

Key Code & Guide

- (1) To automatically insert the legal name of the church where notated, hit Ctrl+F for a Find and Replace. Find (*) and replace with the legal name of the church.
- (2) Constitution, Article Five – insert the number of board members required for the church.
- (3) Bylaws, Article Six, Section Two A – insert the Month in which your church is to hold its annual business meeting. It is suggested that this meeting be held in February or March.
- (4) A General Council Church is free to amend and establish their own Constitution and Bylaws, however, if those documents are too different from the suggest Constitution and Bylaws, the churches’ status as a General Council affiliated church might be called into question. Furthermore, all of these regulations have proven themselves over many years and in many churches to be extremely valuable guides and guards— please don’t be too quick to disregard them. A good set of Bylaws is like a good fire truck—most of the time you won’t have to think about them, but when there is a crisis or a critical decision to make they will keep you out of trouble and you’ll be glad for them!

Delete this top portion when all changes have been completed.

**CONSTITUTION AND BYLAWS
(*)**

WHEREAS, it is the express purpose of God to call a saved people who shall constitute the Body or Church of our Lord Jesus Christ, established upon the foundation of the Apostles and Prophets, Jesus Christ Himself being the Chief Cornerstone; and, God has ordained that His Universal Church should find expression in and through local churches, to assemble together for worship, fellowship, counsel and instruction in the Word of God, to do the works of ministry, and exercise spiritual gifts and offices as provided in the New Testament;

THEREFORE, this corporation is formed to propagate the Gospel of Jesus Christ, according to the Holy Bible, in fellowship with **THE GENERAL COUNCIL OF THE ASSEMBLIES OF GOD**, a Missouri Nonprofit Corporation, as a local church under the headship of the Lord Jesus Christ, with customs and traditions of Evangelical Pentecostal Christianity; and, in these premises, the following Constitution and Bylaws are adopted:

CONSTITUTION

ARTICLE ONE - NAME

The name of this corporation is

(*)

hereinafter referred to simply as "church" or "corporation", though this corporation may by special resolution of the Church Board adopt other and fictitious names for the purpose of doing business through its various departments and programs, as deemed necessary, convenient or expedient, and in such manner as to be in compliance with law.

**ARTICLE TWO - FOUNDATIONAL CONSIDERATIONS, PRINCIPLES,
PURPOSES, TENETS OF FAITH**

Section One: Supreme Authority of the Holy Bible

This church holds the Bible, the Holy Word of God, to be supreme in all matters governing this church, the ultimate authority for rules of order, in keeping with the Spirit of Christ; and, that every born-again Christian should endeavor to keep the unity of the Spirit in the Bond of Peace... "till we all come in the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ" (Ephesians 4:13).

Section Two: Purposes – Worship, Evangelism and Fellowship

The purposes for which this corporation is formed are to establish and maintain a place of worship of Almighty God, our Father, and the Lord Jesus Christ, His only begotten son, through the Holy Spirit, and promotion of Christian fellowship and edification, to conduct business as a church, under guidance of the Holy Scriptures, and to do the work of evangelism in home and foreign fields, obedient to the Great Commission of the Lord Jesus Christ.

Section Three: Tenets of Faith

As Tenets of Faith, this church accepts the Holy Bible as the inspired and revealed Will of God, the all-sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts the **STATEMENT OF FUNDAMENTAL TRUTHS OF THE GENERAL COUNCIL OF THE ASSEMBLIES OF GOD**, as same is now and from time to time may be revised, and as recited in the copy thereof which follows as an addendum to this code of Constitution and Bylaws, by reference here incorporated as though set forth in full.

ARTICLE THREE - STANDARDS, PREROGATIVES AND POWERS

Section One: Standards and Church Government Prerogatives

It shall be a standard and responsibility of this church to preserve scriptural order in all matters affecting its life and ministry, reserving the right of self-government, the prerogatives to choose its own Pastor, and, by action of its membership or Church Board to elect its officers and directors, to establish and maintain standards of membership and discipline, to acquire and hold title to property, and to transact all other business pertaining to its life and conduct as a local church, according to Holy Scriptures and as hereinafter in this Constitution and Bylaws provided.

Section Two: General Powers

This corporation shall have and is empowered to exercise all rights, powers and privileges generally accorded to corporations of this kind, including the power to contract, to acquire, hold, buy, sell, lease, mortgage, pledge as security, or otherwise encumber, and to dispose of in any way, real and personal property of all kinds and descriptions, and to conduct all business which is lawful, necessary or expedient, in promoting the purposes of the corporation, including the power to issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use or otherwise deal in property of any kind, including its own bonds, debentures, notes and debt securities.

ARTICLE FOUR - RELATIONSHIP WITH THE ASSEMBLIES OF GOD

Section One: Affiliation

While recognizing inherent right to sovereignty in the conduct of its own business affairs, this church has voluntarily entered into full cooperative fellowship with and as a member of **THE GENERAL COUNCIL OF THE ASSEMBLIES OF GOD**, a Missouri Nonprofit Corporation, Springfield, Missouri, and likewise in fellowship with and as a member of the **ASSEMBLIES OF GOD, NORTHERN CALIFORNIA AND NEVADA DISTRICT COUNCIL, INC.**, a California Corporation, and subject to their superior authority in matters of doctrine and conduct, which corporations are hereinafter referred to as "General Council" and "District Council", respectively, or collectively referred to simply as "Assemblies of God". This Affiliation may be amended in accordance with the Bylaws of this Corporation and shall be subject to approval or rejection, by majority vote, by the District Presbytery of the Assemblies of God, Northern California & Nevada District Council, Inc.

Section Two: Privileges, Responsibilities, Representation

This church shall share in privileges and assume responsibilities enjoined by affiliations mentioned above, in accordance with the Constitution & Bylaws of each the General Council and the District Council, as such regulations are now and may from time to time be amended, including representation at both the General Council and the District Council business sessions, through its delegates who have been selected by the membership of this church or its Church Board.

Section Three: Dedication and Dissolution

A. The property of this corporation is irrevocably dedicated to nonprofit religious purposes of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers or to any other

individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit religious purposes of the Corporation.

B. Upon the dissolution or winding up of this corporation, after paying or otherwise adequately securing or providing for the debts and obligations of this corporation, the remaining assets shall be distributed to Assemblies of God, Northern California & Nevada District Council, Inc., a California Nonprofit Corporation, which corporation is formed and operated exclusively for religious purposes, if it is then in existence and exempt from taxation under provisions of §501(c)(3) of the United States Internal Revenue Code, or, if not then so existing and exempt, then to The General Council of the Assemblies of God, a Missouri Nonprofit Corporation, which corporation is formed and operated exclusively for religious purposes, if it is then in existence and exempt from taxation under provisions of §501(c)(3) of the United States Internal Revenue Code, or if they then are both not in existence and exempt, then to a non-profit fund, foundation or corporation which is formed and operated exclusively for religious purposes, in harmony with the purposes of this corporation, and which has established its tax exempt status under §501(c)(3) of the United States Internal Revenue Code.

C. The property assets of this church have been purchased with restricted funds which were donated by congregational members of an Assemblies of God Church with the specific intent to establish an Assemblies of God Church having (1) a perpetual existence; and (2) a permanent relationship with the Assemblies of God, Northern California & Nevada District Council, Inc. Therefore, these property assets are irrevocably dedicated for use by the Assemblies of God, Northern California Nevada District Council, Inc. and congregational members of its churches.

D. This Section Three may be amended in accordance with the Bylaws of this Corporation and shall be subject to approval or rejection, by majority vote, by the District Presbytery of the Assemblies of God, Northern California & Nevada District Council, Inc. If the Assemblies of God, Northern California & Nevada District Council, Inc. is no longer in existence the amendment of this article shall be subject to the approval, by majority vote, of the General Presbytery of The General Council of the Assemblies of God (Springfield, Missouri).

Section Four: District Counsel

If at any time this church encounters issues wherein the District Superintendent deems that the church could benefit from wise counsel, the District Superintendent shall have the right to address a meeting of the church board or to send a designee to such meeting. The Superintendent's counsel in these matters shall be considered advisory and shall not overrule the authority of the Church Board.

Section Five: District Assistance

If at any time this church encounters any internal or external problems, which cannot be reasonably and expeditiously resolved by action of the membership or the Church Board, the church shall seek the services and assistance of District Council or General Council, upon request of the Pastor or a majority of the Church Board, or upon petition of the membership. Such petition of the membership shall be in written form, shall require the signatures of at least twenty percent (20%) of the current regular membership of the church, addressed to District Council, and presented to the District Superintendent of District Council. Such petition shall specifically but briefly recite details of the matter for which assistance is requested, and particularly describe features of dispute or administrative frustrations. Upon such presentation to the District Council, it shall be deemed to be a petition on behalf of the church, as an initiative of the membership, whereupon the District Council, District Superintendent or Presbytery, should take appropriate action or provide necessary services as are available. In event the membership of this church should become divided over doctrinal or other issues, in which individuals or factions might propose that this church should withdraw or disaffiliate from the Assemblies of God, such disputes shall not be put to a confirming vote, but shall be resolved according to provisions of these Bylaws, Article Eleven, Resolution of Disputes, at Section Two.

Section Six: District Oversight

If at any time the business of this church cannot be adequately undertaken and performed by its administrators through the Church Board, or when a proper Church Board is not available or functioning, the church may, by request of its Church Board or at least 51% of its then current active regular membership, petition the Executive Presbytery

of District Council to serve as the Church Board, to so serve until such time as the Executive Presbytery and the membership of this church agree that the membership should resume full responsibility for its affairs. Neither District Council nor the Executive Presbytery of District Council shall be deemed to assume any personal responsibility or liability for debt or other obligations of the church in taking such action as may be necessary in these premises, unless affirmatively so stated.

Section Seven: Minimum Standards for Viable Status

If this church is at any time unable to meet all of the criteria for affiliation as set forth in the Constitution of The General Council of the Assemblies of God, Article XI, Section 1(a), then this church shall seek the assistance of the district officers for help in maintaining the minimal requirements for General Council affiliation. (Ex-officio or emeritus members shall not count toward the minimum member number needed.)The District Council may use all means lawful and expedient to protect this church and move it into a position of strength and viability within the Fellowship. If it is found that this church is not able to maintain such viability, it shall automatically revert to district-affiliated status, and shall so remain until such time as it meets the standard for a General Council affiliated church, having demonstrated its ability to assume full responsibility for restoration to that status. Unless otherwise arranged, no financial liability or other affirmative obligation by the District Council shall be assumed in this arrangement.

ARTICLE FIVE - THE BOARD OF DIRECTORS

Name, Number, Authority

The Board of Directors of this church shall be known as the Church Board or the Board of Deacons, and shall consist of _____ natural persons, including the Pastor and officers elected to and serving for the terms and having powers and authority as hereinafter in the Bylaws provided. All official and business powers, activities and affairs, of this corporation shall be exercised and conducted under authority and ultimate direction of the Church Board.

ARTICLE SIX - AMENDMENTS TO THE CONSTITUTION

Amendments to this Constitution may be made only by vote of the active regular members at a regular Annual Business Meeting, or at a Special Business Meeting of the membership of this church specially called for that purpose, provided that such Business Meeting has been duly called and noticed at least two Sundays prior to such meeting, and as hereinafter in the Bylaws provided. The proposed amendment text shall be publicly posted in a conspicuous place within view of attendees at the church sanctuary, and sent by mail to each member at his or her address of record, at least ten days prior to such Business Meeting at which the amendment is to be considered. Amendments to this Constitution shall require a three-fourths affirmative vote of those active regular members present and voting at such Business Meeting, after a quorum is established.

BYLAWS

ARTICLE ONE - PARLIAMENTARY LAW

In order to expedite the work of this church and to avoid confusion in its deliberations, all meetings of the Church Board, all Annual Business Meetings and all Special Business Meetings of the membership of this church, shall be conducted under established rules of order, or otherwise governed by the parliamentary authority of the current edition of **ROBERTS RULES OF ORDER NEWLY REVISED**, in keeping with the spirit of Christian love and fellowship, under the guidance of the Holy Spirit of God.

ARTICLE TWO - MEMBERSHIP

Section One: Members

This church invites the committed participation of those people who share its faith, mission, and fellowship, to whom are granted by the church privileges and responsibilities pertaining to its spiritual life and the conduct of its ministries. The church shall recognize Voting and Non-Voting membership classifications, the qualifications and acceptance of same being subject to approval of the Church Board, as hereinafter in these Bylaws provided.

Section Two: Standards for Voting Membership

The Standards for voting membership in this church shall be:

- A. Evidence of a born-again experience in Jesus Christ (regeneration) (John 3:3-7, 1:12, 13; I Peter 1:18-25).
- B. Water Baptism by immersion (Matt. 28:19; Col. 2:12)
- C. Evident pursuit of a consistent Christian life (Rom. 6:4, 13:13; Eph. 4:17-31, 5:2, 15; I John 1:6-7).
- D. Personal subscription to the Tenets of Faith as set forth in the Constitution of this church.
- E. Personal willingness to contribute regularly to the support of the church with tithes and offerings according to his or her ability.
- F. Regular attendance and support of the services of the church for at least three consecutive months immediately prior to application for membership.
- G. A regular member must be at least 18 years of age.
- H. Agreement to be governed by the Constitution & Bylaws of this church, and the Constitution & Bylaws of the General Council and District Council, as they are now and may be from time to time amended.

Section Three: Application for Voting Membership, Church Board Review

Applicants for Voting membership shall present a written application to the Pastor, who shall examine the applicant in accordance with the standards of membership, and upon the Pastor's recommendation the Church Board shall consider their written applications on forms approved by the Church Board, and the names of those approved for such membership shall be added to the roster of active regular membership of the church, and they shall be recognized publicly as members at the earliest convenient meeting of the congregation. No applicant for membership shall be accepted as a member within 30 days before any annual or special business meeting of the membership.

Section Four: Ex-Officio Membership of Pastor, Pastoral Staff, and Spouses

The Pastor of this church and respective spouse shall by virtue of election and acceptance into its ministries be deemed to become and be active voting members of this church. The Pastoral Staff and their respective spouses, by virtue of their appointments by the Church Board, shall be deemed to become and be active voting members of this church. Such Ex Officio Church Membership terminates with termination from the respective office.

Section Five: Voluntary Termination of Membership by Member

Active regular members in good standing may sever their relationship with this church by voluntary termination, or be transferred to some other congregation. A transferring member may apply to the Corporate Secretary of this church for a Certificate of Good Standing or Letter of Transfer, which shall be granted on approval of the Pastor and the Church board, and shall be signed by both the Pastor and the Corporate Secretary. If a member tenders

resignation while under charges that could otherwise bring about discipline from the Church Board, such resignation shall not deprive the Church Board from hearing and making disciplinary determinations of the charges, as deemed necessary or proper by the Church Board, for the record.

Section Six: Review of the Membership Rosters

A. The Corporate Secretary shall immediately remove those who are deceased from all membership rosters.

B. The Church Board shall review the Voting Membership roster at least annually and is empowered to remove from the voting roster those who no longer meet the standard of membership, those who without good cause have voluntarily withdrawn from the church or have ceased its support for more than 60 days, or those who no longer fulfill the membership covenant. Such individuals shall be notified of this action within 14 days. The member so notified shall have 30 days in which to appeal the decision or to request reinstatement. Such appeal or request shall be made in writing to the Church Board.

C. The Church Board shall be empowered to remove from all membership rosters those individuals who shall be under charges for misconduct or disqualification due to sin. If such case involves the removal of a Voting Member the case shall be processed according to Bylaws Article Three—Discipline of Members and any subsequent request for reinstatement to the Voting Membership roster shall be made in writing to the Church Board and is subject to approval by the Church Board.

Section Seven: Honorary and Special Memberships

The Church Board, by its special resolution, is empowered to and may provide for Honorary or Special memberships, having no rights of membership notwithstanding such designation as members, for youth, elderly persons, handicapped persons, individuals that are absent from the area due to school, ministry, military service, or employment, and are unable to take part in the programs of the church, and others deemed by the Church Board to be deserving of such consideration. Such Honorary or Special memberships shall have only those particular rights and benefits as shall be bestowed by such special resolution of the Church Board. Rights and benefits of Honorary or Special memberships need not be uniform over the entire class. It is intended that Honorary and Special memberships shall not be members within the meaning of any law granting rights to members. Honorary and Special memberships shall have no right to notice of or participation or vote in any meeting of the membership of this church, nor to participate in any way in amending the bylaws of this church or in vote to dissolve or merge. Honorary and Special members shall have no vested rights in their respective memberships, and the Church Board, by further special resolution, may with or without notice terminate or revise terms, conditions, or classes of Honorary and Special memberships.

Section Eight: Unauthorized Activities

No member of this church shall promote personal crusades or support private campaigns, programs, enterprises or activities to involve this church or the membership of this church, on the church campus or elsewhere, unless such have been approved in advance by the Pastor. If additional services or programs are desired beyond those provided, such services and programs must first have the approval of the Pastor, and be under the Pastor's general authority and supervision, and the Pastor's approval may be withdrawn at any time without notice, for any reason. In event the church is temporarily without a Pastor, such activities must first have the approval of the Church Board. Violation of the provisions of this section shall constitute good cause to have the violator expelled from church campus and facilities, and shall be grounds for discipline of a member by the Church Board.

ARTICLE THREE - DISCIPLINE OF MEMBERS

Section One: Disciplinary Authority of the Church Board

All discipline of regular members shall be prayerfully administered according to the Scriptures, under authority of the Church Board (Matt. 18:15-17; I Cor. 5:9-13; II Thess. 3:11-15; Rom. 16:17). The Pastor shall be under the exclusive ecclesiastical authority of District Council and General Council, which have sole powers of discipline over credentialed ministers.

Section Two: Suspension and Restoration

With exception of term and authority of the Pastor, the Church Board is empowered to suspend from active

regular membership and place on inactive status those regular members who shall be under charges for misconduct, or who have fallen under condemnation through sinful or worldly practices. The Church Board is likewise empowered to restore to active membership those whom it finds are not guilty as charged, and those who through repentance and adjustment have again attained to the standard for active membership.

Section Three: Requests for Restoration, Hearings and Appeals

A. If a member has been removed from Voting membership because of charges of misconduct or condemnation through sinful or worldly practices, he or she may request restoration to Voting membership and demand a hearing before the Pastor and a majority of the Church Board, to be held within 30 days of receipt of such request and demand, which shall be in writing and particularly specifying all defenses to each charge so made; which written request and demand must be received by the Pastor or the Corporate Secretary within the 30 days after date of mailing notice of removal from active membership. The Church Board shall encourage a proper attitude on the part of those in question, and proceed carefully to press for final decision in each case. When the Church Board has rendered its final decision, the member shall be notified of the decision and of his or her right of appeal of an adverse decision as hereinafter in this section provided.

B. In event such disciplined suspended person desires to further appeal the suspension beyond determination of the Church Board, the member may appeal for binding arbitration according to Article XI, Section 2.

**ARTICLE FOUR - QUALIFICATIONS, DUTIES AND POWERS OF OFFICERS,
EMPLOYEES AND VOLUNTEERS**

Section One: Qualifications

A. **The Pastor** - Because the church recognizes the leadership of the Pastor under the Lord Jesus Christ, and because the Pastor is a representative of this church, he or she shall be a person of good report, and shall manage his or her personal affairs, financial and otherwise, so that no discredit shall come to the cause of Christ through his or her actions. His or her life and conduct shall conform to the following Scriptures: I Timothy 3:2-7; Titus 1:6-9; I Peter 5:2-3. The Pastor must have and maintain current ministerial credentials with the Assemblies of God.

B. **The Pastoral Staff** - The Church Board may by special resolution provide for a Pastoral Staff to serve in administration of the programs of this church, and they shall serve on the Church Council. The Candidates for service on the Pastoral Staff shall be selected by the Pastor, subject to confirmation by the Church Board, and shall serve as assistants to the Pastor and under his or her direct supervision. They shall not be eligible to serve on the Church Board. All individuals serving in a ministerial capacity on the Pastoral Staff must have and maintain current ministerial credentials issued or recognized by the General Council of the Assemblies of God, as a condition of continued association with this church, or provide proof that he or she has a current application for such credentials pending with the District Council, or be granted credentials from this local church, according to provisions specified below.

This assembly may grant a local church credential to persons wishing to pursue ministerial recognition pursuant to guidelines established by the General Presbytery of The General Council of the Assemblies of God and the district council with which this assembly is affiliated. It is understood that this credential is to endorse ministry which is undertaken under the auspices of this church and implies no certification by the District Council or the General Council, and is not transferable to other churches or ministries.

C. **Church Board and Other Officers** - All members of the Church Board, and any other officers of the church, shall be mature persons full of the Holy Spirit, whose faithfulness shall have been in evidence and whose lives and conduct shall conform to the following Scriptures: Acts 6:3; I Timothy 3:8-12. (The qualification, "husband of one wife" shall not necessarily disqualify 1) women, 2) those who are divorced before conversion, 3) those who are divorced because of the infidelity or abandonment on the part of the former spouse.) Members of the Church Board must be active voting members of the church, in good standing. Members of the Church Board must be committed to the mission of the church, supportive of its pastoral leadership, blameless in personal conduct, and consistent in tithing to the church. It is recommended that periodic Board Member Training be conducted for the enrichment and development of current and prospective board members.

D. **Employees and Volunteers** - All regular employees and volunteers in the ministries and activities of this church, in any of its departments, programs and ministries, must be mature persons, committed to the religious mission of the church, with a personal born-again experience in Jesus Christ, evidence of a consistent Christian life, and personally subscribing to the Tenets of Faith of this church. All persons who are authorized to take part in the various departments, programs and ministries of this church, are expected and required to comport themselves in their personal lives, on and off the job, on and off the church campus, in such a way as to compliment the image and religious mission of this church. Any behavior that is viewed as immoral, sinful, disloyal or antagonistic to or adversely reflecting on the church, will not be tolerated, and may be grounds for dismissal. This policy shall not apply to or limit the freedom of the Pastor and/or Church Board to enter into contracts with companies that provide occasional services such as construction or facility maintenance.

E. No officer, director, employee or volunteer in any department, program or ministry of this church shall have any sort of vested proprietary right or economic interest in the employment or service in this church, nor any legal rights to continue in employment or service, nor any sort of legal rights for money damages or equitable relief upon termination of respective employment or service. Any disputes in this regard shall be resolved pursuant to arbitration provisions of these Bylaws, Article Eleven, Section Two. Such employment and volunteer service are subject to these continuing conditions.

Section Two: Duties

A. **The Pastor** - The Pastor shall have general supervision of all activities of this church. The Pastor shall serve as President of the corporation and be Chairman of all meetings of the membership and the Church Board, and, with the Corporate Secretary of the church shall sign all official documents for the church. The Pastor shall be an ex-officio member and overseer of all committees, departments and programs of the church. The Pastor shall provide for all the services of the church and arrange for all special meetings, giving due regard to the needs of the congregation. No person shall be invited to speak or preach before the congregation of this church without the Pastor's approval. The Pastor shall perform such other functions as are customary to the office of President, and as necessary to the proper discharge of his or her duties.

B. **The Pastoral Staff** - All members of the Pastoral Staff are directly responsible to the Pastor for respective assignments or portfolios. They shall be amenable to the Pastor in all matters of faith and conduct, and shall perform such duties and carry such responsibilities as may be assigned by the Pastor.

C. **The Vice-President** - When there is a vacancy in the office of Pastor (President), the Vice-President is authorized to act as interim President and to exercise the official powers of the President, until the vacancy is filled. He or she shall also serve as Vice-Chairman of the Church Board, there acting as presiding officer in absence of the Chairman. The Vice-President shall perform such other functions as directed by the Church Board, and as customary to the office of Vice-President, and as necessary to the proper discharge of his or her duties.

D. **The Corporate Secretary** - The Corporate Secretary shall be responsible to maintain all legal documents and records of the church in accordance with policies established by the Church Board, including the membership records, minutes of business meetings, minutes of board meetings, and the official seal of the church. The Corporate Secretary shall together with the Pastor sign church documents and affix the official seal, and shall perform such other functions as are customary to the office of Corporate Secretary and as may be directed by the Church Board, and any other clerical work necessary to the proper discharge of assigned duties.

E. **The Corporate Treasurer** - The Corporate Treasurer shall be responsible to supervise the financial matters of the church according to policies established by the Church Board. The Corporate Treasurer shall ensure that all funds are received, counted, deposited (in the name of the church), receipted, disbursed, accounted, and reported according to generally accepted accounting procedures and best practices. The Corporate Treasurer shall make financial reports, including a Balance Sheet and Income-Expense Report, to the Church Board at its monthly meetings and to the membership at its annual meeting. The Corporate Treasurer shall perform such other functions as are customary to the office of Treasurer and as may be directed by the Church Board, and any other clerical work necessary to the proper discharge of assigned duties.

F. The Church Board

(1) The Church Board shall assist the pastor in prayer, and in the ministry of the ordinances of the church, and shall act in an advisory capacity with the Pastor in all matters pertaining to the spiritual life of the church, and in the business matters of the church, to help ensure that the church fulfills its mission. They shall serve as an Examining Committee in review of applications for membership, and as a principal forum for administration of discipline among the membership of the church. In event of vacancy in offices of both the Pastor (President) and Vice-President, they shall be empowered to provide for their own temporary Chairman from among their own number in order to transact interim church business.

(2) Duties and powers of the Church Board shall be subject to limitations of the foundational articles of this corporation, the provisions of this code of Constitution and Bylaws as it now consists or may be from time to time amended, and the law of the State of California and other places and jurisdictions where local laws might govern or restrict such powers; and,

(3) Without limiting the general powers of the Church Board, they shall have the following specific powers:

(a) With exception of the Pastor and Pastoral Staff, to select and remove all other officers, agents and employees of the church, prescribe such powers and duties, regulations and policies, for them as are not set by these Bylaws, consistent with law, the foundational articles of this corporation, and good business practices, and, as necessary, to require from them appropriate security for faithful service, and to fix compensation of all Pastors, Pastoral Staff, officers, agents and employees of the church; and,

(b) To receive and authorize disbursement of funds; to borrow money and incur indebtedness in the course of business of this church, and for that purpose to cause to be executed and delivered in the name of this corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of indebtedness or securities, subject to pertinent law and regulations, further subject to the provisions of this code of Constitution and Bylaws of this church.

(c) To take and hold as custodians for the use and benefit of the church all of its property, being responsible for the maintenance and cleanliness of same for the use and benefit of this corporation, as necessary and as hereinafter in these Bylaws provided.

G. Employees and Volunteers - Employees and volunteers shall assume and perform duties as are assigned to them, according to respective job description and in compliance with department or program regulations and policies, under direct supervision and authority of their respective department or program supervisor, at all times subject to the superior authority of the Pastor and Church Board.

ARTICLE FIVE - ELECTIONS AND VACANCIES

Section One: The Pastor and Pastoral Staff

A. In event of vacancy in the office of Pastor, the Church Board shall act as a pulpit committee, and after prayerfully seeking to know the mind of God and carefully choosing the best counsel available, shall select a scripturally qualified minister credentialed with the Assemblies of God as a nominee to the office of Pastor, and present this name for the vote of the membership of this church. Any active regular member of this church may suggest to the committee the name of an Assemblies of God minister in this regard. The Board should seek the advice and counsel of the local Presbyter, and Superintendent of District Council in these premises.

B. Election of the Pastor shall be by vote of the membership. The initial elections shall be for a three-year term, unless there be a restrictive ballot stating otherwise, and shall require a two-thirds majority vote by secret ballot of the membership present and voting at the meeting where such election is to be entertained, after a quorum has been established. The succeeding term of office for the Pastor shall be for an indefinite period, and shall require a simple majority vote by secret ballot of the membership present and voting at the meeting where such election is

to be entertained, after a quorum has been established.

C. The Pastoral Staff shall not be elected by the membership of the church. They shall be engaged by a majority vote of the Church Board upon recommendation of the Pastor. In event of resignation or other departure of the Pastor, the members of the Pastoral Staff are expected to submit their respective resignations to the Church Board for the review of the incoming Pastor, in order to allow the incoming Pastor the privilege of selecting his or her own Pastoral Staff. The services of any member of the Pastoral Staff may be terminated by the Pastor, for cause or without cause, on giving 30 days written notice. Any such person may be suspended by the Pastor immediately without notice. There shall be no right of appeal from such termination or suspension.

Section Two: The Church Board

A. Nominating Committee - In ordinary course, candidates for membership on the Church Board shall be nominated by a nominating committee. The nominating committee shall be appointed by the Pastor in consultation with the Church Board, and shall consist of at least five persons, who shall be the Pastor and four church members, not more than two of which shall be members of the Church Board. Any Voting member of this church may submit names to the nominating committee for their consideration up to two weeks prior to the meeting where such elections are to be considered. The names of those serving on the nominating committee shall be properly announced and posted on the church bulletin board at least 30 days prior to such meeting. The nominating committee shall review names submitted for consideration, and may add additional names not submitted, and shall investigate whether such persons are eligible, qualified, and willing to serve, and shall present one or more qualified candidates for each office to the membership for election. The names of the nominees shall also be properly announced and posted at least ten days prior to the meeting where such elections are to be considered. Additional nominations may not be submitted from the floor.

B. Members of the Church Board shall be elected by the membership, initially for staggered terms of one year, two years and three years, and upon expiration of these initial terms, their successors shall be elected to serve for three -year terms. All such elections shall be by simple majority, by secret ballot. Church Board members may succeed themselves for a second term only. After a second term they must retire for at least one year before serving again, unless there are no other qualified candidates.

C. Vacancies on the Church Board shall be filled by a vote of the majority of the remaining members of the Church Board. The successors shall serve for the unexpired term of their predecessors. Should the number of members of the Church Board fall below one-half of that number required by the Constitution and Bylaws, the remaining Church Board members shall call a Special Meeting of the membership for the purpose of filling these vacancies by the membership electoral process, as defined herein.

Section Three: Vice-President

The Vice-President shall be elected by the Church Board from among its own members, at the first meeting of the Church Board following the Annual Business Meeting, by a simple majority, on secret ballot. The term of office of the Vice-President shall be one year, and he or she may succeed themselves in such office for the duration of their service as a member of the Church Board.

Section Four: Corporate Secretary and Treasurer

The Corporate Secretary and the Treasurer shall be elected by the Church Board from among its own members, at the first meeting of the Church Board following the Annual Business Meeting, by a simple majority, on secret ballot, for terms of office of one year, and they may succeed themselves in such offices for the duration of respective service on the Church Board. These offices may be held by separate individuals, or one person may be elected to hold both offices of Corporate Secretary and Treasurer at the same time.

Section Five: Vacancies

A. The Pastor

(1) If the Pastor has been called for a definite term, the tenure of his office shall end at the expiration of such term, or it may be terminated in manner provided in the paragraph following. Re-election of the Pastor shall

be in accordance with provisions found elsewhere in these Bylaws.

(2) If a Pastor ceases to qualify as provided by either the Constitution or Bylaws of this church, or when his or her ministry ceases to be effective, or if good and sufficient cause exists to render his or her ministry unacceptable, or if other serious charges are preferred against him or her, power is vested in the Church Board at any time to ask for his or her resignation. If such request for his or her resignation is by him or her refused or ignored, the office of Pastor shall not be considered vacant until the action of the Church Board has been confirmed by vote of the regular membership. In order to terminate a Pastor before the end of his or her term, it shall require a majority vote of the active regular membership of the church present and voting at a Special Business Meeting of the membership duly called for that purpose, after a quorum is established, by secret ballot, the effect of which is to terminate the Pastor and create a vacancy in such office. Such a meeting called concerning status or termination of the Pastor should be presided over by an official representative of the District Council. In event the Pastor is so removed from office, a written report of such action shall be signed by at least two officers of the church and sent to the office of the Superintendent of District Council. The Pastor must have and maintain current ministerial credentials with the Assemblies of God, and in event such ministerial credentials are withdrawn by District Council or General Council, the Pastor's term is then immediately terminated. In event such ministerial credentials are restricted or suspended by action of District Council, District Superintendent or Presbytery, the Pastor's authority and duties within this local church shall be deemed likewise restricted or suspended, accordingly.

(3) In event of vacancy in the office of Pastor of this church, the Church Board shall arrange for others to minister to the congregation for the duration of such vacancy.

B. Other Officers and Directors

(1) Any other office of service in the church may be declared vacant by an act of simple majority of the active regular membership or action of the Church Board at any of its regular or special meetings.

(2) A Member of the Church Board or any other officer of this church may be removed from office before the end of his or her term, for cause or without cause, by a majority vote of the membership or the Church Board. In the event that the Board Member desires to appeal such removal, the individual may appeal for binding arbitration according to Article XI, Section 2. Grounds for cause in declaring vacancy in such office may be any of the following: (a) Unscriptural conduct; (b) Departure from the Tenets of Faith; (c) Contentious or uncooperative spirit; (d) Abandonment or failure to fulfill the responsibilities of the office; (e) Incompetence in office; (f) Any other good and sufficient cause.

ARTICLE SIX - MEETINGS

Section One: Meetings of the Church Board

A. Place of Regular and Special Meetings

(1) Regular or Special Meetings of the Church Board may be held at the principal office of this church, or at any other reasonable place designated by Resolution or consensus of the Church Board.

B. Frequency of Regular Meetings of the Church Board

The Church Board should meet monthly or more frequently as need may require. The frequency of Church Board meetings may be fixed by resolution of the Church Board, or be as called by the Pastor or a majority of members of the Church Board.

C. Call, Time and Notice of Special Meetings of the Church Board

(1) Special Meetings of the Church Board, for any purpose, may be called by the Pastor or a majority of the members of the Church Board. Every member of the Church Board must be notified in advance of such Special Meeting, to allow reasonable opportunity to attend and participate.

(2) In emergency situations, Church Board meetings via telephone conference call shall be permitted, and

record of any action taken entered into the minutes of the next meeting of the Church Board.

D. **Quorum** for any meeting of the Church Board shall consist of at least a simple majority of the then current membership of the Church Board.

E. **Agenda**

The senior pastor is responsible for preparing the agenda for all regular and special called board meetings. In the event of the pastor's absence, the board's actions must be restricted to the senior pastor approved agenda or an agenda approved by a District Executive Officer.

Section Two: Business Meetings of the Membership

A. **Annual Business Meetings** of the membership of this church shall be held at a date to be fixed by the Church Board, to take place during the month of _____ each year, at which time reports shall be given and the election of officers and directors shall take place, and as hereinafter in these Bylaws provided.

B. **Special Business Meetings** of the membership of this church may be held as need arises, to conduct or implement the business of the church, and for other reasons mentioned elsewhere in this Constitution and Bylaws to be called by the Pastor or a majority of the Church Board, or by initiative of the membership, or by call of the District Superintendent of the District Council, duly noticed and held as hereinafter in these Bylaws provided.

C. **Right of Initiative Reserved to Voting Members:** Special Business Meetings of the membership may also be demanded by petition of not less than twenty percent of the Voting membership of the church. Such initiative petition shall be in writing and duly signed by those members requesting such meeting, and received by the Pastor or the Corporate Secretary of the church, whereupon the Church Board shall call and fix a date for such Special Business Meeting to be held within 60 days thereafter, with due notice thereof being given as hereinafter in these Bylaws provided. Any initiative petitions relating to status of the Pastor shall be directed to the District Superintendent of the District Council, who shall arrange for a Special Business Meeting of the Membership to entertain that issue. There shall be not more than two Special Business Meetings of the membership called upon initiative of the membership in any one year.

D. **Notice** of such Business Meetings of the membership shall be given by stating the time, place and purpose of the meeting in a public announcement at the church sanctuary on two Sundays prior to the meeting and by written announcement to the active regular members of the church, via ordinary mail sent to their address of record on file with the church, at least ten days prior to the time set for such meeting, which written notice shall be the responsibility of and so sent by the Corporate Secretary.

E. **Voting Constituency** at any Annual Business Meeting or Special Business Meeting of the membership shall consist of all current Voting members of the church, who are in attendance at such meeting.

F. **Quorum** for any Annual Business Meeting or Special Business Meeting of the membership of this church is established by the presence of at least 33% of the Voting membership of this church.

G. **Proxy voting and absentee balloting** shall not be allowed in conduct of business at any meeting of the membership, nor any sort of representation of absentees for purpose of establishing a quorum.

H. **Order of Business** for the Annual Business Meeting of the membership of this church shall include the following:

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|---------------------------------|--|
| 1. Prayer and Devotional | 2. Reading of Minutes |
| 3. Pastor's Report | 4. Corporate Secretary's Roster and Report |
| 5. Corporate Treasurer's Report | 6. Unfinished Business |
| 7. Election of Officers | 8. New Business |
| 9. Adjournment | |

Section Three: Public Worship and Programs

- A. Regular meetings for public worship and evangelism shall be held weekly as determined by the Pastor in consultation with the Church Board.
- B. Special meetings for public worship, evangelism, and other purposes, may be called by the Pastor.
- C. All persons willing to peacefully assemble for purposes of worship or attendance at or participation in church programs shall be welcome to attend, subject to such reasonable restrictions or regulations as shall be made by the Pastor or fixed by the Church Board.

ARTICLE SEVEN - COMMITTEES, DEPARTMENTS AND PROGRAMS

Section One: Committees

A. Standing Committees

The Church Board may appoint Standing Committees for the conduct of particular business of the church, by special resolution entered into the minutes of their meetings, fixing responsibilities and powers of such committees, their duration, composition and regulation; and, the Pastor shall serve ex-officio on all such committees. The Chairman of each such committee shall be designated by the Church Board, and such Chairman shall set the time and place of meetings of his or her particular committee and the agenda for business to be then and there conducted. Persons so appointed shall be selected from among the Voting membership.

B. Special Committees

The Pastor may appoint Special Committees, subject to approval of the Church Board, for inquiry and counsel as is necessary, convenient or expedient for the mission and purposes of the church, serving at pleasure and direction of the Church Board, under supervision of the Pastor.

Section Two: Departments and Programs

There may be departments and programs created by the Church Board to function as distinct ministries of the church, under regulations set or approved by the Church Board, all of which shall be under the direct supervision of the Pastor, which departments and programs shall have names, functions and responsibilities as set by the Church Board. All adults volunteering to serve activities involving minor children must complete an application and undergo a background screening and be approved by the pastor to participate. Among the departments and programs to be established and functioning within the church shall be the following:

A. Sunday School/Christian Education: The church shall have a Sunday School/Christian Education Department, for teaching and training of groups identified by age or special interest. The Church Board may by its special resolution determine that this Department shall be under direction of a Superintendent/Director, selected and appointed by, and responsible to, the Church Board. However, this Department and its leadership shall at all times be under the authority and direct supervision of the Pastor.

B. Auxiliary Departments and Programs: The church may establish other and auxiliary departments and programs as the Church Board deems necessary or convenient, to conduct or promote the business and purposes of the church, created by special resolution of the Church Board, all of which shall be under the supervision of the Pastor. Priority should be given to establishment of departments and programs as are common to churches of the Assemblies of God, including Youth Ministries, Men's Ministries, Women's Ministries, Ministry of Music, Royal Rangers, Missionettes, etc.

ARTICLE EIGHT - EDUCATION DEPARTMENTS - NONDISCRIMINATION POLICY

Educational departments may be established within this corporation, by special resolution of and under direct administration or supervision of the Church Board, having name or names assigned to such departments, and officers and subordinate administrators for the conduct of their respective business, as the Church Board shall authorize by such special resolutions, for the operation of pre-school, grammar school and high school or other educational

programs; and, there shall be a policy of nondiscrimination within these departments, admitting students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the schools. This corporation shall not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarship or loan programs, or athletic and other school-administered programs.

ARTICLE NINE - REAL PROPERTY, CHURCH CAMPUS AND FACILITIES

Section One: Title to Real Property

Title to all real property belonging to this church shall be deeded to the church in its official corporate name, or held in trust by District Council, subject to provisions of this Constitution and Bylaws.

Section Two: Restrictions on Acquisition and Alienation

No real property of this church shall be purchased, taken or otherwise acquired, sold, transferred, mortgaged, leased, assigned, conveyed or otherwise alienated, without the same shall have been first authorized by a two-thirds vote of the Voting members present and voting at an Annual Business Meeting or Special Business Meeting of the membership called for that purpose, at which is a quorum has been established.

Section Three: Unauthorized Activities on Church Property

There shall be no personal crusades or private campaigns, programs, enterprises or activities conducted on the church campus, nor any subtle or open display or distribution of signs, literature or advertisements, unless such shall have been in advance approved by the Pastor. If additional services, campaigns or programs are desired beyond those provided, or should any part of the church campus be desired for use, such services, campaigns, programs or use must first have the approval of the Pastor, and be under the Pastor's general authority and supervision, and his or her approval may be withdrawn at any time without notice, for any reason. In event the church is temporarily without a Pastor, such activities must first have the approval of the Church Board.

Section Four: Regulations and Policies Restricting Access to Church Campus and Facilities

The Pastor and Church Board are authorized to establish and maintain rules, regulations and policies regarding activities taking place on the church campus and facilities, including restrictions upon or exclusions of individuals or groups. The church campus and facilities are private and considered to be Holy Ground, and this church reserves the right to restrict the movements of any person on the church campus and facilities, or to exclude or expel any person or group from same, at any time, for any reason.

ARTICLE TEN - FINANCE, RESOURCES AND DISBURSEMENTS

Section One: Financial Resources

This church shall be financed according to Scriptural methods, through gifts, donations, tithes and offerings of the members and friends of the church (Mal. 3:10; Matt. 23:23; Heb. 7:4-9), and income and revenue from all other lawful sources.

Section Two: Budget and Disbursements, Financial Review

The Church Board shall have general authority and supervision in all financial matters in every department and program within the church, and shall establish an annual operating budget for the church, and shall determine and authorize payment of all debts of the church, including salaries for employees, and to make adjustments they deem necessary or expedient. The Church Board shall review the income and expense activities of the Church at its regular meetings and shall provide for the membership a Balance Sheet and Income-Expense Report at the annual Business Meeting. From time to time, the Church Board may arrange for a financial review by an outside party to be conducted on all church accounts under control of the Corporate Treasurer.

Section Three: Compensation of Pastor and Staff

The Church Board, in consultation with the Pastor, shall review the Pastor's salary annually in order to provide an adequate income to meet changes in cost of living, and shall be given regular and adequate financial support

from the funds of the church, including housing allowance, health insurance, and reimbursements, to be paid in amounts and at such intervals as may be fixed by the Church Board, in accordance with law and ability of the church. The church shall make additional retirement contributions equal to at least 5% of the Pastor's salary to Minister's Benefit Association in the Pastor's name. The Pastor should be given at least two weeks vacation with pay after his or her first year of service to the church. Employees and Pastoral Staff should be reasonably compensated and given paid vacations after their first year of service to the church.

Section Four: Reimbursements

The Church Board should provide reimbursement for all authorized expenses incurred by the Pastor and other employees, volunteers and representatives of the church, including delegates to District Council and General Council conventions, in the course of their duties and services for the church.

Section Five: Compensation of Church Board

The members of the Church Board shall not receive compensation for their services or their time involved in meetings of the Church Board. There shall, however, be reimbursement for expenses incurred on behalf of the church or in the course of the church business.

Section Six: Restrictions on Expenditures

Any single transaction or project that contemplates an expenditure or debt in excess of a sum equal to ten percent (10%) of the annual general fund budget must first have approval of the membership. Approval of the membership in this regard shall require a two-thirds affirmative vote to authorize such expenditure.

Section Seven: Stewardship and Miscellaneous Special Offerings

The church shall solicit and receive from the congregation and membership regular missions offerings, the receipts of which, without delay, should be sent to the appropriate department of the Assemblies of God. This church shall also cooperate with and support the Assemblies of God by contributing a minimum of 1% of its general (unrestricted) tithing revenue to District Ministries and other projects of the District Council and the General Council's Fellowship Partners Offering according to its ability.

ARTICLE ELEVEN - RESOLUTION AND ARBITRATION OF DISPUTES

It is the policy and standard of this church to avoid conflicts involving hostile confrontations and judicial proceedings in secular courts, and to resolve disputes in the way provided by the Scriptures, and in manner following:

Section One: Disputes between Individuals

A. Grievances or disputes between individual members of this church, or involving a member of this church, shall be first negotiated between the disputants in good faith and Christian deportment. For failure of satisfactory negotiation between them, the matter should be then submitted to the Pastor for mediation or decision. If the Pastor is unable to resolve the matter between the parties, at request of either or any of them, the matter shall be heard before the Church Board, or a panel of spiritually qualified people chosen by the Church Board (hereinafter referred to as the Panel) with both parties being given equal opportunity to present their respective positions to the Panel.

B. In event the matter is taken beyond mediation with the Pastor, the Church Board shall fix such reasonable rules and procedural guidelines as they deem just and proper for the parties to present their respective positions before the Panel, so that good manners, propriety and prudence be preserved. Each party should be allowed to have the assistance of a layperson from the membership to assist in presentation of respective positions. In matters resolved by the Church Board without further action, same shall be treated as privileged, and any record of such proceedings shall be sealed and not available to any third party or otherwise except upon written mutual consent of the disputants. These proceedings are binding arbitration, and there shall be no other remedy between the parties beyond those herein provided. It is intended that these provisions will resolve misunderstandings and help to quiet personal grievances, so to promote peace and harmony within the church. Domestic relations matters or disputes between immediate family members should not be entertained beyond mediation through the Pastor. It is not

contemplated that these procedures apply to legitimate claims for physical injuries, or in lieu of civil remedies arising out of accidents.

Section Two: Disputes between Individuals or Factions and the Church or Church Board

A. Disputes involving individuals or factions within or outside the church against the Church Board or the entire membership of the church, or the church corporation, shall be resolved by binding arbitration. Requests for arbitration shall be submitted to the District Superintendent.

B. The forum for arbitration of disputes concerned in this Section is the District Council; and, the arbitration panel shall be comprised of three disinterested persons, which three persons shall be appointed by the District Superintendent, preferably from among the District Council Executive Officers and/or the Presbytery.

C. The arbitration panel shall set a time and place for hearing of the dispute between the parties, with proper notice and opportunity for each to be heard and present their respective positions, and shall fix reasonable procedural guidelines for presentation thereof by the parties, as the panel deems just, proper and fair. The determination and award, or other disposition made by the panel of arbitrators, shall be final and conclusive, and binding upon the parties, from which there shall be no appeal.

Section Three: Disputes between Factions and the District Council

Disputes and grievances by this church or any minister, member or faction within this church against the District Council or otherwise adversely affecting the District Council shall be resolved by binding arbitration, by submitting same to the General Secretary of The General Council of the Assemblies of God, Springfield, Missouri, for resolution according to such rules and regulations as they may set, and in accordance with the Bylaws of the General Council, as such Bylaws are now or from time to time may be amended. The determination made by the General Secretary or the General Secretary's designees shall be final and binding between the parties, from which there shall be no appeal.

Section Four: Alternative Resolution

In event the District Superintendent or General Secretary cannot resolve the disagreements, or is unwilling or unable to appoint a panel to hear and determine the matters in dispute, as indicated in Section Two and Section Three above, the matter shall be heard before an arbitration panel selected as follows: each disputant faction shall select a single arbitrator, and the arbitrators together shall then select a single separate and wholly neutral arbitrator to serve on the arbitration panel. In event such arbitrators are unable to agree upon the neutral arbitrator, then such third arbitrator shall be determined under procedures provided in the Uniform Arbitration Act. All persons serving on such arbitration panel must be practicing born-again Christians. The arbitration panel shall set a time and place for hearing of the dispute between the parties, with proper notice and opportunity for each to be heard and present their respective positions, and shall fix reasonable procedural guidelines for presentation thereof by the parties, as the panel deems just, proper and fair. A final determination and award may be made by decision of any two of such arbitrators.

ARTICLE TWELVE - AMENDMENTS

Amendments to these Bylaws may be made only by vote of the Voting members at a regular Annual Business Meeting, or at a Special Business Meeting of the membership of this church specially called for that purpose, provided that such Business Meeting has been duly called and noticed as provided elsewhere in these Bylaws. The proposed amendment text shall be publicly posted in a conspicuous place within view of attendees at the church sanctuary, and sent by mail to each Voting member at his or her address of record, at least ten days prior to such Business Meeting at which the amendment is to be considered. Amendments to these Bylaws shall require a two-thirds vote of those Voting-members present and voting at such Business Meeting, after a quorum is established.

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CERTIFICATE OF ADOPTION OF CONSTITUTION & BYLAWS BY MEMBERSHIP:

THIS IS TO CERTIFY:

That I am the duly elected, qualified and serving Corporate Secretary of

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and that the above and foregoing code of Constitution & Bylaws was submitted to the Membership and was ratified and adopted as the Constitution and Bylaws of the corporation by the required vote of Membership entitled to exercise the voting power of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal this date:

Corporate Secretary