

# Church of God Association of Northern California

## BYLAWS

### ARTICLE 1 – NAME

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- 1.1 The name of this body is CHURCH OF GOD ASSOCIATION OF NORTHERN CALIFORNIA, a nonprofit Corporation, to govern and facilitate its business activities and to meet the requirements of the Civil Code of the State of California
- 1.2 The present location of business is at 1918 Sherwood Avenue, Modesto, California 95350-3149.

### ARTICLE 2 – DEFINITIONS

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- 2.1 **Association** – the Church of God Association of Northern California
- 2.2 **Council** – the Leadership Council (Board of Directors) of the *Association*
- 2.3 **Church of God** – the Church of God (Anderson, Indiana)
- 2.4 **COG Ministries** – Church of God Ministries, Inc. (Anderson, Indiana). The legal arm of the General Assembly of the Church of God.
- 2.5 **Diamond Arrow** - Diamond Arrow Christian Conference Center, Nevada City, California, a ministry of the Association.

### ARTICLE 3 – PURPOSE & MISSION

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- 3.1 The purpose of the *Association* is to conduct business necessary to its mission as a regional association of congregations of the *Church of God*.
- 3.2 The mission of the *Association* is:
  - 3.2.1 To provide assistance to congregations and pastors within its region and to be a resource to support local congregations in the fulfillment of their vision and mission.

3.2.2 To create and maintain ministries that will strengthen, supplement, and promote local congregations of the Church of God with the region.

3.2.3 To inspire commitment to the teachings, mission, and faith of the theological perspectives of the *Church of God*.

3.2.4 To promote unity and provide opportunities for joint worship, fellowship and education.

3.2.5 To provide support for the development of healthy congregations in the region, with a vision for every believer and congregation to fulfill the mandate of the Great Commission (Matthew 28:16-20), the Great Commandment (Matthew 22:36-40), and the teachings of Jesus Christ.

## **ARTICLE 4 – AREA OF RESPONSIBILITY**

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4.1 The geographic area of the *Association's* responsibility shall include the state of California north of a line running east and west, from the Monterey Peninsula, and Merced, north to the Oregon border; the northern portion of the state of Nevada; and Hawaii. The *Association* is also assigned the territory of Guam with regard to oversight of ministerial and congregational Credentialing.

## **ARTICLE 5 – MEMBERSHIP**

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5.1 Members of the *Association* with voting privileges shall be:

5.1.1 All ministers credentialed by the *Church of God*, in good standing, currently registered with *COG Ministries* within our Area of Responsibility (Article 4.1) who meet the following qualifications:

- Ministers engaged in ministry with approved *Church of God* congregations.
- Ecumenical ministers serving who maintain relationship with the *Association*.
- Retired ministers who maintain relationship with the *Association*.

5.1.2 The Regional Pastor and Officers.

5.1.3 Lay Delegates, 18 years of age or older, from each congregation of the *Church of God*, in good standing, currently registered with *COG Ministries* within our Area of Responsibility (Article 4.1).

5.1.3.1 The number of Lay Delegates shall be determined by average Sunday worship attendance as noted in the current *Church of God Yearbook* as follows:

300 or less – Two delegates  
301 or more – Three delegates

- 5.1.3.1 Each affiliated congregation is responsible to annually certify the names and contact information including mailing and email addresses, phone number(s) of their lay delegates with the *Association* office, and to update such information as necessary.
- 5.2 The above definitions governing membership shall apply to business meetings only, and shall not affect in any manner the religious standing, rights, and privileges of either ministers or laypersons.

## **ARTICLE 6 – OFFICERS**

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- 6.1 The officers of the *Association* shall be the Chairperson, Vice-Chairperson, Regional Pastor, Secretary and Treasurer of the Council.
- 6.2 Selection of Officers
  - 6.2.1 The Chairperson shall be selected by the Council each year, at its first meeting following the annual *Association* meeting, from among its members.
  - 6.2.2 The Regional Pastor shall serve in concert with the *Council* by virtue of the office and shall be ratified by the *Association* (Article 7.3.1) prior to his/her assuming office.
  - 6.2.3 The Vice-Chairperson shall be selected by the Council each year, at its first meeting following the annual *Association* meeting, from among its members.
  - 6.2.4 The Secretary shall be selected by the Council each year, at its first meeting following the annual *Association* meeting, from among its members.
  - 6.2.5 The Treasurer shall be appointed annually by the *Council*. The Treasurer shall serve as an ex-officio member of the Council and shall serve as a financial consultant to the Council.
- 6.3 Duties of Officers
  - 6.3.1 Chairperson of the *Council*
    - 6.3.1.1 Shall serve as the Chairperson for the *Council* and the annual and special meetings of the *Association*.
    - 6.3.1.2 Shall manage the affairs of the *Council* under the general direction of the *Council*.

- 6.3.1.3 Shall be accountable to the *Council* for the proper conduct of business according to the policies established by the *Council*.
- 6.3.1.4 Shall represent the *Association* when requested or necessary.
- 6.3.1.5 Shall sign legal documents as instructed by the *Council*.
- 6.3.1.6 Shall serve as an ex-officio member of any team or committee reporting to the *Council*.
- 6.3.2 Vice-Chairperson of the *Council*
  - 6.3.2.1 Shall serve in the absence of the Chairperson of the *Council*.
  - 6.3.2.2 Shall carry out all of the duties of the Chairperson as outlined in Article 6.3.1.
- 6.3.3 Regional Pastor
  - 6.3.3.1 Shall serve as Primary Vision Caster for the *Association* and exercise supervision, direction, and control over the daily operations of the *Association* ministries and affairs.
  - 6.3.3.2 Shall serve as President and Chief Executive Officer of the corporation.
  - 6.3.3.3 Shall sign legal documents as instructed by the *Council*.
  - 6.3.3.4 Shall provide for a quarterly report of the organization's work to the *Council* and an annual report at the annual *Association* business meeting.
  - 6.3.3.5 Shall actively build relationships with *Association* pastors and congregations: assessing felt needs, networking, routinely communicating joys, sorrows, celebrations, challenges, needs, opportunities to serve.
- 6.3.4 Secretary
  - 6.3.4.1 Shall keep or cause to be kept accurate minutes of all meetings, proceedings, and actions of the *Council*, the annual business meeting, and all special meetings of the *Association*.
  - 6.3.4.2 Shall give notice of all meetings to the members of the *Council* in a manner consistent with the Bylaws and with the policies and procedures of the *Association*.
- 6.3.5 Treasurer
  - 6.3.5.1 Shall attend *Council* meetings at the request of the Regional Pastor or *Council* Chair.

- 6.3.5.2 Shall serve as a consultant to provide information, insight and make recommendations regarding the financial situation of the Association.

## **ARTICLE 7 – REGIONAL PASTOR**

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- 7.1 The *Council* shall appoint a Regional Pastor to support the Purpose and Mission and oversee the business duties of the *Association*. The Regional Pastor shall hold that office at the pleasure of the *Council* and the *Association* membership or until he/she resigns the office.
- 7.2 Duties of the Regional Pastor
  - 7.2.1 The Regional Pastor provides a ministry presence through vision-casting, leadership mentoring and consultation to local pastors via the *Council* and through visitation to the congregations within the District.
  - 7.2.2 The Regional Pastor shall be accountable to the *Council* and to the *Association* for the proper and legal conduct of the business of the *Association* according to the policies established by the *Council*, and shall provide monthly financial reports to the *Council*.
  - 7.2.3 The Regional Pastor shall be responsible for the organization of the work of the *Association* and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the *Association* Policy Manual.
  - 7.2.4 The Regional Pastor shall serve as ex-officio, voting member of the *Council*, all committees, and other appointed entities.
- 7.3 Selection or Removal
  - 7.3.1 The selection of the Regional Pastor shall require an affirmative vote of two-thirds (2/3) of the voting membership at a regular or special meeting of the *Association* called for that purpose.
  - 7.3.2 The removal of the Regional Pastor shall require the affirmative vote of two-thirds (2/3) of the voting membership at a regular or special meeting of the *Association* called for that purpose.

## **ARTICLE 8 – LEADERSHIP COUNCIL**

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- 8.1 Membership
  - 8.1.1 The *Council* shall be comprised of at least seven persons ratified by the *Association* in its annual business meeting.

- 8.1.2 The *Council* shall consist of the chairpersons of each standing committee and at least four members-at-large.
- 8.1.3 The *Council* members shall be ratified on a balanced rotation basis for a term of three years.
- 8.1.4 At-large members shall be selected on the basis of gifts, skills, and experience being comprised of at least two (2) licensed or ordained pastors and at least two (2) lay persons from approved *Church of God* congregations, who are in good standing with their local congregation. Attempts will be made to reflect the gender, geographic, cultural and ethnic diversity of the *Church of God* in the region.

## 8.2 Duties and Responsibilities

- 8.2.1 The *Council* will provide broad parameters, resources, and sound financial management for the accomplishments of the *Association* mission, and:
  - 8.2.1.1 Transact any business as may be referred to the *Council* at an annual or special called meeting of the *Association*.
  - 8.2.1.2 Hire, supervise, receive the resignation of, or recommend the termination of the Regional Pastor (See Article 7) and appoint an Interim or Acting Regional Pastor when the position becomes vacant.
  - 8.2.1.3 Adopt, amend and repeal *Association* policies and procedures as found in the *Association* Policy Manual. Create clear measurable expectations, evaluation and feedback process, evaluation tools, and guidelines for annual assessment of Regional Pastor and of Council members.
  - 8.2.1.4 Assist, encourage and support the accomplishment of the *Association* mission including, but not limited to prayers, counsel, facilitating, promoting, letter writing, phone calls.
  - 8.2.1.5 Work with the Regional Pastor in the preparation of the annual budget to then be presented to the *Association* for ratification.
  - 8.2.1.6 Receive and review reports from *Association* teams, task forces and committees.
  - 8.2.1.7 Authorize any and all fund campaigns.
  - 8.2.1.8 Fill any vacancies on the *Council*, when they occur, maintaining any policy pertaining to representation.
  - 8.2.1.9 Maintain oversight of property of every kind owned by the *Association* and transact any business as may be referred to the *Council* at the annual *Association* meeting or special meeting

and any other business as may properly come before the Council.

8.2.2 The Council, on behalf of the Association, shall appoint the chairpersons for each respective committee. (See Article 10.1)

### 8.3 Terms of Office

8.3.1 Ratified members of the Council shall hold office for three (3) years or until their successors are ratified, or until they resign or are removed. No person shall be nominated for membership on the Board who has served as a member for two (2) consecutive full or partial terms until a period of at least one year has elapsed.

### 8.4 Meetings

8.4.1 The Council shall meet each calendar quarter unless the Chairperson and Regional Pastor agree there is insufficient business to be conducted to warrant a meeting. One such quarterly meeting may coincide with the annual Association business meeting.

8.4.2 Written notice, using either traditional mail or email, of a Council meeting shall be issued fourteen (14) days in advance of the scheduled meeting.

8.4.3 A quorum for meetings of the Council shall be a simple majority of the members.

8.4.4 Any decision ordered by a simple majority of the Council present at a duly called meeting when a quorum is present is an act of the Council. The members present at a duly called meeting when a quorum is present may continue to transact business until adjournment, even if the number of members has withdrawn to leave less than a quorum, if any decision is approved by at least a majority of the Council members who remain, this will constitute a quorum.

8.4.5 Special meetings may be called by the Chairperson of the Council or the Regional Pastor or upon petition to the Chairperson by three (3) of the members of the Council. Notice of special meetings called will be given in compliance with Article 8.4.42, with the proposed business of the meeting to be stated in the announcement.

8.4.6 Telephonic and electronic devices shall be permitted for meetings with at least a five (5) day notice of the time of meeting, with the business of the meeting stated in the notice.

### 8.5 Removal, Resignation and Vacancy

8.5.1 Any member may be removed for proper cause (as defined in the current edition of the Credentials Manual of the Church of God) at any time by a

$\frac{2}{3}$  vote of the council. Any member may resign at any time by giving written notice to the Chairperson of the *Council* or the Secretary.

8.5.2 Any resignation shall take effect at the date of receipt of said notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

8.5.3 Upon notice of a vacancy, the *Council* shall appoint an individual, from among the pool of qualified individuals as defined in Article 5 to serve in that position until the next annual business meeting, at which time the Council shall submit a name to be ratified for the unexpired term.

8.6 Serve as the Nominating Committee. The *Council* shall annually serve as the Nominating Committee of the Association. In this capacity they shall:

8.6.1 Nominate persons to fill vacancies of the Council and all standing committees of the Association. This committee shall take into consideration candidates who adequately represent the constituency served by the Association (See Article 4) and Association and Council Membership guidelines in Articles 5 and 8.

8.6.2 Prior to the annual business meeting of the Association,

a) Fully explain to potential candidates their duties and responsibilities of the position for which they are being nominated.

b) Obtain from each candidate a written consent to place their name for ratification.

c) Prepare a list of candidates to be ratified to fill vacant positions.

8.6.3 Ensure that the attendance at *Council* meetings is monitored.

8.6.4 Act accordingly with those members of the *Council* or any standing committee who fail consistent meeting attendance expected of all members and shall make recommendations with respect to such non-attendance.

## **ARTICLE 9 – MEETINGS**

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9.1 The Association will meet in its annual business meeting on the first Saturday of November of each year at a specific place to be determined by the Regional Pastor and the *Council*. All business shall be conducted during the annual



business meeting. Notification of the annual business meeting shall be provided to each congregation at least thirty (30) days prior to the meeting date.

- 9.2 Special meetings shall be scheduled at the request of the *Council*, the Regional Pastor, or upon a written request signed by one-third (1/3) of the voting membership. A ten (10) day written notice stating the business to be considered, the meeting's time and location shall be given to each congregation and every registered voting member.
- 9.3 All meetings of the voting membership shall be conducted according to parliamentary procedures as directed by the most recent revision of Robert's Rules of Order. A Parliamentarian shall be appointed by the Chairperson for each called meeting.

## **ARTICLE 10 – COMMITTEES**

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- 10.1 The *Association* and the Regional Pastor shall maintain at least three (3) standing committees – Pastoral Ministries, Congregational Ministries, and Diamond Arrow. The *Council*, on behalf of the *Association*, shall appoint the chairpersons for each respective committee.

The *Association* may establish ad hoc committees or ministry teams consisting of no less than three (3) members to delegate such portions of their authority as they may desire with the exception of the hiring or termination of employment of the Regional Pastor; amending, repealing, or adopting bylaws; or approving any contract or transaction in which the *Association* is a party.

- 10.1.1 Committee members need not be members of the *Council*.
- 10.1.2 Ministry assignments that are appointed, recommended, or delegated to a committee shall function under the direction of the *Association*.
- 10.1.3 Qualifications will be the same as those of the *Council* (See Article 8)
- 10.1.4 Term limitations will be the same as those of the *Council* (See Article 8)
- 10.2 Pastoral Ministries Committee
  - 10.2.1 The Pastoral Ministries Committee serves in the interest of the *Association* and has authority to make credentialing decisions and take appropriate action for the commissioning, licensing and ordaining of ministers in the Church of God; for certifying such ministers; and for certifying congregations and freestanding organizations in the Church of God within their Area of Responsibility.
  - 10.2.2 The Pastoral Ministries Committee exists for/and by the *Association*, as set forth in these bylaws, to consider matters pertaining to qualification,

certification, discipline of prospective ministers and congregations, and to render appropriate judgment and resolution.

- 10.2.3 The Pastoral Ministries Committee serves the Association's pastors, providing resources and opportunities for fellowship, encouragement, training and service.
- 10.2.4 The Pastoral Ministries Committee shall provide support and oversight for the Youth Ministries Team, which annually provides and plans for camps and activities for the youth of the District.
- 10.2.5 The Council shall appoint the Chairperson of this committee for a three-year term. Other Members shall be selected by the Council and ratified by the voting members of the *Association*. The committee shall be comprised of at least four (4) members who are ordained ministers in the Church of God, including the regional Pastoral Ministries Committee Chairperson. All members shall be ratified in a balanced rotation basis for a term of three (3) years.
- 10.2.6 The Pastoral Ministries Committee shall abide by the guidelines of the current edition of the *Credentials Manual of the Church of God*, and all other related and written policies it adopts.

### 10.3 Congregational Ministries Committee

- 10.3.1 The Congregational Ministries Committee exists for/and by the *Association*, as set forth in these bylaws, to provide resources, training, consultation, and encouragement to congregations of the District as they fulfill their mission as outlined in 3.2 of these bylaws.
- 10.3.2 The Council shall appoint the Chairperson of this committee. The committee shall be comprised of the leaders selected by the District's Women's ministry, the District Men's ministry, and three (3) at-large members, of which at least two are ordained ministers in the Church of God. At-large members shall be selected by the Council and ratified by the voting members of the *Association*. At-large members shall be ratified in a balanced rotation basis for a term of three (3) years.

### 10.4 Diamond Arrow Committee

- 10.4.1 Diamond Arrow Christian Conference Center is a ministry of the *Association* translating its mission to its affiliated congregations and the wider public. The Diamond Arrow Committee exists to create camping and outdoor education opportunities for both constituencies; to create and oversee master planning for property utilization; and to assist in promotional and fundraising efforts of its camping programming and properties.

- 10.4.2 The Diamond Arrow Committee shall be comprised of the Diamond Arrow Director, who shall serve as its chairperson, and at least five (5) at-large members selected by the Council and ratified by the voting members of the *Association*.

## **ARTICLE 11 – AFFILIATED MINISTRIES**

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- 11.1 An affiliated ministry shall give evidence of existence as an organization and meet the necessary qualifications for recognition as an affiliated ministry in the *Church of God* as defined by COG Ministries. Hereafter, a ministry seeking affiliation shall make application to and be ratified by the *Council*.
- 11.2 An affiliated ministry shall function under its own bylaws, policy, and procedures. The *Association* does not provide endorsement or legal responsibility over an affiliated ministry; however, financial accountability and proper maintenance and use of bylaws and policy are expected of an affiliated ministry with the *Association*.
- 11.3 Each affiliated ministry shall present reports in writing to the *Council*, at least 60 days prior to the annual business meeting of the *Association*, such reports to be included in materials presented the *Association* members.

## **ARTICLE 12 – AMENDMENTS**

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- 12.1 These bylaws may be amended at any annual or special meeting of the *Association*. Each proposed amendment must be presented to the *Council* not less than ninety (90) days prior to the annual or special meeting at which the proposed amendment is to be considered and acted upon.
- 12.2 A notice of a meeting at which a change of bylaws will be considered shall be presented in writing to members of the *Association* at least forty-five (45) days in advance of such meeting.
- 112.3 An affirmative vote of a two-third (2/3) majority of members present and voting is required for passage of amendments to the bylaws.

## **ARTICLE 13 – INDEMNIFICATION**

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- 13.1 Every *Council* and committee member, or officer of the corporation, or employee and his/her executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:

13.1.1 All costs, charges, damages, and expenses whatsoever that the member or officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him/her, in or about the execution, in good faith of the duties of his/her office or in respect of any such liability.

13.1.2 All other costs, charges, damages, and expenses which the member or officer sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges, or expenses as are occasioned by the member's or officer's own willful neglect or default. The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Association.

## **ARTICLE 14 – PLAN FOR DISSOLUTION**

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14.1 Upon the dissolution of the Association, any assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to an existing exempt organization affiliated with the Church of God which shares like faith, mission, and purpose, which is tax exempt under Internal Revenue Code Section 501(c)(3).

14.2 Such distribution shall be implemented in accordance with the applicable provisions of the laws of the state in which the property exists and the membership of the Association.

This bylaws revision adopted by the Church of God Association of Northern California, Northern Nevada, and Hawaii, by unanimous vote, at their annual Association meeting, November 3, 2018.