

# Bylaws of Grace Bible Fellowship of Silicon Valley

## ARTICLE I

### Name and Principal Office

The name of this Corporation is *Grace Bible Fellowship of Silicon Valley*. It is a California non-profit religious Corporation with the principal offices in Sunnyvale, California. Hereinafter this Corporation will also be referred to in the Bylaws as the "church." The Board of Elders of the church shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

## ARTICLE II

### Purpose

This Corporation is organized for exclusively religious purposes common to a pastoral church ministry as defined by Scripture. The purpose of this church is to glorify God through (1) regular public worship services; (2) the administration of the ordinances of the New Testament; (3) the spiritual growth of its members by teaching the whole Bible; (4) the mutual caring and fellowship of its members; and (5) the evangelization of the local community and abroad.

## ARTICLE III

### Affiliation

This church is autonomous and maintains the right to govern its own affairs through its own chosen Elders. However, this church will cooperate with other legitimate churches and ministries in the propagation of the Christian message and cause.

## ARTICLE IV

### Statement of Faith

**Section 1.** This church affirms the *Holy Bible* as the inspired Word of God and as the basis of all our beliefs and practices. No other document shall take precedence over the *Holy Bible* in the life, decisions, and governance of this church.

**Section 2.** In keeping with the preceding, this church subscribes to the Statement of Faith of *Grace Bible Fellowship of Silicon Valley*. The Statement of Faith of this Corporation is that which is incorporated in its Articles of Incorporation as filed in the office of the Secretary of State of the State of California.

## ARTICLE V

### Corporate Membership

**Section 1.** Corporate Members: The Corporation shall have no members. Any action which would otherwise require approval by a majority of all the members shall only require the approval of the Board of Elders (hereinafter also referred to as the "Elders"). All rights which would otherwise vest in the members shall vest in the Board of Elders.

**Section 2. Concerning Church Membership:** Nothing contained in Section 1 of this Article shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as 'members' even though such persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law.

The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of officers or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

## **ARTICLE VI**

### **Church Membership**

**Section 1. General:** Membership in this church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

**Section 2. Qualifications for Membership:**

- (a) A personal commitment of faith in Jesus Christ for salvation.
- (b) Baptism by immersion as a testimony of this salvation.
- (c) 18 years of age or older.
- (d) Completion of the Church Membership application.
- (e) Completion of the Church's membership class.
- (f) A commitment to submit to the Membership Covenant, the Bylaws, the Statement of Faith, the Philosophy of Ministry and the Ministry Distinctives.
- (g) Withdrawal from any previous local church by proper notification to the former church leadership.
- (h) Dual membership, defined as simultaneous membership at *Grace Bible Fellowship* and another church, will be recognized for military personnel, missionaries and students away at school who attend the other church with regularity. Other special circumstances will be considered for eligibility for dual membership on a case-by-case basis as determined by the Elders. Once the conditions for dual membership no longer apply, the expectation is withdrawal of membership from the other church.

**Section 3. Applications for Membership:** All requests for membership shall be made to an Elder or Deacon. Upon making such request, the person shall be given a copy of the Statement of Faith, the Bylaws, the Ministry Distinctives and the Philosophy of Ministry. An Elder or Deacon shall meet with the applicant to explain the membership process. To become an active member, each applicant shall assent to the aforementioned documents, shall testify publicly before a duly appointed Committee of the Board of Elders at a meeting for prospective members, sign the Membership Covenant, and complete all written application materials.

**Section 4. Admission of Members:** Applicants admitted to membership shall, if possible, present themselves at a designated gathering at which time they shall be welcomed as members into the family of *Grace Bible Fellowship*.

**Section 5. Voting Privileges:** Membership in *Grace Bible Fellowship* shall not vest in any member any proprietary rights in the church but shall only entitle the member to vote on those matters submitted to the church membership by the Elders. In such cases, voting privileges are restricted to members in good standing (i.e., those who are not under any disciplinary actions). Membership shall not be assignable or transferable. Voting by proxy is prohibited.

**Section 6. Open Fellowship:** Prior to becoming a formal member of *Grace Bible Fellowship*, any person who has a personal relationship with Jesus Christ is welcome to attend and participate in any corporate gatherings of worship, fellowship, edification, communion or baptism. If such persons become regular attenders, then they will be encouraged to pursue membership at *Grace Bible Fellowship* in a timely manner, whereby they can employ the full potential of their gifts and commitment for the mutual edification of the local body. If such persons cannot agree in good conscience to membership at *Grace Bible Fellowship*, then they will be encouraged to pursue fellowship at another, more compatible, local Bible teaching church.

**Section 7. Denial of Membership:** The Elders of this church reserve the right to deny membership to anyone who fails to meet the qualifications for membership as defined in Section 2 of this article.

**Section 8. Responsibilities of Members:** The responsibilities of membership are described in the Membership Covenant.

**Section 9. Discipline of Members:** The fourfold purpose of church discipline is to glorify God by restoring an erring member (Galatians 6:1; Matthew 18:15); to deter sin (2 Corinthians 7:10-11); to purify the Church (1 Corinthians 5:6-8); and to demonstrate righteous and godly living to the unsaved world (1 Corinthians 5:8; 11:32). Members of this church and all other professing Christians who regularly attend or fellowship with this church who engage in evident and/or public scandals (1 Timothy 5:24), as determined by the Elders, will become subject to church discipline, including dismissal after the pattern of Matthew 18:15-18. Before such dismissal, however:

- (a) It shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct, to warn and correct such erring individual in private, seeking his or her repentance and restoration.
- (b) If the erring individual does not heed this warning, then the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals, who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval.
- (c) If the erring individual still refuses to heed this warning, then it shall be brought to the attention of the Board of Elders (or a duly appointed Committee of the Board). If the Board of Elders or the duly appointed Committee of the Board determines after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18, 1 Timothy 5:19, and Titus 3:10, that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been

appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church members at any regularly scheduled or specially-called Business Meeting in order that the church may collectively call the erring member to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service or Business Meeting.

- (d) If, however, the erring individual does not repent in response to the church in its collective call to repentance, then he or she shall be publicly dismissed from the fellowship and/or membership of the church at a regularly scheduled or specially-called Business Meeting. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Elders, then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.
- (e) Notwithstanding the foregoing, the Elders in the exercise of their discretion may proceed directly to the third stage of church discipline, (i.e. the informing of the church and congregation thereof in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e. the dismissal from the fellowship and/or membership of the church) when one or more of the following have occurred:
  - (i) Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole church (1 Corinthians 5:1-5);
  - (ii) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Elders, then chosen to disregard the direction and reproof of the Elders (Romans 16:17)
  - (iii) Where the disciplined party has been warned twice to cease from factions and divisive conduct and has chosen to disregard that warning (Titus 3:10-11)
- (f) The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraph, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.
- (g) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elders, a member, non-member regular attender, or other individual may be notified that he or she is not to be present upon the church premises for such a period of time as deemed necessary for the safety and well-being of others on church premises. Such required absence, may but need not, be concurrent with church discipline of that person.
- (h) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elders, the names of any members who have not attended a worship service/regular corporate fellowship at *Grace Bible Fellowship* for a period of six months or longer may be removed from the membership roles.

- (i) The following sinful behaviors that damage the Church, weaken its testimony, or promote disunity warrant disciplinary action and can be categorized as follows:
- i) divisive or disruptive behavior (Matthew 18:15-18; Romans 16:17, 20; 1 Corinthians 6:52; Philippians 4:2-3; Thessalonians 3:11; Titus 3:10-11);
  - ii) unruly, disorderly and undisciplined living (1 Thessalonians 5:14; 2 Thessalonians 3:6, 11, 14);
  - iii) persistent immorality (1 Corinthians 5:11; 6:9-10);
  - iv) proliferation of false doctrine (Galatians 1:9; 2 John 10).

**Section 10. Removal from Church Membership:** A member of *Grace Bible Fellowship* who is publicly dismissed as a result of church discipline shall be removed from church membership.

**Section 11. Declaration of Intent:** Concerning Sections 9 and 10 of ARTICLE VI, it should be understood that none of the procedures set forth therein are intended to be harsh or unduly restrictive. All these procedures are intended, rather, to uphold the high biblical standards of loyalty to a New Testament church, to emphasize the privileges and responsibilities of membership in such a church, and to protect the rights and privileges of faithful membership.

**Section 12. Regular Meetings:** A regular annual meeting of the church members shall be held on any date which the Elders shall decide. At such a regular annual meeting, the members shall consider reports of the affairs of the Corporation, and transact such other business as the Elders determine shall be brought before the meeting, including but not limited to affirmation of the appointments made by the Elders of those who shall serve as Elders and Deacons or Deaconesses for the ensuing year, as outlined in ARTICLES VII and VIII.

**Section 13. Special Meetings:** Special meetings of the members may be called at any time by order of the Chairman or Vice-Chairman of the Board of Elders, or by a quorum of the members of the Board of Elders.

**Section 14. Notice of Meetings:** Notice of regular meetings shall be given from the pulpit for two (2) successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin for two (2) successive Sundays prior to such meeting. Notice of a special meeting shall be given from the pulpit at least seven (7) days prior to the meeting and shall also be published in the regular church bulletin on the Sunday immediately preceding the meeting.

**Section 15. Quorum:** At all meetings of members, whether regular, special, or adjourned, the members present shall constitute a quorum for the transaction of business.

**Section 16. Voting Rights Regarding the Real Property of the Corporation:** Those admitted to church membership do not constitute a legislative body, nor do they constitute members in the Corporation and they cannot vote, pass resolution binding upon the Corporation, nor shall they have any equity in the real property of the Corporation, or rights to vote on its disposal. Said property of the Corporation is dedicated to religious and charitable purposes as outlined in the Articles of Incorporation.

## **ARTICLE VII**

### **Elders**

We acknowledge no ecclesiastical authority other than our Lord Jesus Christ, who is the Head of the Church and who directs the affairs of the Church through Elders chosen and ordained according to the precepts of holy Scripture (Acts 20:17-32; Ephesians 4:11-16; 1 Timothy 3; Titus 1:5; 1 Peter 5). The Elders themselves stand under the authority of the Scriptures. Elders may also be referred to as “shepherds” [Acts 20:28, NIV], “pastors” [Ephesians 4:11, NIV], “overseers” [1 Timothy 3:1, NIV], “bishops” [Titus 1:7, KJV], and “leaders” [Hebrews 13:17, NIV].

**Section 1.** Equality of Elders: All Elders by calling, desire, responsibility, and accountability before the Lord of the Church, are to be recognized and respected equally as Elders-Overseers-Pastors, although there are distinctions in duties, giftedness, and levels of commitment (1 Timothy 5:17-18).

**Section 2.** Qualifications of Elders: Each member of the Board of Elders must be an active, serving member of *Grace Bible Fellowship* and must possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9:

- (a) a male who “aspires to” and “desires” spiritual oversight.
- (b) “above reproach” (a man of integrity).
- (c) “the husband of one wife” (literally a “one-woman man”; i.e. faithful to his wife), if married.
- (d) temperate and sober
- (e) prudent; sound minded
- (f) respectable; orderly
- (g) hospitable; a lover of strangers
- (h) able to teach
- (i) not addicted to wine/alcohol
- (j) not pugnacious; not a vengeful person
- (k) gentle; patient
- (l) uncontentious; peaceable
- (m) free from the love of money; not greedy
- (n) manages his household well
- (o) his children are obedient and not rebellious
- (p) not a new convert
- (q) not proud
- (r) having a good reputation with those outside the Church
- (s) not self-willed
- (t) not quick-tempered
- (u) loving what is good
- (v) just; fair
- (w) devout
- (x) self-controlled; disciplined

**Section 3.** Priorities of Elders: Besides possessing the essential qualifications outlined in Section 2, Elders are to function in accordance with the biblical job description outlined in Acts 20:17-38; Ephesians 4:11-16; and 1 Peter 5:1-7. They should increasingly be reflecting the heart and concerns of Christ Himself, as the model Shepherd (1 Peter 2:25) by providing the church with oversight, servant-leadership, management, care, and a godly example. They are not to abuse their authority by “lording it over the sheep” (1 Peter 5).

**Section 4. Respect:** Because the Elders must not only give account for themselves but also for the welfare of all the flock (Hebrews 13:17b), the church is instructed by Scripture to “appreciate,” “esteem,” “obey,” “honor,” and “submit” to them (1 Thessalonians 5:12-13; Hebrews 13:17; 1 Timothy 5:17).

**Section 5. Powers:** Subject to limitations of these Bylaws, all the activities and affairs of *Grace Bible Fellowship* shall be exercised by or under the direction of the Board of Elders, who are responsible for the shepherding and spiritual oversight of the church membership. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Board of Elders shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents, Pastors, Deacons, staff and employees of *Grace Bible Fellowship*, prescribe such duties for them as may not be inconsistent with law, or with these Bylaws, fix terms of their own offices and their compensation.
- (b) To make such disbursements from the funds and properties of *Grace Bible Fellowship* as are required to fulfill the purposes of this corporation and generally conduct, manage and control the activities and affairs of the church and to make such rules and regulations therefore not inconsistent with law or with these Bylaws, as they may deem best.
- (c) To adopt, make and use the Corporate Seal and to alter the form of such Seal from time to time as they may deem best.
- (d) To establish policies, positions and practices for *Grace Bible Fellowship* consistent with the purposes of the church.
- (e) To borrow money and incur indebtedness for purposes of *Grace Bible Fellowship* and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.
- (f) To carry on a business and apply any such profit that results from the business activity to any activity in which it may legally engage.
- (g) To assist Pastors in the administration of the ordinances of baptism and communion.

**Section 6. Number of Elders:** The authorized number of Elders on the Board of Elders shall always be a minimum of three (3) (see ARTICLE IX, Section 1).

**Section 7. Nomination, Selection, and Tenure of Office:** Recommendations to fill the office of Elder shall be requested once a year from all church members. The procedure of selection shall be as follows:

- (a) A nominating committee consisting of two of the existing Elders, in addition to not less than three (and not more than five) members of the congregation (who are not currently serving as Elders), shall review all nominations for new prospective Elders and determine each nominee’s qualifications.

- (b) The Board of Elders will designate one of the Elders serving on the nominating committee as the chairman of the committee.
- (c) Members of the congregation will select members for the nominating committee.
- (d) A proposed written slate of nominees prepared by the nominating committee shall then be submitted to the Board of Elders, along with any relevant comments.
- (e) The Board of Elders shall then approve, disapprove, or add to the list of nominees. The Secretary of the Board shall publicly post the nominees approved by the Elders in alphabetical order at least three (3) weeks prior to the annual meeting of the church members.
- (f) Concurrent with the posting of prospective Elders, the Secretary shall also post the names of the current Elders in alphabetical order at least three (3) weeks prior to the annual meeting of the church members.
- (g) During the three (3) week period in which all the names are posted, all church members will have the opportunity to prayerfully evaluate the proposed Elders in light of the Biblical qualifications as stated in Article VII. Should any candidate for Elder be deemed unqualified by a church member, said church member shall notify the Board of Elders in writing with corroborating evidence in keeping with 1 Timothy 5:19-20.
- (h) After the Elders have considered the input of the church body, and if the Elders are in unanimous agreement (Acts 15:22, 25, 28), they shall affirm the proposed candidates to serve as Elders.
- (i) At the annual church meeting, the slate of nominees shall be presented to the church members to affirm the decision of the Elders. If the slate of nominees is affirmed, the newly appointed Elders shall assume office immediately. Each Elder shall serve until the next annual meeting.
- (j) All newly appointed Elders shall be set apart formally through the laying on of hands in a church worship service (Acts 13:2-3; 1 Timothy 5:22).

**Section 8. Accountability and Removal of Elders:** The Elders shall serve renewable terms, one year at a time. Elder accountability is first and foremost unto God (1 Peter 5:1-5). It is mandatory, however, that the Elders be accountable to one another at all times. Any Elder may be removed from office if he becomes physically incapacitated, spiritually unqualified, or his inability to serve is established in the minds of all the remaining Elders.

Any Elder may be disciplined according to biblical principles, although no accusation against an Elder is to be taken seriously unless there are two (2) or three (3) witnesses (1 Timothy 5:19). When the confronted Elder “continues to sin,” he is to be rebuked by the other Elders before the whole assembly, that others may fear (1 Timothy 5:20). An Elder will be subject to scrutiny not only in the area which might call for general church discipline but also as to his continued meeting of the biblical qualifications for Eldership listed above. When an Elder ceases to meet those qualifications, he will be asked by the Elders to step down for a time so that he may get his life in order in any deficient area. Such a request by the other Elders shall be made only when they are in unanimous agreement. An Elder may also desire to be relieved from office either temporarily or permanently, if he is unable to serve for any reason. The process of his possible reinstatement at a later date shall be governed by the attendant circumstances of his particular situation.

**Section 9. Vacancies:** Subject to the provision of Section 9226 of the California Nonprofit Religious Corporation Law, any Elder may resign effective upon giving written notice to the Chairman of the Board or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Elder, or if a need exists and the specified limit is not exceeded.

No reduction of the authorized number of Elders shall have the effect of removing any Elder prior to the expiration of the Elder's term of office.

**Section 10. Place of Meetings:** Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Elders of the Corporation may be held at any place within or without the state of California.

**Section 11. Regular Meetings:** Regular meetings of the Elders shall be held without call or notice on a regularly established day of each month, unless otherwise modified by the Elders. The first portion of regular meetings shall be open to church members. Executive sessions shall be closed to those who are not Elders. Summary minutes for each regular Elders' meeting will be made available monthly for all church members.

**Section 12. Special Meetings:** Special meetings of the Board of Elders may be called at any time by order of the Chairman or Vice-Chairman of the Board of Elders or by a quorum of the Board of Elders.

**Section 13. Notice of Special Meetings:** Special meetings of the Elders shall be held upon four (4) days' notice by first class mail or a twenty-four (24) hour notice given personally or by telephone, email or other similar means of communication. Any such notice shall be addressed or delivered to each Elder or at such Elder's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Elder for such purpose of notice.

**Section 14. Quorum:** Except as otherwise provided herein, a majority of the Elders currently serving shall constitute a quorum except when a vacancy or vacancies prevents such a majority, whereupon a majority of the Elders in office shall constitute a quorum. Whenever the matter to be considered concerns calling or dismissing a Pastor, or buying or selling real estate, a quorum shall consist of all the members of the Elder Board. In the event of a conflict of interest, such Pastor or Elder shall recuse himself.

**Section 15. Adjournment:** A majority of the Elders present may adjourn any Elders' meeting to another time and place. Notice of time and place of holding an adjourned meeting need not be given to absent Elders if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were absent at the time of the adjournment.

**Section 16. Action Without Meeting:** Any actions required or permitted to be taken by the Board of Elders may be taken without a meeting if all members of the Board shall individually

or collectively consent in writing to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be documented by attaching the signed resolution with the minutes of the proceedings of the Board.

**Section 17. Rights of Inspection:** Every Elder 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 of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

**Section 18. Decisions of the Board of Elders:** Decisions shall be reached after prayerful consideration by unanimous vote in a spirit of humility, with each Elder regarding one another before himself.

**Section 19. Leadership:** The Board of Elders will appoint a Chairman of the Board who will preside at Elder Board meetings, and will represent the Board of Elders to the congregation in public meetings. The Chairman of the Board of Elders must be reconfirmed every twelve (12) months.

**Section 20. Councils and Committees:** To promote efficient handling of Elder Board matters, the board may appoint various councils and committees from within its membership, the staff, and from the church members at large. These councils and committees shall perform tasks solely in accordance with the duties and with the power specifically delegated by the Board. The general functions of councils and committees are as follows:

- (a) To bring considered recommendations to the Elder Board concerning ministries.
- (b) To provide a wider base of counsel to the Elders having the oversight of specific ministries.
- (c) All councils and committees shall exist for the period specified by the Elder Board.

## **ARTICLE VIII**

### **Deacons and Deaconesses**

**Section 1. Deacons:** The Deacons shall consist of male members possessing the qualifications described in 1 Timothy 3:8-13 and shall be nominated by any member of the church. Deacons will be selected following the same procedures as delineated in Article VII, Section 7. The Deacons shall serve for a one (1) year renewable term. The Deacons shall assist the Elders in the general care and maintenance of the church, and perform duties as assigned by the Board of Elders. The Deacons shall not comprise a Board, but are rather individual servants of the church.

**Section 2. Deaconesses:** The Deaconesses shall consist of female members possessing the qualifications described in 1 Timothy 3:11 and Titus 2:3-5 and shall be nominated by any member in the church. Deaconesses will be selected following the same procedures as delineated in Article VII, Section 7. They shall serve for a one (1) year renewable term. They shall assist the Elders in the general care of the church giving particular attention to women's ministries and areas of giftedness as outlined in Acts 1:12-14; 9:36; 16:13-15; 18:2-3, 18-19, 24-26; Romans 16:3; 1 Timothy 2:9-15. The Deaconesses shall not comprise a Board, but are rather individual servants of the church.

## ARTICLE IX

### Officers

**Section 1. Officers:** Minimally, the officers of the Corporation shall be a Chairman, a Vice-Chairman, and a Secretary-Treasurer, with no one individual occupying more than one of these offices simultaneously. These officers shall be qualified Elders. The Corporation may also have at the discretion of the Board of Elders, other officers as may be appointed in accordance with the provisions of Section 3 of this Article.

**Section 2. Election:** The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this ARTICLE, shall be chosen annually by, and shall serve at, the pleasure of the Board of Elders. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be elected and qualified.

**Section 3. Subordinate Officers:** The Board of Elders may appoint, and may empower the Chairman to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Elders may determine.

**Section 4. Removal and Resignation:** Any officer may be removed upon disqualification and removal as an Elder per Article VII, Section 8 of these Bylaws. In accordance with the provisions of Section 9213 (b) of the California Nonprofit Religious Corporation Law, any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Elders, or to the Chairman, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed for regular selection or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**Section 6. Inability to Act:** In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Elders may delegate the powers or duties of such officer to any other officer or other person whom the Board may select.

**Section 7. Chairman:** The Chairman of the Elder Board shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Elders, have general supervision, direction, and control of the activities and officers of the Corporation. He shall preside at all meetings of the Board of Elders, which are to be conducted according to Scriptural principles such as set forth in Philippians 2:2-8. He shall be an ex-officio member of all standing committees, including the Executive Committee, if any, and shall have such powers and duties as may be prescribed by the Board of Elders or the Bylaws.

**Section 8. Vice-Chairman:** In the absence or disability of the Chairman, or the handling of a particular issue wherein the Chairman may find himself in a conflict of interest, the Vice-Chairman shall perform the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Elders.

**Section 9. Secretary:** The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Elders may order, the Board and its committees, 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 and committees' 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 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 and their addresses.

**Section 10. 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.

The Treasurer shall deposit 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 may be ordered by the Board of Elders, shall render to the Chairman and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders. He shall make the financial reports at each regular meeting and at the annual meeting of members.

## **ARTICLE X**

### **Vocational Elder**

**Section 1. Pastoral Staff:** Any Elder of this church serving in a vocational manner shall be referred to as a "Pastor" of the church with respect to title, by convention; no distinctions shall be made, however, with respect to qualifications and authority regarding "Pastors" insofar as they relate to any non-vocational Elders. As the need for Pastoral positions may arise, candidates may be chosen by the Board of Elders and recommended to the church body. Guidelines for selection and appointment shall consist of the following:

(a) *Qualifications*

Being an Elder of the church, a Pastor must be qualified according to the standards set

forth in 1 Timothy 3:1-7, Titus 1:5-9, and these Bylaws as outlined in ARTICLE VII.

(b) *Selection*

The candidate for the office of a Pastor shall be recommended to the church by the Board of Elders after prayerful consideration and unanimous approval by the Board.

(c) *Duties*

The duties of each Pastor will be outlined in the Job Description on file in the principle office of the church.

(d) *Employment Agreement*

Contractual agreements with respect to the role of each Pastor will be outlined in the Employment Agreement on file in the principle office of the church.

**Section 2. Resignation or Dismissal:** Any Pastor shall remain in office for an indeterminate period of time subject to the following reservations:

(a) Any Pastor who intends to resign must give at least one (1) month notice to the Board of Elders, and will be compensated for a maximum of three (3) months beyond the date of resignation.

(b) Concerning dismissal, for Biblical or providential reasons, the Board of Elders has the right to dismiss, upon a unanimous vote, a Pastor upon giving him written notice of its intention to dismiss. Upon receiving written notice of dismissal, the Pastor will receive one (1) month's compensation from the date of notice.

## ARTICLE XI

### Licensing and Ordination

**Section 1. Licensing:** A license is issued, when needed, by the Board of Elders of *Grace Bible Fellowship* and is given in recognition of a man's giftedness in ministry and his testimony of a call to that ministry. Its purpose is to endorse the man and encourage him to minister as opportunities arise. Licenses will be evaluated and issued on a yearly basis.

**Section 2. Ordination:** Ordination by *Grace Bible Fellowship* refers to the mutual recognition by the Board of Elders of a man's call to be an Elder and/or missionary, his thorough preparations and his qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

## ARTICLE XII

### Settlement of Disputes

In any dispute arising between *Grace Bible Fellowship* members, leaders, or general staff employees pertaining to any matters of Church Bylaws, staff counseling, church finances, title to property purchased with Church contributions, or church discipline, the dispute shall be resolved by the Board of Elders of the church. A decision shall be reached after prayerful consideration and in light of the stated procedures outlined in Philippians 2:1-7; 1 Corinthians 6:1-8 and Matthew 5:23-26, 38-48.

## ARTICLE XIII

### General Financial and Legal Matters

**Section 1.** Resources: Believing the Bible teaches that the Lord's people should give from a consecrated heart to the Lord's work and that this giving should be done freely, cheerfully, systematically, proportionately, and worshipfully, this church shall be financed through the free-will gifts and offerings of God's people.

**Section 2.** Endorsement of Documents and Contracts: The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of *Grace Bible Fellowship*. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the church by any contract or agreement, or pledge its credit, or to render it liable for any purpose or to any amount.

Subject to provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, when signed jointly by the Chairman or Vice-Chairman, and the Secretary or the Treasurer of this Corporation, shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

**Section 3.** Representation of Shares of Other Corporations: The Chairman or any other Elder authorized by the Board of Elders is each authorized to vote, represent and exercise on behalf of *Grace Bible Fellowship* all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said officer.

**Section 4.** Construction and Definitions: Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

**Section 5.** Receipt of Funds: *Grace Bible Fellowship* shall receive all monies and/or other properties transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation as shown by said ARTICLES.

**Section 6.** Investment of Funds: *Grace Bible Fellowship* 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.

**Section 7.** Instruments in Writing: All checks, drafts, demands for money and notes of *Grace Bible Fellowship* and all written contracts of the Corporation shall be signed by such officer, or officers, agent or agents, as the Board of Elders may from time to time by resolution designate.

**Section 8.** Limitations on Distribution of Funds: No part of the receipts of *Grace Bible Fellowship* shall benefit its members, its Elders, or any other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation to local staff and missionaries supported by the Corporation other services rendered, or legitimate benevolent needs.

## **ARTICLE XIV**

### **Corporate Records and Reports**

*Grace Bible Fellowship* shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records and accounts shall be kept at its principal location in the State of California, as fixed by the Board of Elders from time to time.

## **ARTICLE XV**

### **Miscellaneous Provisions**

**Section 1.** Notwithstanding any other provision of these ARTICLES, *Grace Bible Fellowship* shall not carry any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE XVI**

### **Dissolution**

Upon the dissolution of this Corporation, the Board of Elders shall cause the assets herein to be distributed to another Corporation with purpose similar to that identified in Article II of these Bylaws.

## **ARTICLE XVII**

### **Changing the Bylaws**

**Section 1.** Amendments: These Bylaws may be amended and new and additional Bylaws may be made from time to time at any time by the Board of Elders in the exercise of the power granted to said Board of Elders in these Bylaws.

**Section 2.** Record of Amendments: Whenever new amendments or Bylaws are 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 said book.

**Section 3.** Notification of Amendments: Whenever the Bylaws are amended by the Board of Elders, it shall be incumbent upon the Secretary to notify all current members (as listed in the Church membership register; see ARTICLE IX, Section 9) within one week of approval by the Elders. It is not required for continuance of membership that the church members reaffirm their commitment to abide by the newly amended Bylaws (unless explicitly required by the Board of Elders). Any member may request that the Board provide an explanation as to the intention

and purpose of the change(s). In addition, all changes in the Bylaws within any given current year shall be highlighted with explanation of intent and purpose for the changes at the annual church meeting.

If at any time, a current member cannot in good faith continue in a commitment to abide by any new Bylaws, they shall indicate that position by voluntarily withdrawing from church membership. In such case, the Secretary shall update the membership register and notify the Board of Elders of the termination of membership.

We, the undersigned, being Elders of *Grace Bible Fellowship of Silicon Valley*, do hereby certify that the above Bylaws were adopted hereof on \_\_\_\_\_, 20\_\_\_\_. Said Bylaws are, as of the date of certification, the duly adopted governing instruments of this Corporation.

Chairman of the Board of Elders

Vice-Chairman of the Board of Elders

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print name)

\_\_\_\_\_  
(Print name)