



GRACECHURCH

**BYLAWS
of
GRACE CHURCH OF SIMI VALLEY**

*A California Nonprofit
Religious Corporation*

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of
GRACE CHURCH OF SIMI VALLEY**

**Adopted: July 5, 1963
Last Elder Board Revision: May 2, 2019**

Table of Contents

Table of Contents	2
ARTICLE I: Location of Offices.....	3
ARTICLE II: Purpose.....	3
ARTICLE III: Statement of Faith	3
ARTICLE IV: Corporate Membership	5
ARTICLE V: Church Membership.....	5
ARTICLE VI: Elders.....	8
ARTICLE VII: Other Councils and Committees	12
ARTICLE VIII: Officers	13
ARTICLE IX: Ordination, Licensing, and Commissioning.....	15
ARTICLE X: Lead Pastor	15
ARTICLE XI: Settlement of Disputes.....	16
ARTICLE XII: Other Provisions.....	16
ARTICLE XIII: Receipt, Investment, and Disbursement of Funds	17
ARTICLE XIV: Corporate Records and Reports.....	18
ARTICLE XV: Dissolution.....	18

ARTICLE I: Location of Offices

This church shall be called Grace Church of Simi Valley (hereinafter: Grace Church). It is a California nonprofit religious Corporation per the Articles of Incorporation dated July 5, 1963 and last amended December 1, 2017. The church's principle offices are located in Simi Valley, California. This church is autonomous and is subject to no other ecclesiastic body, but it recognizes the privileges of mutual counsel and cooperation with the Charis Fellowship.

ARTICLE II: Purpose

This Corporation is organized for exclusively religious purposes (including charitable purposes common to a pastoral church ministry as defined by Scripture). Grace Church exists to glorify God (Psalm 115:1; 1 Chronicles 16:23-25; Psalm 86:8-12; 1 Corinthians 10:31) by making disciples (Matthew 28:19, 20; 2 Timothy 2:1, 2), equipping them for a life of service (Ephesians 4:11-16; Romans 12:3-8), and shepherding them (1 Peter 5:2, 3; Hebrews 13:17) as they are sent out to proclaim Jesus Christ (Matthew 28:19, 20; Romans 10:14, 15; Colossians 1:27, 28).

ARTICLE III: Statement of Faith

Section 1. Statement of Faith

- (a) BIBLE:** The Word of God, the sixty-six Books of the Old and New Testaments, verbally inspired in all parts and wholly without error as originally given of God (2 Timothy 3:16; 2 Peter 1:21).
- (b) THE ONE TRUE GOD:** Existing eternally as three persons – the Father, Son and Holy Spirit (Luke 3:22; Matthew 28:19; 2 Corinthians 13:14).
- (c) LORD JESUS CHRIST:** His preexistence and deity (John 1:1-3), incarnation by the virgin birth (John 1:14; Matthew 1:18-23), sinless life (Hebrews 4:15), substitutionary death (2 Corinthians 5:21), bodily resurrection (Luke 24:36-43), ascension into heaven and present ministry (Hebrews 4:14-16) and coming again (Acts 1:11).
- (d) HOLY SPIRIT:** His personality (John 16:7-15), deity (Acts 5:3-4) and His work in each believer, baptism and indwelling at the moment of regeneration (1 Corinthians 12:13; Romans 8:9) and filling (Ephesians 5:18) to empower for Christian life and service (Ephesians 3:16; Acts 1:8; Galatians 5:22-23).
- (e) MAN:** The direct image of God, created male and female as determined by God, unchangeable by human intervention (Genesis 1:26-28, 2:18-24); his subsequent fall into sin resulted in spiritual death and the necessity of new birth for his salvation (Genesis 3:1-24; Romans 5:12; John 3:3-5).
- (f) SALVATION:** A complete and eternal salvation by God's grace alone, received as the gift of God through personal faith in the Lord Jesus Christ and His finished work (Ephesians 2:8-9; Titus 3:5-7; 1 Peter 1:18-19).
- (g) CHURCH:** One true Church, the body and bride of Christ (Ephesians 1:22-23, 5:25-32), composed of all true believers of the present age (1 Corinthians 12:12-13) and the organization of its members in local churches for worship, for edification of believers and for worldwide gospel witness, each local church being autonomous but cooperating in fellowship and work (Ephesians 4:11-16). The ordinances, given by the Lord Jesus Christ, should be observed by his church, which are (1) baptism of believers by immersion (Matthew 28:19) and (2) communion (1 Corinthians 11:20-34; John 13:1-20; Matthew 26:17-30; Luke 22:7-23).

- (h) **CHRISTIAN LIFE:** A life of righteousness, good works and separation unto God from the evil ways of the world (Romans 12:1-2), manifested by speaking the truth (James 5:12), maintaining the sanctity of the home (Ephesians 5:22-6:4), settling differences between Christians in accordance with the Word of God (1 Corinthians 6:1-8), not engaging in carnal strife but showing a Christ-like attitude toward all men (Romans 12:17-21), exhibiting the fruit of the Spirit (Galatians 5:22-23) and maintaining a life of prayer (Ephesians 6:18; Philippians 4:6).
- (i) **SEXUAL PURITY:** God's exclusive model for marriage is the uniting of one man and one woman in covenant commitment for a lifetime of godliness and fidelity; marriage provides the framework for intimate companionship, sexual expression according to Biblical standards, the means for procreation, and is God's foundation for the family; all other sexual thoughts and practices are sin and outside of God's revealed will (Genesis 1:27-28, 2:18-25, Leviticus 18:22-24, Proverbs 5:15-23, Matthew 5:27-28, Romans 1: 24-32, 1Corinthians 5:9-13, 6:9-11, Ephesians 5:22-33).
- (j) **SATAN:** his existence and personality as the great adversary of God and His people (Revelation 12:1-10), his judgment (John 12:31) and final doom (Revelation 20:10).
- (k) **SECOND COMING:** The personal, visible and imminent return of Christ to remove His Church from the earth (1 Thessalonians 4:16-17) before the tribulation (1 Thessalonians 1:10; Revelation 3:10) and afterward to descend with the Church to establish His millennial kingdom upon the earth (Revelation 19:11-20:6).
- (l) **FUTURE LIFE:** The conscious existence of the dead (Philippians 1:21-23; Luke 16:19-31), the resurrection of the body (John 5:28-29), the judgment and reward of believers (Romans 14:10-12; 2 Corinthians 5:10), the judgment and condemnation of unbelievers (Revelation 20:11-15), the eternal life of the saved (John 3:16) and the eternal punishment of the lost (Matthew 25:46; Revelation 20:15).

Section 2. Binding

The Statement of Faith is binding upon the Elder Board, the Officers of the corporation, the Church Members, employees, volunteers, and anyone who has placed themselves under the authority of the Elder Board. No activities or events, which are permitted or performed in any facilities owned, rented, or leased by the church or engaged in by any member the Elder Board, the Officers of the corporation, the Church Members, employees, volunteers, or anyone who has placed themselves under the authority of the Elder Board may conflict with the Statement of Faith.

Section 3. Other Decisions

No decisions made by the Elder Board, the Officers of the corporation, the Church Members, employees, volunteers, or anyone who has placed themselves under the authority of the Elder Board may conflict with the Statement of Faith.

Section 4. Final Authority for Matters of Belief and Conduct

The Statement of Faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of Grace Church's faith, doctrine, practice, policy, and discipline, our Elder Board is Grace Church's final interpretive authority on the Bible's meaning and application. The Elder Board, at its own discretion, may issue additional statements which supplement or further clarify the Statement of Faith. Furthermore, the Elder Board may also issue additional statements which explain and interpret the Bible's teaching on issues not discussed in the existing Statement of Faith.

ARTICLE IV: Corporate Membership

Section 1. Corporate Members

The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall only require approval of the Elder Board. All rights which would otherwise vest in the members shall vest in the Elder Board.

Section 2. Members of the Fellowship

Nothing contained in Section 1 of this Article shall be construed to limit the rights of the Corporation to refer to persons associated with the Corporation as 'Church Members' even though such persons are not members of the Corporation, 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 members, 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 V: Church Membership

Section 1. Purpose of the Fellowship

The congregation of Christian believers who have applied for church membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in the Articles of Incorporation and in Article II of these Bylaws.

Section 2. Active Membership

Active church membership in Grace Church shall be open to all persons who confess Christ as their Lord and Savior (Romans 10:9-10), who have been baptized after conversion by immersion (Matthew 28:19-20; Acts 2:41), who choose this church as the local congregation in which to minister (Hebrews 10:25) and who have completed this church's membership procedures.

Section 3. Voting Rights and Privileges

Membership in this church shall not vest in any church member any proprietary rights in the Corporation. Those admitted to the church membership do not constitute a legislative body, nor do they constitute members of the Corporation, and they cannot vote, pass resolutions 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.

Section 4. Applications for Membership

All requests for membership shall be made through the church office. Upon making such a request, the person shall be given an application for membership, along with a copy of the Statement of Faith and a copy of the Bylaws. A Pastor or Elder shall meet with the applicant following receipt of the application. Each applicant shall assent to the Statement of Faith, subscribe to the Bylaws, shall have been baptized as a believer by immersion, and shall testify publically before a duly appointed Committee of the Board, per Article VI, Section 18 of these Bylaws, at a regularly held meeting for prospective Church Members. Any questions about or disagreements with the Statement of Faith or Bylaws must be indicated on the

membership application. A duly appointed Committee of the Elder Board will evaluate these questions or disagreements to determine whether the request for membership will be approved.

Section 5. Denial of Membership

If, upon review of an application for membership or after meeting with a prospective church member, the Board of Elders determines that the applicant does not confess Jesus Christ as his or her Lord and Savior, or that there is a lack of evidence of a godly lifestyle, membership shall be denied. The decision made by the Elder Board shall be final and there shall be no appeal to any court from that decision.

Section 6. Admission of Applicants

Applicants admitted to membership shall, if possible, present themselves at a worship service designated by the Lead Pastor, at which service such applicants shall publically affirm their membership commitment and be publically acknowledged as Church Members.

Section 7. Responsibilities of Members

Church Members shall seek to exercise their spiritual gifts and the resources which the Lord has entrusted to them for the mutual benefit of all the church body (Ephesians 5:16, Romans 12:1-2; II Corinthians (9:6-7) and shall submit to the loving rule of the Elder Board (Hebrews 3:17).

Section 8. Church Discipline

- (a)** The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (I Corinthians 5:6), to edify believers by deterring sin (I Timothy 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).
- (b)** Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Elder Board, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however, (1) 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. If the erring individual does not heed this warning, then (2) the warning church 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. If the erring individual still refused to heed this warning, then (3) it shall be brought to the attention of the Elder Board. If the Elder Board determines—after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and I Timothy 5:19—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 Elder Board shall inform the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then (4) he or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Elder Board, then he or she

shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

- (c) Notwithstanding the foregoing, the Elder Board in the exercise of their discretion may proceed directly to the third stage of church discipline, (i.e. the informing of the church and the congregation thereof at a regularly scheduled worship service 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 (I Cor. 5:1-5);
 - ii. Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Elder Board, then chosen to disregard the direction and reproof of the Elder Board (Romans 16:17); or
 - iii. Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).
- (d) 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 of this church who are under discipline by the church, as defined in the previous paragraphs, forfeit and waive the right to resign from this church. Resignations from membership are possible only by Church Members who are in good standing and who are not under any disciplinary action.
- (e) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elder Board (or a duly constituted subcommittee thereof), a church member, non-member regular attender, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is 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.
- (f) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elder Board, the names of any Church Members who have not attended a worship service, equipping class, or shepherding group meeting at Grace Church for a period of six months or longer may be removed from the membership rolls.

Section 9. Resignation of Membership

A member, who is in good standing, may be removed from the membership rolls by his or her own written request. Members who are under discipline of the church forfeit their right to resignation per Article V, Section 8, Subsection (d) of these Bylaws.

Section 10. Special Meetings

Special meetings of the Church Members may be called at any time by order of the Lead Pastor or the Chairman of the Elder Board, or by a quorum of the members of the Elder Board.

Section 11. Notice of Meetings

Notice of special meetings 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.

ARTICLE VI: Elders

Section 1. Authority Structure

- (a) **Jesus Christ.** The Head of this Church is the Lord Jesus Christ. His authority is given by God the Father and articulated in the Word of God (Colossians 1:18; Ephesians 1:22 and 5:23).
- (b) **God's Word.** The Bible, God's written inspired Word, is the expressed will of the Lord Jesus Christ (II Timothy 3:16-17). The commandments of God supersede all human government (Acts 5:29). God's perfect and complete written Word cannot be amended (Rev. 22:18-19).
- (c) **Elder Board.** The Elders are men of God called by the Holy Spirit, and acknowledged by the members of Grace Church, as the highest human authority to govern and shepherd this church, according to the will of God as given in His Word.

Section 2. Powers

Subject to the limitations of the Articles of Incorporation and these Bylaws and of pertinent restrictions of the Corporation Code of the State of California, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Elder Board, who are responsible for shepherding and having oversight of the flock (I Peter 5:1-3). Without prejudice to such general powers, but subject to these same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated by these Bylaws:

- (a) To select and remove all the Officers, agents, pastors, staff, and employees of the Corporation; prescribe such duties for them consistent with the Scriptures, with law, with the Articles of Incorporation, or with these Bylaws; and fix the terms of their offices and their compensation.
- (b) To make such disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation, thereof and generally to conduct, manage, and control the activities and affairs of the Corporation and to make such rules and regulations consistent with the Scriptures, with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.
- (d) To establish policies and practices for the church consistent with the purposes of the Corporation.
- (e) To assist the Lead Pastor in the administration of the ordinances of baptism and Communion. Each serving Elder is authorized to solemnize marriages.
- (f) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- (g) To carry on a business and apply any such profit that results from the business activity in which it may legally engage.

Section 3. Number of Elders

In accordance with the provisions of Section 9151 of the California Nonprofit Religious Corporation Law, the authorized number of directors of the Corporation shall not be less than 3 or more than 15. Until changed by an amendment to the Articles of Incorporation or by an amendment to these Bylaws. The exact number of Elders will be determined solely at the discretion of the Elder Board.

Section 4. Nomination, Selection, and Tenure of Office

From time to time, at the sole discretion of the Elder Board, the Elder Board shall consider men within the church who are believed to have met both the qualifications (1 Timothy 3:1-7; Titus 1:6-9) and responsibilities of being an Elder (1 Peter 5:1-3). Together, the Elder Board will affirm that such men

ought to be recognized as Elders, and will then approach the individual to determine the individual's desire and ability to fill the position (1 Timothy 3:1), before asking the individual to apply. The Elder Board will review the individual's application and at their sole discretion approve or disapprove of each person. Once approved, names of each prospective Elder will be submitted to the congregation and a period of time will be granted for any concerns to be addressed with the prospective Elder and for the congregation to affirm their support to the man. Following the allotted time-period the individual will assume the office of Elder. Providing the Elder meets all biblical requirements for service in that capacity, there are no required, or defined, limits on an Elder's term of office. He shall serve as long as he continues to meet the character qualifications, demonstrates ability to fulfill the responsibilities of shepherding, and continues to have the desire and availability to serve in this capacity. Elders shall annually meet with the Lead Pastor to re-evaluate their ability to fulfill the duties of an Elder and to recommit themselves to service for another year.

Section 5. Qualifications

Each member of the Elder Board must be an active member of this church and possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9. He shall be:

- (a) Blameless as a steward of God, above reproach (I Timothy 3:2; Titus 1:6-7)
- (b) Husband of one wife; a one-woman man (I Timothy 3:2; Titus 1:6)
- (c) Temperate, sober, vigilant (I Timothy 3:2; Titus 1:8)
- (d) Sober-minded, prudent (I Timothy 3:2; Titus 1:8)
- (e) Of good behavior; orderly, respectable (I Timothy 3:2)
- (f) Give to hospitality (I Timothy 3:2; Titus 1:8)
- (g) Apt to teach; able to teach; he can exhort believers and refute false teaching (I Timothy 3:2; Titus 1:9)
- (h) Not given to wine (I Timothy 3:3; Titus 1:7)
- (i) Not violent; not pugnacious (I Timothy 3:3; Titus 1:7)
- (j) Patient, moderate, forbearing, gentle (I Timothy 3:3)
- (k) Not a brawler; uncontentious; not soon angry or quick-tempered (I Timothy 3:3; Titus 1:7)
- (l) Not covetous; not a lover of money; not greedy of base gain (I Timothy 3:3; Titus 1:7)
- (m) Rules well his own house; his children are faithful, not accused of rebellion to God (I Timothy 3:4; Titus 1:7)
- (n) Not a novice; not a new convert (I Timothy 3:6)
- (o) Has a good report or reputation with outsiders (I Timothy 3:7)
- (p) Not self-willed (Titus 1:7)
- (q) A lover of good men and things (Titus 1:8)
- (r) Just, fair (Titus 1:8)
- (s) Holy, devout (Titus 1:8)
- (t) Self-controlled (Titus 1:8)

Section 6. Resignation and Reinstatement

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 Elder Board or the Secretary of the Elder 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. If, at any point following an Elder's resignation, he desires to be reinstated as a member of the Elder Board, such reinstatement, and the timing of any approved reinstatement, shall take place at the sole discretion of the Elder Board.

Section 7. Removal of Elders

Any Elder may be removed from office at any regular or special meeting of the Elder Board if he is found to be physically or mentally incapacitated or spiritually unqualified (according to pertinent Scripture, including I Timothy 3:1-7 and Titus 1:5-9), after thorough corroborating investigation by the Elder Board, in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and I Timothy 5:19. In such cases, the decision to remove the Elder will be made by unanimous consent of the remaining members of the Elder Board. When an Elder is removed because of sin that is deemed sufficient to disqualify him from shepherding, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the church and the congregation thereof at a regularly-scheduled worship service as prescribed in I Timothy 5:20.

Section 8. Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Elder Board of the Corporation may be held at any place within or without the State of California.

Section 9. Regular Meetings

The Elder Board shall meet once each month or as often as necessary to fulfill the goals and objectives of this church.

Section 10. Special Meetings

Special meetings of the Elder Board may be called at any time by order of the Chairman of the Elder Board or the Lead Pastor or by a quorum of the members of the Elder Board.

Section 11. Notice of Special Meetings

In accordance with the provisions of Section 9211 (a)(2) of the California Nonprofit Religious Corporation Law, special meetings of the Elder Board shall be held upon four days' notice by first-class mail or a forty-eight-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 12. Quorum

Sixty (60) percent or more of the Elders shall constitute a quorum for the Elder Board meeting. No decision, however, will be made without the unanimous consent of the entire Elder Board. A majority of the Elder's present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 13. Participation in Meetings by Electronic Means

Members of the Elder Board may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another.

Section 14. Adjournment

A majority of the Elders present, whether or not a quorum is present, may adjourn any Elder Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Elders if the time and place is 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 not present at the time of the adjournment.

Section 15. Action Without Meeting

Any action required or permitted to be taken by the Elder Board may be taken without a meeting if all members of the Elder 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 all members of the Elder Board and shall be documented by attaching the signed resolution with the minutes of proceedings of the Elder Board.

Section 16. Rights of Inspection

In accordance with provisions of Section 9513 of the California Nonprofit Religious Corporation Law, 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 interests as an Elder.

Section 17. Decisions of the Elder Board

Decisions shall be reached after prayerful consideration and in a spirit of humility, with each Elder regarding one another before himself (Philippians 2:1-5). All decisions of the Elder Board require unanimous consent, except such decisions which are made in accordance with Article VI, Section 7.

Section 18. Subcommittees

Subcommittees of the Elder Board may be appointed by resolution passed by the Elder Board. Subcommittees shall be composed of two or more members of the Elder Board and shall have such powers of the Elder Board as may be expressly delegated to it by resolution of the Elder Board, except with respect to:

- (a) The approval of any action for which the California Nonprofit Religious Corporation Law also requires member approval (which must be approved by the Elder Board as a whole, as the Corporation has no members pursuant to Article IV, Section 1 of these Bylaws).
- (b) The filling of vacancies on the Elder Board or on any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Elder Board which by its express terms is not so amendable or repealable.
- (e) The appointment of other committees of the Elder Board or the members thereof.
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 9243(A) of the California Nonprofit Religious Corporation Law. The Elder Board shall have the power to prescribe the manner in which proceedings of any such subcommittee shall be conducted. In the absence of any such prescription, such subcommittees shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Elder Board or such subcommittee shall otherwise provide, the regular and special meetings and other actions of any such subcommittee shall be governed by the provisions of this Article applicable to meetings and actions of the Elder Board. Minutes shall be kept of each meeting of each subcommittee.

Section 19. Fees and Compensation

Elders (as such) shall not receive any stated or fixed salary for their services, however, nothing herein contained shall be construed to preclude any Elders from serving the Corporation in any other capacity and receiving compensation in that capacity. Any person receiving compensation directly or indirectly from Grace Church shall not be in a position to determine the nature or amount of said compensation.

ARTICLE VII: Other Councils and Committees

Section 1. Councils and Committees

To promote efficient handling of Elder Board matters, the Elder Board may appoint various councils and committees from within its membership, the staff, and from the church at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Elder Board. All councils and committees shall exist for the period specified by the Elder Board, which may be increased or decreased at any point at the sole discretion of the Elder Board. The general functions of councils and committees are:

- (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) To provide operational oversight in implementing decisions made by the Elder Board.

Section 2. Deacons/Deaconesses

The Deacons/Deaconesses are men and women appointed by the Elder Board to serve on councils, committees, commissions, boards, and in any other means necessary as determined by the Elder Board. Deacons/Deaconesses function under the oversight and authority of the Elder Board. Each Deacon/Deaconess must be actively involved in this church and possess the qualifications described in I Timothy 3:8-13 and Acts 6:2-3.

Section 3. Finance Committee

The finance committee shall consist of men tasked with the responsibility of overseeing the ongoing financial management and future financial planning of Grace Church. The Chairman of the Committee will be the Executive Pastor. The Chairman of the Elder Board and the Lead Pastor are *ex officio* members of the Finance Committee. The remaining committee members must be actively involved in the life of the church and shall be committed financial givers. They shall be selected by the Executive Pastor and approved by the Elder Board. Finance Committee members shall serve a three (3) year term. Members may serve multiple terms pending the re-recommendation of the Executive Pastor and the re-approval of the Elder Board. The finance committee will meet quarterly or as often as necessary to fulfill the financial management and planning needs of Grace Church.

Section 4. Grace Brethren School's Council

The Grace Brethren School Council, under the authority of the Elder Board, is tasked with the duty of directing the affairs of Grace Brethren Schools under the direction of the Executive Director, who is appointed and affirmed by the Elder Board. The Grace Brethren School Council will administer Grace Brethren Schools in the spirit of Grace Church's Mission Statement, "Grace Church exists to glorify God by making disciples, equipping them for a life of service, and shepherding them as they are sent out to proclaim Jesus Christ." The Grace Brethren School Council's primary responsibility is to support the Executive Director as he fulfills the mandates of the Elder Board by writing and enforcing policy, reviewing and authorizing curriculum, and by providing oversight to the fiscal management of Grace Brethren School's operations. The Grace Brethren School Council shall be composed of six (6) to ten (10) dedicated Christian men who are members of Grace Church. The Grace Brethren School Council will appoint new members with approval from the Elder Board and with the expectation of a three (3) year commitment, normally beginning July 1st and ending June 30th. The officers of the Grace Brethren School Council shall be a President, a Finance Chair, and a Secretary. Officers will be elected at the August meeting by the members of the Grace Brethren School Council and will be affirmed by the Elder Board.

Section 5. Vacancies

In the event any of the above-mentioned offices becomes vacant, the Elder Board may, at its sole discretion, fill such vacancy.

ARTICLE VIII: Officers

Section 1. Officers

The Officers of the Corporation shall be a Chairman, a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Elder Board, 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 Sections 3, 5, or 8 of this Article, shall be chosen annually by, and shall serve at, the pleasure of the Elder Board. 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. Each December the Elder Board will select the Officers for the upcoming calendar year.

Section 3. Subordinate Officers

The Elder Board may appoint, and may empower the Chairman of the Elder Board 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 are provided in the Bylaws or as the Elder Board may from time to time determine.

Section 4. Removal and Resignation

Any officer may be removed upon disqualification and removal as an Elder per Article VI, Section 7 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 Chairman or Secretary of the Elder Board. 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 in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and are not required to be filled 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 Elder Board may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Elder 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 Elder Board, have general supervision, direction, and control of the

activities and Officers of the Corporation. He shall preside at all meetings of the Elder Board, which are to be conducted according to the scriptural principles as set forth in Philippians 2:2-8. He shall be an ex officio member of all standing committees, if any, and shall have powers and duties as may be prescribed by the Elder Board or the Bylaws. The Chairman of the Elder Board shall be one of the Lay Elders.

Section 8. President

The Lead Pastor shall be the President of the Corporation. As such, the President's election, qualification, and all other related duties are stipulated in Article X of these Bylaws.

Section 9. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principle office or such other place as the Elder Board may order, of all meetings of Church Members, the Elder 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 principle office in the State of California the original and a copy of the Corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Elder 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 Elder Board. The Secretary shall keep, or cause to be kept at the principle office of the Corporation, a church membership register, or a duplicated membership roster, showing the names of the Church Members and their addresses.

Section 10. Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation and shall ensure the stewardship of the physical and financial resources of the Corporation, taking care that we should not be discredited in relation to the resources which have been entrusted to us either in the sight of God nor of man (II Corinthians 8:20-21). He shall select "men of good repute, full of the Spirit and of wisdom" (Acts 6:3) to implement and accomplish this responsibility. The Treasurer shall ensure that all financial activities and transactions are consistent with Articles I, II, III, VI, XII, XIII, XIV, XV, and XVI of these Bylaws as well as Sections 9230(d) (Use of Designated Contributions), 9243 (Self-Dealing Transactions), and 9244 (Interlocking Directorates) of the California Nonprofit Religious Corporation Law. 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 as provided in Section 9513 of the California Nonprofit Religious Corporation Law. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Elder Board. He shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Elder Board, shall render, or cause to be rendered, to the Chairman of the Elder Board and the Elder Board, 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 Elder Board. He shall make, or cause to be made, the financial reports at each regular Elder Board meeting and at any meetings of Church Members where such financial reports are to be provided.

ARTICLE IX: Ordination, Licensing, and Commissioning

Section 1. Ordination

Ordination refers to the unanimous recognition by the Elder Board of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

Section 2. Licensing

The license is issued by the Elder Board and is given in recognition of a man's service in a ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the church. Licenses will be evaluated—and issued or renewed—each year at the sole discretion of the Elder Board. Licenses are to be issued only to Church Members of Grace Church.

Section 3. Commissioning

When local-church certification is required for ministry or where ordination would otherwise be unnecessary or inappropriate, a person may be commissioned by the Elder Board to minister. This commissioning continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry, or until the Elder Board in its sole discretion revokes the commissioning.

Section 4. Marriages and Weddings

All who are ordained, licensed, commissioned, or otherwise authorized by this church to solemnize marriages may do so, in the exercise of religious freedom, only where the participants are one man and one woman (Genesis 2:21-24; Matthew 19:4-6; Mark 10:6-9). Church facilities may be used for weddings only where at least one of the prospective spouses is a church member in good standing; church facilities are not available to the general public for that purpose.

ARTICLE X: Lead Pastor

Section 1. Election

The Lead Pastor shall be selected and confirmed by the Elder Board at its sole discretion. He shall remain in office an indefinite period of time subject to the following reservations: the Elder Board reserves the right to dismiss the Lead Pastor upon giving him one month's written notice of its intention to dismiss. The Lead Pastor must give one month's notice if he intends to resign. The time limit of a Lead Pastor's resignation or dismissal is subject to a lesser time if both the Lead Pastor and the Elder Board, by mutual agreement, provide otherwise.

Section 2. Duties

The Lead Pastor shall be an ex officio member of all councils and committees, and he shall be responsible to the Elder Board. The Lead Pastor shall arrange for and conduct all public and regular services of the church, shall be responsible for general oversight of the spiritual welfare of the church, shall be responsible to oversee the implementation of the purpose of the church in all its respective ministries, and shall be responsible for all employees of the Corporation. In the absence of the Lead Pastor, the Elder Board (or a duly appointed Committee of the Elder Board, per Article VI, Section 18 of these Bylaws, at the sole discretion of the Elder Board), shall be responsible to arrange for the public and regular services of the church. He shall be an ex officio member of all standing committees, if any, and shall have powers and duties as may be prescribed by the Elder Board or the Bylaws.

Section 3. Qualifications

The Lead Pastor must meet the qualifications of an Elder as laid out in Article VI, Section 5 (a)-(t) of these Bylaws. All other qualifications, abilities or gifting will be determined at the sole discretion of the Elder Board, (or a duly appointed committee of the Elder Board, per Article VI, Section 18 of these Bylaws, at the sole discretion of the Elder Board).

Section 4. Corporate Designation

The Lead Pastor shall be the President of the Corporation.

ARTICLE XI: Settlement of Disputes

Section 1. General

In any dispute arising between the Elder Board, the Officers of the corporation, the Church Members, employees, volunteers, or anyone who has placed themselves under the authority of the Elder Board, pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Elder Board (or a duly appointed Committee of the Elder Board, per Article VI, Section 18 of these Bylaws, at the sole discretion of the Elder Board). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace. (Philippians 2:1-3; Ephesians 4:1-3).

Section 2. Binding Arbitration

All members of the Elder Board, the Officers of the corporation, the Church Members, employees, volunteers, and anyone who has placed themselves under the authority of the Elder Board agree to submit to binding arbitration in any legal dispute that arises between any member of the Elder Board, any officer of the corporation, any church member, employee, volunteer, or anyone who has placed themselves under the authority of the Elder Board.

ARTICLE XII: Other Provisions

Section 1. Endorsement of Documents, Contracts

The Elder Board, 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 the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Elder Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount. Subject to the 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 President, and the Secretary and the Treasurer of this Corporation, shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the counter party or counter parties that the signing Officers had no authority to execute the same.

Section 2. Representation of Shares of Other Corporations

The Chairman of the Elder Board or any other officer or Officers authorized by the Elder Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or corporations standing in the name of the 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 3. 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 4. Amendments

These Bylaws may be amended and new and additional Bylaws may be made from time to time at any time by the Elder Board in the exercise of the power granted to said Elder Board in these Bylaws.

Section 5. Record of Amendments

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

ARTICLE XIII: Receipt, Investment, and Disbursement of Funds

Section 1. Receiving of Monies and Property

The Corporation shall receive all monies 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 Elder Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation as shown by said Articles.

Section 2. Use of Funds

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

Section 3. Tax Exempt Provision

No part of the net earnings of the church will result in private inurement to members, Officers, or any other persons in the church.

Section 4. IRS-Prohibited Political Activities

The Corporation will not engage any political activities which are prohibited by the IRS for non-profit religious corporations.

Section 5. Non-discrimination

Grace Church does not discriminate with regard to race, gender, national or ethnic origin, color, age, or disability, to the extent required by law. This policy does not waive the ministerial exceptions or any other exceptions to any state or federal legislation, including, but not limited to Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act and the Americans with Disabilities Act.

All members of the Elder Board, the Officers of the corporation, the Church Members, employees, volunteers, and anyone who has placed themselves under the authority of the Elder Board must agree with the Corporation's Statement of Faith as expressed in Article III.

Section 6. Limitation of Activities

The Corporation will not engage in any activities (except to an insubstantial degree) that fall outside the scope of our tax-exempt purposes.

ARTICLE XIV: Corporate Records and Reports

Section 1. Records

The Corporation 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 place of business in the State of California, as fixed by the Elder Board from time to time. Grace Church is committed to maintaining the privacy of all member records to the extent legally possible.

Section 2. Inspection of Books and Records

Every Elder shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

Section 3. Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

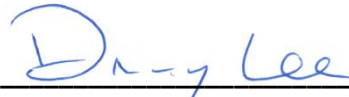
ARTICLE XV: Dissolution

Upon dissolution of this Corporation, the Elder Board shall cause the assets herein to be distributed to another Corporation (or Corporations if necessary) which is a 501 (c)(3) tax exempt organization and which shares purposes similar to that identified in Article II of these Bylaws.

CERTIFICATE

I, the undersigned, being the Secretary of Grace Church of Simi Valley, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 13th day of December, 2018, by the Elder Board of said Corporation in a regularly called meeting on the same date, to wit, the 13th day of December, 2018. Said Bylaws are, as of the date of the certification, the duly adopted and existing Bylaws of this Corporation.

In witness whereof, I have hereunto set my hand this 18th day of January, 2018.



Danny Lee, Secretary

Grace Church of Simi Valley
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Simi Valley, CA 93065
805.582.4300