

Constitution and Bylaws of Grace Fellowship

Revised January 31, 2016

ARTICLE I Name and Location

The name of this corporation is Grace Fellowship of Dixon. It is a California non-profit 501(c)(3) religious corporation with the principal offices in Dixon, California.

ARTICLE II Association

This church is affiliated with the Southern Baptist Convention, and may also cooperate with other denominations, mission agencies, fellowships and organizations that are evangelical in beliefs and practices.

ARTICLE III Purpose

This corporation is organized exclusively for religious purposes. It is not a place of public accommodation nor does it operate for the private gain of any person. Our commission is summarized as follows: *And Jesus came up and spoke to them saying, "All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I have commanded you; and lo, I am with you always, even to the end of the age."* (Matthew 28:18-20)

ARTICLE IV Articles of Faith

SECTION 1. The Holy Scriptures (Bibliology)

We affirm the verbal, plenary inspiration of the sacred Scriptures, consisting of the 39 books of the Old Testament and the 27 books of the New Testament, and that all Scripture is both inerrant and infallible in the originals. As such it is the final and sufficient authority for life. (Jude 3; 2 Peter 1:20-21; 2 Timothy 3:16)

SECTION 2. God (Theology Proper)

We affirm there is one God, who is self-existent, infinitely perfect in all of His attributes, existing eternally in three persons (Trinity): God the Father, God the Son, and God the Holy Spirit. (Isaiah 45:5-7; Matthew 5:48; Matthew 28:19)

SECTION 3. Jesus Christ (Christology)

We affirm Jesus Christ is fully God and fully man. He is eternal, infinitely perfect in all of His attributes, existing eternally and co-equal with God the Father and God the Holy Spirit. He was conceived by the Holy Spirit and born of the Virgin Mary. He died upon the cross, the Just for the unjust, as a substitutionary sacrifice, and all who repent and believe in Him are justified on the basis of His shed blood. He arose from the dead according to the Scriptures. He is now at the right hand of the Majesty on high as our great High Priest. He will come again to establish His kingdom of righteousness and peace. (Philippians 2:6-11; Luke 1:36-38; 1 Peter 3:18; Hebrews 2:9; Romans 4:25; 5:9; Acts 2:23, 24; Hebrews 8:1; Matthew 26:64)

SECTION 4. The Holy Spirit (Pneumatology)

We affirm the Holy Spirit is a divine Person, eternal, possessing all the divine attributes, co-equal with God the Father and God the Son, and is of one essence with Them. The work of the Spirit in the life of the church is to indwell, guide, teach, comfort, and empower the believer. He also works to convince the world of sin, righteousness, and judgment. (John 14:15-18; John 16:13; Acts 5:3; Acts 4:1 Corinthians 2:10-13; Ephesians 4:30; Matthew 28:19; 2 Corinthians 13:14; Isaiah 40:13-14; 1 Corinthians 12:11)

SECTION 5. Man (Anthropology)

We affirm man was created in the image and likeness of God. He fell through disobedience, and as a result incurred both physical and spiritual death. All humans are born with a sinful nature, they are separated from God, and can be saved only through the atoning work of Jesus Christ. The fate of the impenitent and unbelieving is eternal conscious torment in the Lake of Fire. The future for the believer will be everlasting peace and bliss in heaven. (Genesis 1:27; Romans 3:23; 1 Corinthians 15:20-23; Revelation 21:8; Revelation 21:1-4)

SECTION 6. Salvation (Soteriology)

We affirm salvation is wholly of God by grace, provided through Jesus Christ for all men, appropriated by faith and repentance, and not on the basis of works or human merit. All those who have been regenerated by the saving power of God are kept eternally secure in and by the Holy Spirit. (John 1:12; Ephesians 1:13; Ephesians 2:8; Titus 3:4-7; 1 Peter 1:17-19)

SECTION 7. Concerning the Church (Ecclesiology)

We affirm the Church consists of all those who believe on the Lord Jesus Christ, are redeemed through His blood, and are born again of the Holy Spirit. Christ is the Head of the Body, the Church, which has been commissioned by Him to fulfill the Great Commission. The local church is a body of believers in Christ who are joined together for the worship of God, edification, prayer, fellowship, proclamation of the gospel, and observance of the ordinances. The ordinances of the church are baptism and the Lord's Supper. Christian baptism is by immersion and is the believer's testimony of his or her faith in Jesus Christ, and union with Him. The Lord's Supper is the commemoration and proclamation of His death until He comes. The elements, consisting of the bread and the cup, are symbolic of the body and blood of Jesus Christ. (Matthew 28:18-20; Ephesians 1:22-23; Romans 6:1-11; Acts 8:36-39; 1 Corinthians 10:16; 1 Corinthians 11:23-28)

Grace Fellowship specifically recognizes an official membership which is led by a board of Biblically qualified elders (Articles V and VII). Membership is not a requirement for association, participation, or employment, but every pastor, elder, member and/or volunteer shall affirm his or her agreement with these Articles of Faith (including the statements on marriage, gender and sexuality), and shall conduct himself or herself in a manner that is consistent therewith. This shall be a prerequisite and continual condition for holding any of these positions.

We further affirm that in order to preserve the function and integrity of Grace Fellowship of Dixon as the local body of Christ, and to provide a biblical role model to Grace Fellowship members and to the community, it is imperative that all persons employed by Grace Fellowship in any capacity, or who serve as volunteers, agree to and abide by the statements on marriage and gender and sexuality (Matthew 5:16; Philippians 2:14-16; 1 Thessalonians 5:22).

SECTION 8. Concerning Last Things (Eschatology)

We affirm there will be a bodily resurrection of the just and the unjust. The just will be resurrected unto eternal life, and the unjust resurrected unto judgment, consisting of eternal punishment and separation from God. The second coming of the Lord Jesus Christ is imminent and will be personal, visible, and premillennial. This is the believer's blessed hope. (1 Corinthians 15:20-23; John 5:28-29; Hebrews 10:37; Luke 21:27; Titus 2:11-14)

SECTION 9. Concerning Marriage

We affirm that in Genesis 2:18-24 the first institution established and approved by God was the union of male and female in marriage. In the New Testament, the marriage relationship is addressed in Ephesians 5:22-33 and 1 Peter 3:1-7 with respect to the responsibilities of the husband to his wife, and the wife to her husband. On the basis of the Scriptural evidence, this church defines “marriage” as the exclusive covenantal union of one man and one woman in which such union is a lifetime commitment. A civil government’s sanction of a union will be recognized as a legitimate marriage by this church only to the extent that it is consistent with the definition of “marriage” found in these Articles.

SECTION 10. Concerning Gender and Human Sexuality

We affirm and teach that God wonderfully, immutably, and consistently creates each person as physically male or female as determined by birth sex. These two distinct, complementary genders together reflect the image and nature of God (Genesis 1:26-27). Therefore, rejection of one’s physical, biological sex is a rejection of the image of God within that person. Likewise, we affirm that human sexuality is a gift from God to be exercised solely within the marriage relationship, which is defined in Scripture as the exclusive covenantal union of one man and one woman together in holy matrimony. Hence, this church affirms and teaches that any and all sexual activities outside of marriage, including but not limited to, adultery, premarital sex, homosexuality, bestiality, pedophilia, lascivious conduct, transgender behavior, and the creation and/or distribution and/or viewing of pornography, are totally and unconditionally incompatible with the witness of Scripture.

(Genesis 2:18-24; Exodus 20:14; Matthew 5:27-28; Romans 1:26-27; Romans 13:13; 1 Corinthians 6:9; Hebrews 13:4)

We affirm that God offers redemption and restoration to all who confess and forsake their sins, seeking His mercy and forgiveness through Jesus Christ (Acts 3:19-21; Romans 10:9-10; 1 Corinthians 6:9-11).

We further affirm that every person must be afforded compassion, love, kindness, respect, and dignity (Mark 12:28-31; Luke 6:31). Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of Grace Fellowship of Dixon.

SECTION 11. The Baptist Faith and Message Statement

We affirm the Baptist Faith and Message statement adopted by the Southern Baptist Convention on June 14, 2000.

SECTION 12. Final Authority for Matters of Belief and Conduct

These articles of faith do not exhaust the extent of our beliefs. The Bible itself, as the inspired, inerrant, and infallible Word of God speaks with final authority concerning truth, morality, and the proper conduct of mankind, and is the sole and final source of all that we believe. For purposes of Grace Fellowship's faith, doctrine, practice, policy, and discipline, our Board of Elders is Grace Fellowship's final interpretive authority on the Bible's meaning and application.

ARTICLE V

Membership

SECTION 1. The Nature and Purpose of Membership

[A] Biblical and Theological Concept. Those who are born again through faith in Jesus Christ become members of His body (1 Corinthians 12:12-13; Ephesians 1:22-23), the church universal. However, this universal body is expressed in specific, visible, local congregations. Acts 2:42-47 describes the activities of a group of believers, identified with a particular body, who committed themselves to regular participation in the activities of that local body. Most of Paul's epistles are addressed to local congregations, and the instructions he provides clearly show that participation in the local church is essential to the believer. Hebrews 10:25 teaches that believers are not to forsake the assembling of themselves together.

The New Testament does not prescribe any formal, legal, or official membership process, but describes believers who congregated on the basis of common beliefs and practices. The New Testament does not prohibit the implementation of specific membership procedures and privileges. It teaches that believers meet together in local groups for the purpose of spiritual fellowship, prayer, doctrinal unity and instruction, baptism, worship, mutual assistance, to observe the Lord's Supper, and to be cared for by qualified, spiritually mature leaders (1 Timothy 3:1-8; Titus 1:5-9; 1 Peter 5:1-4).

Involvement in the local body also means that believers hold themselves mutually accountable to each other with respect to doctrinal stability, obedience to the leadership, and overall behavior consistent with the Scriptures, accepting the discipline of the church as the means by which all members and leaders are held accountable for their actions. (Matthew 18:15-17; Romans 16:17-18; 1 Corinthians 5; 1 Timothy 5:17-19; Titus 3: 10-11; Galatians 6:1-2; Hebrews 13:17) This understanding of church membership

means that believers who associate regularly with this local congregation, whether or not they are official members in the legal sense, are all held equally accountable to the standards set forth in the Scriptures and are under the authority of the Board of Elders.

[B] Practical and Legal. Because of the legal status of this church, a voting membership exists in order to conduct the legal affairs of the corporation as mandated by California law. Therefore, for legal purposes, this church makes it possible for individuals to become corporate members, which means they have voting privileges. Membership is acquired by following the guidelines set forth in Article V, Section 2.

SECTION 2. Application for Membership

Application for membership shall be made to the Board of Elders by anyone 18 years of age or older. The prerequisites for membership are: 1) reading and abiding by the Constitution and Bylaws of this church; 2) giving testimony of faith in Jesus Christ as Savior and Lord (John 3:3-7, 1 Peter 1:23); 3) having been baptized as a believer by immersion (Acts 2:38); 4) completing a board authorized membership class; 5) demonstrating evidence of the fruit of the Spirit operative in one's life (Galatians 5:22-23); 6) signing the church membership agreement.

SECTION 3. Membership Agreement

[A] Responsibilities of Members and Regular Attendees. One who joins (member) or associates regularly (regular attendee) with this religious organization is subject to its authority (Article V, Section 1). This church relationship is based on voluntary consent. A person who joins or associates regularly with this church agrees to abide by the conditions set forth in this section and submit to the authority of the leadership, and be governed by its laws, usages, and customs. The formal evidence of this agreement is contained in the Bible and the Constitution and Bylaws of the church, with the Bible being the final authority in all matters of faith and practice as stipulated in Article IV, Section 1. Recognizing that the purpose of this church is to glorify God, and that the fundamental principles of this church are based on the Word of God, each member and regular attendee, including every minister, board member, deacon, employee, or volunteer, covenants with us to live by the following standards as derived from the New Testament:

1. I will uphold and protect the unity of this church by refusing to gossip, by following and supporting the leaders. (Romans 15:5; Ephesians 4:29; 1 Peter 1:22; Hebrews 13:17)

2. I will uphold and support the ministry of this church by discovering and using my spiritual gifts and talents. (1 Peter 4: 10; Ephesians 4:11-12; Philippians 2:3-4, 7)

3. I will uphold and support the testimony of this church by attending faithfully, by living a godly life, by regular financial support. (Hebrews 10:25; Philippians 1:27; 1 Corinthians 16:2)

4. I will uphold, support, and abide by the doctrines of this church as set forth in Article IV of the Constitution and Bylaws. (Acts 2:42; 1 Timothy 4:6).

5. I will uphold and support the Constitution and Bylaws of this church.

[B] Privileges of Membership. An important benefit of corporate membership in the church is the privilege of voting on or affirming matters brought to the congregation by the Board of Elders. Members in good standing as defined in Article V, Section 6, may vote on all matters brought to the corporate members by the Board of Elders for a vote. No proxy or absentee voting is permitted. Items on which corporate members shall vote are listed as follows:

1. The installation or removal of the Pastor-Teacher.
2. The annual budget.
3. The purchase, sale, lease, and/or encumbrance of property above 10% of the total annual budget.
4. Amendments to the Constitution and Bylaws and the Articles of Incorporation.
5. The members of the Board of Elders.
6. Hiring/calling of additional pastor(s).
7. Church discipline. (Article VI, Step 4)

SECTION 4. Termination of Membership

The Board of Elders may terminate the membership of anyone who: 1) fails to abide by the membership agreement in part or whole as outlined in Article V, Section 3 [A]; 2) is under the discipline of the church; 3) begins the membership process in another church. Members in good standing who seek to unite with another church may request from the Board a letter of transfer.

SECTION 5. Yearly Membership Update

The membership of this church shall be revised and updated every December by requiring each member to renew his or her membership agreement. The new membership list shall be read to the congregation at the annual business meeting in January.

SECTION 6. In Good Standing

A corporate member in good standing will be one who gives clear evidence of seeking to fulfill the membership agreement outlined in Article V, Section 3 [A]. Any member who is not in good standing shall not be permitted to participate in voting on or affirming any items brought before the church. This status shall be determined by the Board of Elders.

SECTION 7. Restoration to Membership

If a former member desires membership, he or she must follow the guidelines stipulated in Article V, Section 2. The Board of Elders will review the application and assign an elder to interview the applicant. Once the application process is completed, the Board of Elders will render a decision and notify the applicant. The Board reserves the right to deny membership to an applicant, to require an applicant to attend membership classes, or to exempt an applicant from the required classes.

SECTION 8. Membership Status of the Pastor-Teacher and additional Pastor(s)

All pastors and their wives automatically become members at the time of their installation. Their children and other family members must follow the guidelines for membership outlined in Article V, Section 2.

SECTION 9. Membership Status of Staff Members

All staff members are required to follow the guidelines for membership outlined in Article V, Section 2.

ARTICLE VI Church Discipline

Members and regular attendees agree to be subject to the discipline of this church. The purpose of church discipline is to glorify God, purify the church body, and seek the repentance and reconciliation with the one under discipline. (Matthew 18:15-17; Galatians 6:1) Discipline shall be administered without partiality to members and regular attendees. Those who are part of the church of Jesus Christ must strive to live according to the Word of God, which instructs us in doctrine, morality, and righteousness. (2 Timothy 3:16-17)

SECTION 1. To Whom Discipline is Applied

Elders, members and regular attendees of this church shall be subject to discipline as described in, but not limited to, Matthew 18:15-17; Romans 16:17; Titus 3:9-11; 1 Timothy 5:19-20.

SECTION 2. The Application of Discipline

Discipline shall be applied to members and regular attendees when there is a lack of repentance for violating the doctrinal and moral standards of Scripture, including, but not limited to: 1) immorality, misappropriation of funds, willful fraud in business transactions, persistent failure to meet financial obligations, defiance of constituted authority, and imprudent conduct (lack of moral discretion) as established by Scripture; 2) promulgation of doctrines contrary to the basic fundamental tenets of the Christian faith as found in this church's Articles of Faith or; 3) a violation of the civil or criminal law of which the defendant has been found guilty.

SECTION 3. The Discipline Process

[A] Members and Regular Attendees

1. The approach. The general approach to church discipline is found in, but not limited to, Matthew 18:15-17. Other passages that support disciplinary action are Titus 3:10-11, Romans 16:17, 1 Corinthians 5.

2. The process. Using Matthew 18:15-17 as a guide, the discipline process shall be implemented as follows:

Step 1: One-on-one correction. (Matthew 18:15) "If another believer sins against

you, go privately and point out the fault. If the other person listens and confesses it, you have won that person back."

Step 2: Two-or-three-on-one correction. (Matthew 18:16) "But if you are unsuccessful, take one or two others with you and go back again, so that everything you say may be confirmed by two or three witnesses.

Step 3: Hearing before the Board of Elders. If Step 2 is unsuccessful, the matter shall be submitted to the Board of Elders. No member shall be submitted to the congregation for discipline without having opportunity to defend him or herself before the Board of Elders. After conducting a thorough hearing and considering the testimony of all witnesses present at the meeting, the Board of Elders shall determine whether these are valid. If the Board of Elders determines the charges are valid, the person shall be given the opportunity to repent. If the person does not listen or confess, the matter shall move to Step 4.

Step 4: Correction by the Congregation. (Matthew 18:17) "If that person still refuses to listen, take your case to the church." At a duly called Special Congregational Meeting, the Board of Elders shall bring the case before the church. "If the church decides you are right but the other person won't accept it, treat that person as a pagan or a corrupt tax collector." A simple majority vote of the members present shall be sufficient to dismiss a member from the church.

[B] Elders

1. *The approach.* The discipline of elders is addressed in 1 Timothy 5:19-20.

2. *The process.* The procedure for dealing with a charge against an elder shall be handled in the following manner:

Step 1: "Do not listen to any complaints against an elder unless there are two or three witnesses to accuse him." The accusation is to be stated in writing to the Board of Elders with the signatures of all witnesses included.

Step 2: The Board of Elders shall schedule a hearing for the purpose of discussing the accusation in the presence of all witnesses and the accused.

Step 3: If the Board of Elders determines that the accusation is unfounded, the matter will be dismissed. The Board will also determine whether or not to rebuke or discipline the accusers.

Step 4: If the accusation is sustained, the accused will be disciplined according to Matthew 18:15-17.

Also, the board will examine the charge(s) in light of 1 Timothy 3 to determine if the accused is disqualified from serving on the Board of Elders.

ARTICLE VII

Government

SECTION 1. The Office of Elder

Biblically, the office of elder is reserved for those men who meet the qualifications outlined in 1 Timothy 3 and Titus 1. This is the highest level of leadership in the local church and is not to be entered into lightly. The New Testament shows that the primary leaders of the church are elders (Acts 14:23; James 5:14; 1 Timothy 5:17-18; 1 Peter 5:1-3). The primary role or function of elders is twofold. First, elders are to devote themselves to prayer. Second, elders are to be in regular, diligent study of the Scriptures, and are responsible for the interpretation and application of the Scriptures to this church with respect to all matters of faith and practice as set forth, but not limited to, the Articles of Faith (Article IV). (Acts 6:4; Acts 20:13-32; Ephesians 4:11-12; 1 Timothy 5:17; Titus 1:9; Hebrews 13:17)

[A] Responsibilities and Authority. Subject to limitations of the Articles of Incorporation and of the Constitution and Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Elders who are responsible for shepherding and having oversight of the flock. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

1. To select and remove all officers, agents, staff, and employees of the Corporation, prescribe such duties for them consistent with law and with the Articles of Incorporation; or with these Bylaws, fix the terms of their offices and their compensation.

2. To make such disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as more fully set out in the Articles of Incorporation thereof; and generally to conduct, manage, and control the activities and affairs of the Corporation and to make such rules and regulations consistent with law and Scriptural teaching, with the Articles of Incorporation and with these Bylaws, as they may deem best.

3. To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.

4. To establish policies and practices for the church consistent with the purpose of this Corporation as stated in this Constitution and Bylaws and in the Articles of Incorporation.

5. To assist the Pastor-Teacher in any or all other areas of ministry.

6. To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, hypothecations, or other evidences of debt and securities upon membership approval.

7. To carry on a business and allocate, as needed, any such profit that results from the business activity in which it legally engages.

8. To administer and oversee church discipline.

9. To uphold and support the membership agreement.

Composition of the Board of Elders.

1) The required number of qualified elders shall be no less than five (5) men, only if this number of qualified men is available. Only qualified men shall serve as elders.

2) The Board shall consist of the Pastor-Teacher and other pastor (s) and laymen.

3) Each person serving on the Board is a voting member.

4) The board will have at least as many lay elders as staff pastors when possible.

5) In accordance with ARTICLE VII, Section 2[C], if at any time the Board's required minimum number of five (5) men or a lay majority cannot be maintained due to a lack of biblically qualified men, the Board of Elders will operate with only those men who are qualified to serve.

SECTION 2. Election of Lay Elders

No two or more members of this church who are related by blood or marriage may serve at the same time on the Board of Elders. Two weeks prior to the annual business meeting the secretary shall publicly post the names approved by the Nominating Committee. At the annual business meeting the list of nominees shall be presented to the members. Those nominees who are elected shall assume the office of elder immediately.

[A] Nominating Committee. In the fourth quarter of each year the Board of Elders shall oversee the formation of the Nominating Committee. Two (2) members of the board shall be appointed by the board to serve on the committee, and the congregation shall appoint three (3) non-board members. Nominees for the Board of Elders may be submitted to the committee by any member of this church who is in good standing. Each nominee must be a male member in good standing and meet the qualifications of an elder as set forth in Article VII, Section 2[C]. The names of the nominees shall be posted publicly or listed in the bulletin two Sundays prior to the annual business meeting. No nominations will be accepted once the names are posted or published in the bulletin. The nominees shall be elected by secret ballot and the result will be announced before the meeting is adjourned.

[B] Tenure of office. Each lay elder shall serve until the next annual business meeting, at which time he will need to be re-nominated and re-elected to the office by a simple majority vote of the membership. Those elders who are elected shall continue on the Board of Elders until the next annual meeting. There is no limit to the number of years an Elder may serve on the Board.

[C] Qualifications. Each member of the Board of Elders shall have been an active member of this church for at least two years prior to his nomination as an elder, and must meet the qualifications of an

elder outlined in I Timothy 3 and Titus 1. The office of elder is strictly forbidden to any man who does not meet the following biblical qualifications:

1. Blameless as a steward of God and above reproach. (1 Timothy 3:2; Titus 1:6-7)
2. Husband of one wife (a one-woman man). (1 Timothy 3:2; Titus 1:6)
3. Temperate, sober, vigilant. (1 Timothy 3:2)
4. Sober-minded, prudent. (1 Timothy 3:2; Titus 1:8)
5. Of good behavior, orderly, respectable. (1 Timothy 3:2)
6. Given to hospitality. (1 Timothy 3:2; Titus 1:8)
7. Apt to teach. Able to teach, exhort believers, and refute false teaching. (1 Timothy 3:2; Titus 1:9)
8. Not addicted to wine. (1 Timothy 3:3; Titus 1:7)
9. Not violent. Not pugnacious. (1 Timothy 3:3; Titus 1:7)
10. Patient, moderate, forbearing, gentle. (1 Timothy 3:3)
11. Not a brawler, contentious, soon angry, or quick-tempered. (1 Timothy 3:2; Titus 1:7)
12. Not covetous, not a lover of money or greedy of base gain. (1 Timothy 3:3; Titus 1:7)
13. Rules well his own house. His children are faithful; not accused of rebellion against God. (1 Timothy 3:4; Titus 1:6)
14. Not a novice; not a new convert. (1 Timothy 3:6)
15. Must shepherd the flock. (1 Peter 5)

[D] Vacancies. An elder may resign effective upon giving written notice to the Chairman of the Board of Elders or Secretary of the Board of Elders. In the event of a vacancy for any reason, the board may appoint a successor to serve out the remainder of the year.

[E] Removal of a lay elder. If a lay elder becomes unable to serve effectively, or becomes disqualified due to a failure to meet the biblical qualifications, he will be asked to resign. If necessary, the Board may remove a lay elder from service. Any letter of resignation or written notice describing the reason(s) for an elder's removal shall be read to the congregation at a duly called congregational meeting.

[F] Regular meetings. The Board of Elders shall meet faithfully each month, at an agreed upon

date and time. Regular meetings shall be open to members and regular attendees. Participation in the meetings is not permitted unless approved by the board prior to the meeting. If a sensitive issue is scheduled to be discussed, the Board shall dismiss all guests from the meeting.

[G] Special meetings. Special meetings of the Board of Elders may be called at any time by order of the Chairman of the Board, the Pastor-Teacher, or by a quorum of the members of the Board of Elders. No special meeting can be called without notifying all Board members of the meeting and its agenda.

[H] Quorum. A majority of the Board of Elders shall constitute a quorum.

[I] Electronic Participation in meetings. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment.

[J] Decisions of the Board of Elders. The Board of Elders will approach decisions in prayerful dependence upon the Holy Spirit. They will earnestly seek to reach a unanimous decision or agree by consensus. If unanimity or consensus is not achieved, the Board will take a vote to reach a decision by simple majority.

SECTION 3. Office of Deacon/Deaconess

In the New Testament the first indication given of the need for and implementation of this office is found in Acts 6. This office provides an essential support role to the local church in general and the Board of Elders in particular.

[A] Selection of deacons and deaconesses. Deacons and deaconesses shall be appointed by the Board of Elders as the need arises, and shall serve at the discretion of the Board to aid in the general spiritual care of the church, and perform other duties as assigned by the Board of Elders. No minimum or maximum number of deacons or deaconesses shall be required.

[B] Tenure of office. The office of deacon and deaconess shall exist as long as needed, and may be terminated by the Board of Elders.

[C] Qualifications. Deacons/deaconesses must meet the qualifications as outlined in 1 Timothy 3:8-13.

[D] Vacancies. If for any reason a vacancy occurs, the Board of Elders may appoint a replacement as needed.

[E] Removal of deacons and deaconesses. The Board of Elders shall have the responsibility of removing deacons and deaconesses.

SECTION 4. The Pastor-Teacher

[A] Search Committee. The Board of Elders shall serve as the search committee and shall be responsible for securing candidates for the position of Pastor-Teacher.

[B] Installation of the Pastor-Teacher. A candidate for the position of Pastor-Teacher must receive at least a simple majority of the votes cast by the Board of Elders and a three-fourths (3/4) majority of the votes cast by members of the congregation in good standing. Upon installation the Pastor-Teacher becomes a voting member of the Board of Elders.

[C] Duties. The duties of the Pastor-Teacher shall be to devote himself to preaching and teaching, oversee all public and regular services of the church, and be responsible for the general oversight of the spiritual welfare of the church, assisted by the Board of Elders as he deems necessary.

[D] Removal or Resignation. The Pastor-Teacher may be dismissed by at least a three-fourths (3/4) majority of the Board of Elders and two-thirds (2/3) of the membership in good standing. In the event the Pastor-Teacher intends to resign, he is to give at least one month's notice prior to his departure. Upon the resignation or removal of the Pastor-Teacher, the remaining pastor(s) and/or staff are directly accountable to the Board of Elders, which shall serve temporarily as the Pastor-Teacher. The Board of Elders shall determine the severance pay to be given the Pastor-Teacher, pastor(s), and/or staff. The Board of Elders retains the right to release or retain any or all pastor(s).

SECTION 5. Other Pastor(s)

Any other pastor(s) shall be appointed by the Pastor-Teacher subject to a simple majority vote of the Board of Elders and the church membership, and he shall serve in whatever capacity the Pastor-Teacher deems necessary. The other pastor(s) shall be dismissed by a majority vote of the Board of Elders or by the Pastor-Teacher upon approval by a majority vote of the Board of Elders.

ARTICLE VIII

Meetings of the Congregation

SECTION 1. Annual Business Meeting

The Annual Business Meeting shall be held for the express purpose of hearing reports, voting on the annual budget, and electing the Board of Elders. This meeting shall be held in January, the day and time to be determined by the Board of Elders.

SECTION 2. Quarterly Meetings

Each quarter a congregational meeting shall be held for the purpose of discussing matters relevant to the church.

SECTION 3. Meetings Called by Corporate Officers

The Board of Elders, Chairman of the Board, or Pastor-Teacher may call a Special Membership Meeting.

SECTION 4. Notice of Meetings

All meetings (except Board meetings) shall be made public for two consecutive Sundays, clearly stating the time, date, and specific agenda of the meeting. The meeting may be held on the Sunday of the second public notice in writing.

SECTION 5. Voting

A quorum is required for all voting. Any vote that forcibly changes or alters this Constitution and Bylaws must conform to the stipulations set forth in Article XI.

SECTION 6. Quorum

A quorum is at least 51% of the membership of this church.

ARTICLE IX Officers of the Corporation

SECTION 1. Officers

The officers of the Corporation shall include a Chairman, Vice-Chairman, Secretary, and Treasurer.

SECTION 2. Election of Officers

At the first official meeting of the Board of Elders following the annual business meeting, the elders shall elect among themselves the corporate officers.

SECTION 3. The Chairman

The Chairman shall be a lay elder who works in cooperation with the Pastor-Teacher and other pastor(s) in the general supervision of the Board of Elders, church services, meetings, and activities.

SECTION 4. The Vice-Chairman

In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman and, when so acting, shall have all the powers of the Chairman.

SECTION 5. The Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principle corporate office or such other place as the Board of Elders may order, of all meetings of the membership, Board, with the time and place of holding, whether regular or special; and if special, how authorized, the notice thereof given, the names of those present at the meetings, the Board meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original and a copy of the Corporation's articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board. The Secretary shall keep, or cause to be kept at the principal office of the Corporation, a church membership register, or a duplicated membership register, showing the names of the members, their addresses, and contact information.

SECTION 6. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any elder or member in good standing.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Elders. He shall disburse the funds of the Corporation as ordered by the Board of Elders, shall render to the Chairman and the elders, whenever they request, an account of all his transactions and of the financial condition of the Corporation, and shall have such powers and perform such other duties as may be prescribed by the Board of Elders. He shall make the financial reports at each regular Board meeting and at the annual business meeting.

ARTICLE X

Settlement of Disputes

In accordance with 1 Corinthians 6:1-8, it is hereby affirmed that lawsuits among believers contradict the teaching of Scripture as a means of settling disputes between believers. Consequently, in any dispute arising between church members, pastors, or staff, including, but not limited to matters of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be submitted to, and resolved by the Board of Elders of this church.

In disputes involving a claim in law or equity which cannot first be resolved by the Board of Elders, each member agrees to first try in good faith to settle the dispute by non-binding mediation before resorting to binding arbitration as set forth below. The parties will first attempt to choose a mutually acceptable mediator who is not a member of the church. If the parties cannot agree on a mediator, the matter will proceed to binding arbitration.

In disputes involving a claim in law or equity, which the Board of Elders cannot first resolve, and after non-binding mediation, such a claim shall be decided by neutral binding arbitration. The parties shall have the right to discovery. Each party will agree on the neutral arbitrator.

ARTICLE XI

Amendments

This Constitution and Bylaws or the Articles of Incorporation may be amended, and new and additional items may be added from time to time by a simple majority vote of the Board of Elders and a simple majority vote of the corporate members in good standing at the Annual Business Meeting or a Special Congregational Meeting.

ARTICLE XII

Receipt, Investment, and Disbursement of Funds

SECTION 1. Policy Regarding Receipt of Funds

The Corporation shall receive all moneys or other properties transferred to it for the purposes for which the Corporation was formed. However, nothing contained herein shall require the Board of Elders to

accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation.

SECTION 2. Policy Regarding Use of Funds

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation. Real property owned by the Corporation and valued at \$5000 or more shall not be gifted, sold, removed, or demolished without a simple majority vote of approval by the members of the Corporation at a duly called congregational meeting.

SECTION 3. Fiscal Year

The Fiscal Year of the church begins on January 1 and ends on December 31.

SECTION 4. Fiscal Review Committee

At the end of each Fiscal Year, the Board of Elders shall appoint at least one lay person and one elder, other than the Treasurer, to conduct a fiscal review of the records of the Treasurer. Upon completion of the review, the committee shall present a written report of its findings at the Annual Business Meeting.

ARTICLE XIII
Dissolution of the Corporation

If at any time this church shall be dissolved, the property and assets, both real and personal, shall be held in Trust by the California Southern Baptist Convention. The California Southern Baptist Convention, in consultation with the local Association, shall act to preserve the property for Southern Baptist work in California, giving priority to the needs related to Southern Baptist work in the current local Associational area.