At the discretion of the members, the officers of the corporation may include assistant secretaries, assistant treasurers, and such other officers as may be elected or appointed under these Bylaws, having such authority and performing such duties as established by these Bylaws or by the members.

**Section 9.2. Other Elected and Appointed Officeholders**

The church shall also have other persons elected and appointed to offices under these Bylaws, including directors, a moderator, deacons, Missions Board members, and other subordinate board and committee members, having such authority and performing such duties as established under these Bylaws or by the members, who may be referred to as officers but who shall not be officers of the corporation within the meaning of the

Nonprofit Religious Corporation Law of the State of California.

**Section 9.3. General Qualifications**

All officers and other persons elected and appointed to offices under these Bylaws shall be regular members in good standing for a minimum of six months, shall hold to sound doctrine as defined in the Constitution of the Missionary Church, shall model the characteristics of spiritual maturity and Christian life, including conformity to the standards in the Constitution, shall evidence a God-given gift for leadership, shall have developed both the heart of a servant and the skills of a leader, and shall know how to exercise authority for the building up of the church and for the glory of God. Any person elected or appointed as chairman of any board must be a regular member in good standing for a minimum of one year.

No officer or other person elected or appointed to office who is a member of the Church Board by reason of the office held may hold any other office that bestows membership on the board.

**Section 9.4. Senior Pastor, President, and Chief Executive Officer**

The senior pastor shall be chosen by the members from among persons approved as ministers in the Missionary Church with input and assistance in negotiations from the Church Board and the Missionary Church Western Region. Other than in situations of need, only men may serve as a pastor in a church with one pastor or as a senior pastor in a church with multiple staff. (See Missionary Church position paper, "The Role of Women in Ministry.")

Subject to the control of the Church Board, the senior pastor and president/chief executive officer (1) shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers; (2) shall execute all contracts on behalf of the corporation except for contracts the execution of which is specifically delegated by the board or the president to other officers; and (3) shall have authority to employ and discharge subordinate full- and part-time professional, administrative, and

support staff, including any assistant pastoral staff, in consultation with the board.

The president shall preside at Church Board meetings in the absence of the chairman of the board. The president shall be a nonvoting *ex officio* member of all subordinate boards and committees.

The president shall have such other powers and duties as the Church Board or these Bylaws may require.

#### **Section 9.5. Chairman of the Church Board**

The chairman of the Church Board shall preside at meetings of the board and shall exercise and perform such other powers and duties as the board or these Bylaws may require. The chairman shall also serve as the president and chief executive officer and shall have the powers and duties of the president of the corporation set forth in these Bylaws during a vacancy in the office of senior pastor.

#### **Section 9.6. Secretary**

The secretary of the corporation shall keep or cause to be kept, at the corporation's principal office in California, a book of minutes of all meetings, proceedings, and actions of the Church Board, subordinate boards, committees of the board, and the members. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at member meetings.

The secretary shall keep or cause to be kept, at the corporation's principal office in California, a copy of the Articles of Incorporation, these Bylaws, and the Constitution of the Missionary Church, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office in California, a record of the corporation's members, showing each member's name, address, and class of membership. The secretary shall issue transfers, letters, and certificates as authorized by the Church Board.

The secretary shall maintain copies of the corporation's tax exemption documents and any other documents as directed by the Church Board, the president, or the chairman of the board.

The secretary shall give, or cause to be given, notice of all meetings of members, of the Church Board, of subordinate boards, and of committees that these Bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or these Bylaws may require.

#### **Section 9.7. Chief Financial Officer and Treasurer**

The chief financial officer and treasurer of the corporation shall keep and maintain or cause to be kept and maintained adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Church Board.

The chief financial officer shall (1) deposit or cause to be deposited all money and other valuables in the name and to the credit of the corporation with such federally insured depositories as the Church Board may designate; (2) disburse the corporation's funds as the board may order; (3) timely file or cause to be filed all tax returns and associated documents and timely make or cause to be made all remittances to taxing authorities, making use of professional services approved by the board; (4) maintain insurance as directed by the board and records thereof, including the proper application, binder, and premium payment for policies; (5) render to the president, chairman of the board, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (6) have such other powers and perform such other duties as the board or these Bylaws may require.

If required by the Church Board, the chief financial officer and any other officer with signature authority over corporate accounts shall give the corporation, at the corporation's expense, a bond in the amount and with the surety or sureties specified by the board for

faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer or other officer on his or her death, resignation, retirement, or removal from office.

## **ARTICLE X CHURCH BOARD**

### **Section 10.1. Membership**

The board of directors of the corporation, referred to in these Bylaws as the Church Board, shall consist of the senior pastor and president/chief executive officer, chairman of the board, secretary, chief financial officer, chairmen of subordinate boards, and an additional number of members who meet the general qualifications of officers, elected by the members, to bring the total number of directors to no less than 9 nor more than 15. The number of directors within this range shall be established by the board from time to time. Membership on the Church Board is open only to men.

### **Section 10.2. Duties**

The duties of the Church Board shall be the transaction of business, prayer, consultation relative to the work of the church, arrangements for the support of the senior pastor and such workers as may be employed by the board, and passing upon all applicants for church membership.

### **Section 10.3. Powers**

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws relating to action requiring approval by the members, and in accordance with the religious principles of the Missionary Church, the corporation's temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Church Board.

Without prejudice to such general powers and specific powers granted to the Church Board elsewhere

in these Bylaws, but subject to the same limitations, the board shall have the power to do the following:

(1) Exclusive of the senior pastor, to represent the church in negotiating for a senior pastor in keeping with the Constitution of the Missionary Church and the Western Region bylaws dealing with pastoral relations;

(2) Appoint and remove, at the pleasure of the board, all corporate agents and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service;

(3) Conduct, manage, and control the corporation's temporal affairs and activities and make such rules and regulations for this purpose, consistent with the law, the Articles of Incorporation, and these Bylaws, as the board deems best;

(4) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities consistent with the law, the Articles of Incorporation, and these Bylaws;

(5) Exercise all other powers conferred by the Nonprofit Religious Corporation Law of the State of California, or other applicable laws, consistent with the Articles of Incorporation and these Bylaws; and

(6) Adopt and use a corporate seal, and alter the form of the seal.

### **Section 10.4. Emergency Powers**

The emergency bylaw provisions of this section are adopted in accordance with Corporations Code section 9151(g). Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum of the Church Board cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements of these Bylaws:

(1) A natural catastrophe, including but not limited to a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(2) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(3) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including but not limited to mass evacuations; or

(4) A state of emergency proclaimed by the governor of the state in which one or more directors are resident or by the President of the United States.

During an emergency, the Church Board may

(1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

(2) Relocate the principal office or authorize the officers to do so;

(3) Give notice to a director or directors in any practicable manner under the circumstances, including but not limited to by publication and radio, when notice of a meeting of the board cannot be given to that director or directors in the manner prescribed by these Bylaws; and

(4) Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency, the Church Board may not take any action that requires the vote of the members or otherwise is not in the corporation's ordinary course of business unless the required vote of the members was obtained before the emergency. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

#### **Section 10.5. No Vacancy on Reduction of Number of Directors**

Any reduction of the authorized number of directors shall not result in any director being removed before the director's term of office expires.

#### **Section 10.6. Place of Board Meetings**

Meetings of the Church Board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

#### **Section 10.7. Meetings by Telephone or Other Telecommunications Equipment**

Any meeting of the Church Board may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both of the following apply:

(1) Each member participating in the meeting can communicate concurrently with all other members; and

(2) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

#### **Section 10.8. Annual and Other General Meetings of Directors**

Immediately after each annual meeting of members, the Church Board shall hold a general meeting for purposes of organization and transaction of other business. Notice of this meeting is not required.

Other general meetings of the Church Board may be held without notice to board members at such time and place as the board may fix from time to time. The board shall meet at least once per quarter.

The secretary of the corporation shall give notice to the members of the time and place of general meetings of the Church Board. Failure to give such notice or a defect therein shall not invalidate actions taken by the board at any such meeting. Any member who desires to present a topic before the board must secure a place on

the agenda by contacting the chairman of the board or the president at least one day prior to the meeting.

### **Section 10.9. Special Meetings of Directors**

Special meetings of the Church Board for any purpose may be called at any time by the chairman of the board, the president, the secretary, or any three directors.

Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address, telephone number, or email address as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least five days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

### **Section 10.10. Procedure at Meetings**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of directors in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the directors may adopt.

### **Section 10.11. Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business of the Church Board except adjournment.

Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transaction business despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

### **Section 10.12. Waiver of Notice**

Notice of a meeting of the Church Board need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

### **Section 10.13. Adjournment**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Church Board to another time and place.

### **Section 10.14. Notice of Adjourned Meeting**

Notice of the time and place of holding an adjourned meeting of the Church Board need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

### **Section 10.15. Action without a Meeting**

Any action that the Church Board is required or permitted to take may be taken without a meeting if all directors consent in writing to the action and if, subject to Corporations Code section 9224(a), the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the

minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the directors. For purposes of Corporations Code section 9211(b) only, "all directors" does not include an "interested director" as defined in Corporations Code section 9243(a) or a "common director" as described in section 9244(a) who abstains in writing from providing consent, when (1) the facts described in section 9243(d)(2) or (d)(3) (relating to certain "self-dealing" transactions) are established or the provisions of section 9244(a)(1) (relating to the effect of common directors) are satisfied, as appropriate, at or before the execution of the written consent or consents; (2) the establishment of those facts or satisfaction of those provisions, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation; and (3) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

#### **Section 10.16. Committees**

The Church Board may create one or more committees, each consisting of at least one director (or having a director assigned as the committee's liaison with the board) and such other number of regular members in good standing as the board may prescribe, to serve at the pleasure of the board. Any such committee shall have such authority as the board may prescribe, except that no such committee and no other committee established under these Bylaws may do the following:

- (1) Take any final action on any matter that, under the California Nonprofit Religious Corporation Law, also requires approval of the members or approval of a majority of all members;
- (2) Fill vacancies on the board or any committee of the board;
- (3) Fix compensation of the directors for serving on the board or any committee;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

(6) Create any other committees or appoint the members of committees; or

(7) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

### **ARTICLE XI SUBORDINATE BOARDS AND COMMITTEES**

#### **Section 11.1. Membership**

The Deacon Board and the Missions Board are permanent subordinate boards. Additional subordinate boards may be established only by amendment of these Bylaws. The number of members of each subordinate board shall be established by the Church Board. Members of subordinate boards are elected by church members.

The Nominating Committee and the Pastoral Search Committee are permanent committees. Additional committees may be created by the Church Board or by a subordinate board in accordance with these Bylaws. The number of members of each committee shall be prescribed by the creating entity unless prescribed by these Bylaws. Members of permanent committees are elected by church members and appointed as provided in these Bylaws. Members of other committees are appointed by the creating entity.

#### **Section 11.2. Chairmen and Secretaries**

The chairmen of subordinate boards and committees are elected by their respective board or committee members. They shall preside at meetings of their respective board or committee, shall select a member of their respective board or committee to preside at meetings in the absence of the chairman, shall select a member of their respective board or committee to act as secretary of the board or committee to keep an accurate record of all meetings, and shall exercise and perform such other powers and duties as the Church Board or these Bylaws may require. The chairmen of subordinate boards also assume membership on the Church Board, and therefore subordinate board chairmanships are open only to men.

### **Section 11.3. Policy Statements**

Each subordinate board and each committee shall develop policy statements in consultation with the senior pastor and the Church Board.

### **Section 11.4. Meetings and Actions of Subordinate Boards and Committees**

Meetings and actions of subordinate boards and committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and actions of the Church Board except that the time for general meetings and the calling of special meetings may be set either by resolution of the Church Board or, if none, by resolution of the subordinate board or committee. Each subordinate board and committee may adopt rules for its governance as long as the rules are consistent with these Bylaws and any rules adopted by the Church Board. Minutes of each meeting shall be kept and shall be filed with the secretary of the corporation.

### **Section 11.5. Deacon Board**

The deacons shall assist the pastoral staff in the spiritual duties of the church primarily in matters such as providing the elements for the Lord's Supper, preparing for baptisms, visiting the sick, providing hospitality, and administering the relief program of the church. The deacons shall collectively constitute the Deacon Board and shall meet with such frequency as they determine. The Deacon board, in consultation with the senior pastor, shall review nominations of the Nominating Committee and recommendations of the Pastoral Search Committee and shall submit its findings and recommendations with respect thereto to the Church Board. Membership on the Deacon Board is open only to men.

The qualifications of a deacon are outlined in 1 Timothy 3:8-13.

### **Section 11.6. Missions Board**

The Missions Board shall evaluate and approve recommended missionaries and agencies for financial support. The board shall develop, approve, and administer the missions budget. It shall be responsible for keeping missionaries before the church by providing a

yearly missions conference, making missionary letters available, and encouraging church members to correspond with missionaries and participate on missions trips.

### **Section 11.7. Nominating Committee**

The Nominating Committee shall present to the senior pastor, the Deacon Board, and the Church Board qualified candidates for all elected positions except the senior pastor.

The Nominating Committee shall consist of two Church Board members, two Deacon Board members, two Missions Board members, and two members at large who are not seated on any board. The Nominating Committee members from the Church Board, Deacon Board, and Missions Board shall be appointed by their respective board. The members at large shall be nominated by the outgoing Nominating Committee and elected at the annual meeting of members. Each committee member shall serve a two-year term or as is consistent with the committee member's board membership.

### **Section 11.8. Pastoral Search Committee**

The Pastoral Search Committee shall convene as soon as the Church Board determines that a vacancy in the office of senior pastor exists or will exist. This committee shall be the same as the Nominating Committee except that an additional four members at large shall be chosen by vote of the members at the annual meeting of members or at a special meeting of members if necessary. The candidacy of these additional four members shall be provided by the existing Nominating Committee and approved by the Church Board. The procedure for searching for and presenting pastoral candidates is set forth in Article XIII.

### **Section 11.9. Special Committees**

The subordinate boards may, in consultation with the senior pastor, create committees from time to time that will, in their view, have a benefit to the mission of the church and furtherance of the kingdom.



**ARTICLE XII  
PROCEDURES GOVERNING  
ELECTED OFFICEHOLDERS**

**Section 12.1. Elected Offices**

Elected offices established throughout these Bylaws that are filled by vote of the members include without limitation (1) senior pastor (who also serves as the president and chief executive officer), chairman of the Church Board, secretary, and chief financial officer and treasurer, who also serve as directors (Church Board members); (2) other directors except the chairmen of the Deacon Board and the Missions Board, who are elected by their respective boards; (3) deacons (Deacon Board members); (4) Missions Board members; (5) Nominating Committee members at large; and (6) Pastoral Search Committee members at large.

**Section 12.2. Nominations by Committee**

The Nominating Committee shall convene no less than 12 weeks prior to the annual meeting of members for the purpose of nominating candidates for all open elected positions other than the senior pastor. The Nominating Committee shall conclude its business and present a list of nominees to the senior pastor, the Deacon Board, and the Church Board no less than seven weeks prior to the election. The Nominating Committee shall seek to nominate an equal number of candidates as are positions available.

Both the Nominating Committee and the voting members shall be notified that every subordinate board member shall become a Church Board member upon being elected by his respective board to the position of chairman of that board.

The Deacon Board shall review the nominations of the Nominating Committee and submit its findings and recommendations to the Church Board no less than five weeks prior to the election.

The Church Board shall review the nominations and provide the list of candidates to the secretary of the corporation, who shall forward the list to each member with the notice of meeting as required by section 8.14 of these Bylaws. If any candidate is objected to by the senior pastor, any deacon, or any director, the Church Board shall decide, in consultation with the Deacon

Board and the senior pastor, whether to remove the candidate from the list prior to submission to the secretary and, if so, whether to replace the candidate.

**Section 12.3. Recommendations by Members**

Members may recommend members for consideration by the Nominating Committee as candidates for office together with a statement of qualifications of members recommended. These recommendations must be provided between 9 and 12 weeks before the election to any member of the Nominating Committee.

**Section 12.4. Floor Nominations**

No floor nominations for elected positions may be made during meetings of members.

**Section 12.5. Nominee's Right to Solicit Votes**

The Church Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy and a reasonable opportunity for the nominee to solicit votes during the three weeks prior to the election, thus allowing an opportunity for all members to choose prayerfully among the nominees.

**Section 12.6. Election of Candidates**

Candidates for all elected positions except senior pastor shall be elected by majority vote of the members at the annual meeting of members. If an elected position is not filled at the annual meeting, a special meeting of members may be held for that purpose. Under extraordinary circumstances, more than one candidate for a position or positions may be nominated. In such circumstances, members receiving the most votes for a position or positions shall be elected.

**Section 12.7. Term of Office**

All elected members, except the senior pastor, shall serve in the office to which elected for a two-year term, except that for the initial election of directors and subordinate board members, the Church Board shall designate approximately half of the positions for an initial one-year term and the rest of the positions for an initial two-year term. Each elected member, including a

member elected to fill a vacancy or elected at a special meeting of members, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless a member has resigned or been removed from office.

Members holding elected positions may be reelected for successive terms, but due consideration shall be given to the need for providing more involvement and training opportunities for future service by other members and the availability of other members to serve.

#### **Section 12.8. Events Causing Vacancies**

A vacancy on the Church Board, any subordinate board or committee, or other elected office, including the senior pastor, shall occur in the event of (1) the death or resignation of the officeholder; (2) the declaration by resolution of the Church Board of a vacancy in the office of an officeholder who has been declared of unsound mind or legally incapacitated by a final order of court or convicted of a felony; (3) the vote of the members to remove an officeholder; (4) the increase of the authorized number of Church Board, subordinate board, or committee members; or (5) the failure of the members, at any meeting of members at which any members are to be elected, to elect the number of members to be elected at that meeting. A vacancy on the Church Board shall also occur in the event of the removal of a director for fraudulent acts in an action by the Superior Court under Corporations Code section 9223.

#### **Section 12.9. Resignation**

Except as provided below, any officeholder may resign by giving written notice to the chairman of the Church Board, the president, or the secretary. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a resignation is effective at a later time, the members may elect a successor to take office as of the date when the resignation becomes effective.

No director may resign if the corporation would be left without a daily elected director or directors.

#### **Section 12.10. Removal**

The members may remove any officeholder elected by the members with or without cause, and the Church Board may remove any officeholder appointed by the board with or without cause, except that the removal of the senior pastor shall be pursuant to Article XIII, and except that any removal shall be without prejudice to the rights of any officeholder under an employment contract.

#### **Section 12.11. Filling Vacancies**

The members shall fill any vacancy on the Church Board. In unusual circumstances in which the members do not fill a vacancy within a reasonable time, the board may fill the vacancy by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 9211, or (3) a sole remaining director.

The Church Board may fill any vacancy in any other office, subordinate board, or committee, except the senior pastor. The appointee shall hold office until the next election is held by the members at an annual or special meeting.

#### **Section 12.12. Use of Corporate Funds to Support Nominee**

If more people have been nominated for an office than can be elected, no corporate funds may be expended to support a nominee without authorization by the Church Board.

### **ARTICLE XIII PASTORS**

#### **Section 13.1. Description—Senior Pastor**

The senior pastor is the head of the church and is responsible for the public services and general promotion of the church activities. The senior pastor shall preach the Word, exercise prayerful and diligent oversight of the church, watching for the souls thereof as one that must give account, and seek earnestly the sal-

vation of the lost, that in all things he may be approved unto God. He shall be an example to the flock of God by keeping himself free from all worldly entanglements and above reproach in all matters of conduct and finance.

The senior pastor is charged with the spiritual leadership of the church. As one who is expected to “cast the vision” for the church, he is responsible before God and the members of the church to live a prayerful and godly life, “walking by the Spirit” (Gal. 5:16-25), in order that he may both set the example for the flock and receive the Lord’s directions for the church without distortion.

### **Section 13.2. Qualifications**

All members of the pastoral staff must be or become active members of this church. They must also possess the qualifications described in 1 Timothy 3:1-7, Titus 1:5-9, and 1 Peter 5:1-4. All members of the pastoral staff must certify in writing that they accept the Articles of Faith in these Bylaws as well as the senior pastor description in section 13.1 without exception or mental reservation. Any ministry staff member, such as an assistant pastor, must be approved as a minister in the Missionary Church or be approved by the Western Region board for the ministry position.

The senior pastor shall have completed a theological education program at an accredited Bible school or seminary.

### **Section 13.3. Authorities, Duties, and Responsibilities**

The senior pastor’s authorities, duties, and responsibilities shall include but not be limited to the following in addition to those set forth in sections 9.4 and 13.1:

(1) Directing the program of corporate worship services, which shall include oversight of all ministries that contribute to corporate worship services, with special emphasis and focus on preaching and teaching. While the senior pastor may invite others to speak at corporate worship services from time to time, preaching and teaching of biblical principles is one of his prime responsibilities. In striving to preach the “whole counsel of God,” the senior pastor’s preaching and teaching should include a balance of evangelism, dis-

cipleship, and the calling of believers to a surrendered life.

(2) Directing the administration of the holy ordinances of Believer’s Christian Baptism and the Lord’s Supper.

(3) Personally performing some weddings and providing oversight of all pastoral staff qualified and licensed to perform weddings at this church. At a minimum, pre-wedding guidance shall include Christian counseling, determination that candidates are an unmarried man and unmarried woman legally qualified for marriage in the state of California with a valid marriage license from a California county, and determination that candidates are both professing, born-again believers in Jesus Christ who are willing (with God’s help) to live in sexual purity until they are married.

(4) Personally performing some funerals and providing oversight of all pastoral staff qualified and licensed to perform funerals.

(5) Exercising oversight of other church ministries (those designated by the Church Board) regarding both their spiritual content and strategic direction. This will include both their harmony with the Articles of Faith herein as well as consistency with the strategic direction of the church

(6) Supervising subordinate pastoral and administrative staff.

(7) Such other authorities, duties, and responsibilities as the Church Board or these Bylaws may require.

### **Section 13.4. Vacancy in Office of Senior Pastor; Appointment of Interim Pastor(s)**

The Church Board shall determine when a vacancy exists or will exist in the office of senior pastor, and the board shall arrange for preaching and teaching during the absence of a senior pastor. At that time, the board shall determine whether an interim pastor or pastors are necessary and may call and employ an interim pastor or pastors to serve for a period of not more than one year. No interim pastor may be considered a candidate for the office of senior pastor unless he is an assistant

pastor of the church and the board identifies him to the members as a potential candidate.

### **Section 13.5. Selection of Candidates**

The Pastoral Search Committee shall investigate and qualify potential candidates for the office of senior pastor. The committee shall recommend no more than three candidates to the Deacon Board with any and all supporting documentation. The committee may rank its recommendations.

The Deacon Board shall review the recommendations of the Pastoral Search Committee, shall conduct any further investigation that it deems necessary, and shall submit its findings and recommendations, including any ranking, to the Church Board.

The Church Board shall review the recommendations of the Pastoral Search Committee and the Deacon Board, shall conduct any further investigation that it deems necessary, and shall select one candidate to conduct no more than two worship services before the members during regular Sunday services. The board may also provide open question-and-answer sessions before the members and other informal social meeting opportunities with the members.

### **Section 13.6. Call of Senior Pastor**

After the presentation of the senior pastor candidate to the members, the members shall hold a special meeting and conduct a confirmation vote by ballot. If the requisite supermajority vote is attained, the Church Board shall extend a call to the candidate on such terms as the board determines who assistance in negotiations from the Missionary Church Western Region.

If the requisite supermajority vote is not attained or if the candidate does not accept the call, the Pastoral Search Committee shall resume its work and may, but shall not be required to, recommend candidates previously considered by the committee.

### **Section 13.7. Termination**

The employment of the senior pastor shall terminate, and the office of senior pastor shall be vacant, upon the following occurrences:

(1) The senior pastor's resignation, death, or development, in the opinion of the Church Board, of a long-term illness or disability resulting in absence or diminished capacity.

(2) A finding by 75 percent of the Church Board that the senior pastor is subject to church discipline as provided in section 8.7, fails to meet the qualifications for office as provided in section 13.2, or has not fulfilled his designated responsibilities as provided in sections 9.4, 13.1, and 13.3. Thereupon, the senior pastor shall be referred to the members for a vote to terminate at an annual or special meeting.

(3) Termination without cause by a majority vote of the members at an annual or special meeting.

## **ARTICLE XIV RELATIONSHIPS WITH DIRECTORS AND OFFICERS**

### **Section 14.1. Contracts with Directors and Officers**

No director or officer of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (1) the transaction is approved or ratified in good faith by the members other than the directors, after notice and disclosure to the members of the material facts concerning the transaction and the director's interest in the transaction, or (2) (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Church Board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the directors then in office, or if greater, by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances or

the transaction was in furtherance of the corporation's religious purposes; and (4) the corporation enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to the corporation or was in furtherance of the religious purposes at the time the transaction is entered into.

This section does not apply to a transaction that is part of a public, charitable, or religious program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

### **Section 14.2 Indemnification**

To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Church Board by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the board shall promptly decide under Corporations Code section 9246(e) whether the applicable standard of conduct set forth in Corporations Code section 9246(b) or section 9246(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 9246(e) whether the applicable

standard of conduct has been met and, if so, the members present at the meeting shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Church Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by the indemnification provisions of these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

### **Section 14.3 Insurance**

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's director's employee's, or agent's status as such.

## **ARTICLE XV AUXILIARY ORGANIZATIONS**

There may be organized within the church a Sunday school, men's organization, women's organization, Missionary Youth Fellowship, and such other organizations authorized by the members. Auxiliary organizations shall be subject to the Bylaws and regulations of the church and the Western Region.

## **ARTICLE XVI CORPORATE RECORDS AND REPORTS**

### **Section 16.1 Maintenance of Corporate Records**

The minutes and other books and records of the corporation shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

**Section 16.2. Members’ Inspection Rights—  
Articles and Bylaws**

The Articles of Incorporation and the Bylaws, as amended to the current date, shall be open to inspection by the members at all reasonable times during office hours. The secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

**Section 16.3. Members’ Inspection Rights—  
Membership Records**

The Church Board may, in its discretion, grant in full or in part or deny the written request of a member to inspect and copy the records containing the members’ names, addresses, and voting rights.

**Section 16.4. Members’ Inspection Rights—  
Accounting Records and Minutes**

The Church Board shall, on the written request of any member, allow the member to inspect, copy, and make an extract of minutes of meetings of members for a purpose reasonably related to the member’s interest as a member.

The Church Board may, in its discretion, grant in full or in part or deny the written request of a member to inspect, copy, and make an extract of accounting books and records and the minutes of the proceedings of the Church Board, subordinate boards, committees, and auxiliary organizations.

Any such inspection and copying may be made in person or by the member’s agent or attorney.

**Section 16.5. Directors’ Inspection Rights**

Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the director’s interests as a director.

**ARTICLE XVII  
CONSTRUCTION**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the

Nonprofit Corporation Law of the State of California applicable to this corporation shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence and unless the context requires otherwise, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE XVIII  
AMENDMENT OF BYLAWS**

**Section 18.1. Amendment by Members**

New bylaws may be adopted, or these Bylaws may be amended or repealed, only by vote of the members. If any provision of these Bylaws requires the vote of a larger proportion of the members than is otherwise required by law, that provision may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

**Section 18.2. Prohibited Amendments**

These Bylaws may not be amended to include any provision that conflicts with law or with the Articles of Incorporation.

**Section 18.3. Record of Amendments**

Whenever an amendment or new bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws, in the appropriate place. If any bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the book of minutes.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of VENTURA JUBILEE FELLOWSHIP, a California nonprofit religious corporation; that the foregoing Bylaws, consisting of 22 pages, are the Bylaws of this corporation as amended pursuant to action of the members duly taken on \_\_\_\_\_, 2019; and that these Bylaws have not since been amended or modified.

IT WITNESS WHEREOF, I have hereunto set my hand on \_\_\_\_\_, 2019.

\_\_\_\_\_  
Typed Name \_\_\_\_\_  
Secretary