



Grace Church

OF THE VALLEY

Bylaws

Grace Church of the Valley
1849 18th Street
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ARTICLE I

LOCATION OF OFFICES

The name of this Corporation is Grace Church of the Valley. It is a California nonprofit religious Corporation with its principal offices at 1849 18th Street, Kingsburg, California.

ARTICLE II

PURPOSE

This Corporation is organized for exclusively religious purposes (including charitable and eleemosynary purposes common to a pastoral church ministry as defined by Scripture). Our commission is summarized as follows: “And Jesus came and said to them, ‘All authority in heaven and on earth has been given to me. Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all that I have commanded you. And behold, I am with you always, to the end of the age.’” (Matthew 28:18-20).

ARTICLE III

STATEMENT OF FAITH

The statement of faith of this Corporation is that which is incorporated in its Articles of Incorporation as filed in the Office of the Secretary of State of the State of California.

ARTICLE 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 Board of Elders or the Governing Board which shall exist only until the establishment of the Board of Elders, and shall cease to exist immediately upon the formation of the Board of Elders. All rights which would otherwise vest in the members shall vest in the Governing Board/Board of Elders.

Section 2. Members of the Fellowship

Nothing contained in Section 1 of this Article shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as ‘members’ even though such persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of officers or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE V

CHURCH MEMBERSHIP

Section 1. Purpose of the Fellowship

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

Section 2. Active Membership

Active membership in Grace Church of the Valley shall be open to all persons who confess Christ as their Lord and Savior and who have been baptized as believers.

Section 3. Voting Privileges

Membership in this church shall not vest in any member any proprietary rights in the Corporation, but shall only entitle the member to vote at a meeting of the members on those matters that the Governing Board/Board of Elders chooses to submit to the church membership for affirmation. In such cases, voting privileges are restricted to members who are in good standing, who are not under any disciplinary action, and who have passed their sixteenth (16) birthday. Membership shall not be assignable inter vivos by any member nor shall membership vest to any personal representative, heir, or devisee.

Section 4. Applications for Membership

All requests for membership shall be made to an Elder or Deacon. Upon making such a request, the person shall be given an application for membership, along with a copy of the Doctrinal Statement contained in the Articles of Incorporation and a copy of the Bylaws. An Elder or Deacon shall meet with the applicant following receipt of the application. Each applicant shall assent to the Statement of Faith, subscribe to the Bylaws, and shall testify publicly before the Elder or Deacon with which they meet.

Section 5. Denial of Membership

If, upon review of an application for membership or after meeting with a prospective member, the Governing Board/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 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 Pastor-Teacher and Governing Board/Board of Elders, at which service such applicants shall publicly affirm their membership commitment and be publicly acknowledged as members.

Section 7. Responsibilities of Members

Members shall seek to exercise their spiritual gifts for the mutual benefit of all the church body and shall submit to the loving rule of the Elders.

Section 8. Church Discipline

- (a) The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 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 Governing Board/Board of Elders, 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 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 refuses to heed this warning, then (3) it shall be brought to the attention of the Governing Board/Board of Elders (or a duly appointed Committee of the Board, per Article VI, Section 17 of these Bylaws, at the sole discretion of the Board). If the Governing Board/Board of Elders (or a duly appointed Committee of the Board, per Article VI, Section 17 of these Bylaws, at the sole discretion of the Board) determines—after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 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 Elders 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 Governing Board/Board of Elders (or a duly appointed Committee of the Board, per Article VI, Section 17 of these Bylaws, at the sole discretion of the 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 elders in the exercise of their discretion may proceed directly to the third stage of church discipline, (i.e. the informing of the church and 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 (1 Cor. 5:1-5 and reflective of a historic position on church discipline as demonstrated by the Institutes of the Christian Religion (1559 ed.), Book IV, Chap. XII, pp. 454-457).
 - (ii) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the elders, then chosen to disregard the direction and reproof of the elders (Romans 16:17); 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, 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 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 elders (or a duly constituted subcommittee thereof), a 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 elders (or a duly constituted subcommittee thereof), the names of any members who have not attended a worship service, Sunday School class session or Fellowship Group meeting at Grace Church for a period of six months or longer may be removed from the membership rolls.

Section 9. Regular Meetings

A regular annual meeting of the church members shall be held at the principal office of the church (as the same shall be from time to time designated in the minutes of the Board) in January of each year. At such regular annual meeting, the members shall consider reports of the affairs of the Corporation, and transact such other business as the Elders determine shall be brought before the meeting, including but not limited to affirmation of the appointments made by the Elders of those who shall serve as Elders for the ensuing year and the election of those qualified in the offices of Deacons, Deaconesses, and Ushers.

Section 10. Special Meetings

Special meetings of the members may be called at any time by order of the Pastor-Teacher, the Chairman or Vice-Chairman of the Governing Board/Board of Elders, or by a quorum of the members of the Governing Board/Board of Elders.

Section 11. Notice of Meetings

Notice of regular meetings shall be given from the pulpit by the Pastor for two successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin for two successive Sundays prior to such meeting. 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.

Section 12. Quorum

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

Section 13. Voting Rights

Those admitted to 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.

ARTICLE VI

ELDERS

Section 1. Powers

Subject to the limitations of the Articles 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 Governing Board/Board of Elders, who are responsible for shepherding and having oversight of the flock. 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 this Corporation.
- (e) To assist the Pastor-Teacher in the administration of the ordinances of baptism and Communion.
- (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 2. 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 four (4) until changed by an amendment to the Articles of Incorporation or by an amendment to these Bylaws.

Section 3. Nomination, Selection, and Tenure of Office

Recommendations to fill the office of Elder shall be requested once a year from all church members. A nominating committee consisting of **the pastoral staff** shall be appointed by the Governing Board/Board of Elders, who will also designate a chairman of the committee. This committee shall review all nominations and determine each nominee's qualifications. A proposed slate of nominees prepared by the nominating committee shall then be submitted to the Governing Board/Board of Elders, along with any relevant comments.

The Board shall then approve, disapprove, or add to the list of nominees. The secretary shall publicly post the nominees approved by the Elders in alphabetical order at least three weeks prior to the annual meeting of the church members. At this meeting, the slate of nominees shall be presented to the members to affirm the decision of the Elders. If the slate of nominees is affirmed, the newly elected Elders shall assume office immediately. Each Elder shall serve until the next annual meeting.

Section 4. Qualifications

Each member of the Governing Board/Board of Elders 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 (1 Timothy 3:2; Titus 1:6-7)
- (b) Husband of one wife; a one-woman man (1 Timothy 3:2; Titus 1:6)
- (c) Temperate, sober, vigilant (1 Timothy 3:2)
- (d) Sober-minded, prudent (1 Timothy 3:2; Titus 1:8)
- (e) Of good behavior; orderly, respectable (1 Timothy 3:2)
- (f) Given to hospitality (1 Timothy 3:2; Titus 1:8)
- (g) Apt to teach; able to teach; he can exhort believers and refute false teaching (1 Timothy 3:2; Titus 1:9)
- (h) Not given to wine (1 Timothy 3:3; Titus 1:7)
- (i) Not violent; not pugnacious (1 Timothy 3:3, Titus 1:7)
- (j) Patient, moderate, forbearing, gentle (1 Timothy 3:3)
- (k) Not a brawler; uncontentious; not soon angry or quick-tempered (1 Timothy 3:3; Titus 1:7)
- (l) Not covetous; not a lover of money; not greedy of base gain (1 Timothy 3:3, Titus 1:7)
- (m) Rules well his own house; his children are faithful, not accused of rebellion to God (1 Timothy 3:4; Titus 1:7)
- (n) Not a novice; not a new convert (1 Timothy 3:6)
- (o) Has a good report or reputation with outsiders (1 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 5. Vacancies

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

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

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

Section 6. Removal of Elders

Any Elder may be removed from office at any regular or special meeting of the Board if he is found to be physically or mentally incapacitated or spiritually unqualified (according to pertinent Scripture, including 1 Timothy 3:1-7 and Titus 1:5-9), after thorough corroborating investigation by the Elders (or a duly appointed Committee of the Board, per Article VI, Section 17 of these Bylaws, at the sole

discretion of the Board), in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19. 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 1 Timothy 5:20.

Section 7. Place of Meetings

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

Section 8. Regular Meetings

Regular meetings of the Board shall be held without call or notice on the second Thursday after the first Sunday of each month, unless otherwise modified by the Board. Regular meetings shall be open to church members.

Section 9. Special Meetings

Special meetings of the Governing Board/Board of Elders may be called at any time by order of the Chairman or Vice-Chairman or the Secretary of the Governing Board/Board of Elders or by a quorum of the members of the Governing Board/Board of Elders.

Section 10. 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 Board shall be held upon four days notice by first-class mail or a forty-eight-hour notice given personally or by telephone 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 11. Quorum

Except as otherwise provided herein, a majority of the Elders currently serving shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Elders in office shall constitute a quorum, provided such majority shall constitute either one-third of the authorized number of Elders or at least two Elders, whichever is larger, or unless the authorized number of Elders is only one. A majority of the Elders present, whether or not a quorum is present, may adjourn any meeting to another time and place. Whenever the matter to be considered concerns calling or dismissing a pastor, or buying or selling real estate, a quorum shall consist of not less than two-thirds of the members of the Board. Whenever the matter to be considered is of a nature to require action by Lay Elders only, a majority of the Lay Elders currently serving shall constitute a quorum. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Religious Corporation Law may provide, the act or decision done or made by the Elders present at a meeting duly held at which a quorum is present shall be the act of the Governing Board/Governing Board/Board of Elders.

Section 12. Participation in Meetings by Conference Telephone

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

Section 13. Adjournment

A majority of the Elders present, whether or not a quorum is present, may adjourn any Elders' 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 be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be documented by attaching the signed resolution with the minutes of proceedings of the Board.

Section 15. Rights of Inspection

In accordance with the provisions of Section 9513 of the California Nonprofit Religious Corporation Law, every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

Section 16. Decisions of the Governing Board/Board of Elders

Decisions shall be reached after prayerful consideration by unanimous vote in a spirit of humility, with each Elder regarding one another before himself.

Section 17. Committees

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Governing Board/Board of Elders, except with respect to:

- (a) The approval of any action for which the California Nonprofit Religious Corporation Law also requires member's approval (must be approved by the Board as a whole).
- (b) The filling of vacancies on the 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 Board which by its express terms is not so amendable or repealable.
- (e) The appointment of other committees of the 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 Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 18. 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. 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 Board matters, the 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 Board. The general functions of councils and committees are:

- (a) To bring considered recommendations to the Board concerning ministries.
- (b) To provide a wider base of counsel to the Elders having the oversight of specific ministries.

All councils and committees shall exist for the period specified by the Board.

Section 2. Deacons

The Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13 and shall be nominated by members of the church. The Governing Board/Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Deacons shall serve for a term of one (1) year. The Deacons shall assist the Elders in the shepherding of the saints, assist the Pastor at Communion and baptismal services, aid in the general spiritual care of the church, and perform other duties as assigned by the Governing Board/Board of Elders.

A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding to the mystery of the faith with a clear conscience, first tested and found above reproach.

Section 3. Deaconesses

The Deaconesses shall consist of members possessing the qualifications described in 1 Timothy 3:11 and Titus 2:3-5 and shall be nominated by members of the church. The Governing Board/Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Deaconesses shall serve for a term of one (1) year. They shall prepare the Communion elements, assist the Pastor at baptismal services and in the general spiritual care of the church, and shall assist in the care of the sick and needy. A Deaconess shall be dignified, not a malicious gossip, temperate, and faithful in all things.

Section 4. Ushers

The Ushers shall consist of members to be nominated by members of the church. The Governing Board/Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Ushers shall serve for a term of one (1) year. They shall act as church ushers, greeters at the door, church collectors, and assist the Pastor in the services in such matters as he deems necessary. An Usher shall meet the qualifications enumerated for a Deacon in Section 2 above.

Section 5. Nomination and Selection

The nomination and selection of Deacons, Deaconesses, and Ushers shall be done in the same manner as for Elders, as set forth in Article VI, Section 3 of these Bylaws, except they shall be affirmed at the annual meeting by the members of the church.

Section 6. Vacancies

In the event any of the above-mentioned offices becomes vacant during the period between annual elections, the Governing Board/Board of Elders may fill such vacancy for the unexpired term.

ARTICLE VIII

OFFICERS

Section 1. Officers

The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Governing Board/Board of Elders, other officers as may be appointed in accordance with the provisions of Section 3 of this article.

Section 2. Election

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

Section 3. Subordinate Officers

The Governing Board/Board of Elders may appoint, and may empower the Chairman to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Governing Board/Board of Elders 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 6 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 Governing Board/Board of Elders, or to the Chairman, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

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

Section 6. Inability to Act

In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Governing Board/Board of Elders may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Board may select.

Section 7. The Chairman

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

Section 8. Vice-Chairman

In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Governing Board/Board of Elders or the Bylaws.

Section 9. Secretary

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

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

The Secretary shall keep, or cause to be kept at the principal office of the Corporation, a church membership register, or a duplicated membership register, showing the names of the members and their addresses.

Section 10. Treasurer

The Treasurer shall ensure the stewardship of the physical and financial resources of the Corporation, "taking precaution that no one should discredit us in our administration... for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men" (2 Corinthians 8:20-21). He shall select "men of good reputation, 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, XVI, and XVII 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 Governing Board/Board of Elders. He shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Governing Board/Board of Elders, shall render, or cause to be rendered, to

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

ARTICLE IX

ORDINATION, LICENSING, AND COMMISSIONING

Section 1. Ordination

Ordination refers to the unanimous recognition by the Governing Board/Board of Elders 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 Governing Board/Board of Elders and is given in recognition of a man's call to that ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the church. Licenses will be evaluated and issued on a yearly basis.

Section 3. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person is commissioned by the Governing Board/Board of Elders to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.

ARTICLE X

THE PASTOR-TEACHER

Section 1. Election

The Pastor-Teacher shall be selected by the Board and confirmed by the members of the church at its annual meeting or at a special business meeting, and such confirmation shall be a three-fourths (3/4) majority of all the votes cast. He shall remain in office an indefinite period of time subject to the following reservations: The Elders reserve the right to dismiss the Pastor-Teacher upon giving him one month's written notice of its intention to dismiss. The Pastor-Teacher must give one month's notice if he intends to resign. The time limit of a Pastor-Teacher's resignation or dismissal is subject to a lesser time if both the Pastor-Teacher and the church by mutual agreement provide otherwise.

Section 2. Duties

The Pastor-Teacher shall be an ex officio member of all councils and committees, and he shall be responsible to the Governing Board/Board of Elders. The Pastor-Teacher shall arrange for and conduct all public and regular services of the church and shall be responsible for general oversight of the spiritual welfare of the church. In the absence of the Pastor-Teacher, the Governing Board/Board of Elders (or a duly appointed Committee of the Board, per Article VI, Section 17 of these Bylaws, at the sole discretion of the Board), shall be responsible to arrange for the public and regular services of the church.

ARTICLE XI

SETTLEMENT OF DISPUTES

Section 1. General

In any dispute arising between church members, pastors, or staff 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 Governing Board/Board of Elders of the church (or a duly appointed Committee of the Board, per Article VI, Section 17 of these Bylaws, at the sole discretion of the 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 (Ephesians 4:1-3).

ARTICLE XII

OTHER PROVISIONS

Section 1. Endorsement of Documents, Contracts

The Governing Board/Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Governing Board/Board of Elders, 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 Vice-Chairman, 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 other person that the signing officers had no authority to execute the same.

Section 2. Representation of Shares of Other Corporations

The Chairman or any other officer or officers authorized by the 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 Governing Board/Board of Elders in the exercise of the power granted to said Governing Board/Board of Elders 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 the 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.

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

Section 2.

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.

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 Governing Board/Board of Elders from time to time.

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 January and end on the last day of December in each year.

ARTICLE XV

DISSOLUTION

Upon dissolution of this Corporation, the Governing Board/Board of Elders shall cause the assets herein to be distributed to another Corporation with purposes similar to that identified in Article II of these Bylaws and Article II of the Articles of Incorporation as amended.

ARTICLE XVI

MISCELLANEOUS PROVISIONS

Section 1. Instruments in Writing

All checks, drafts, demands for money and notes of the Corporation and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as the Governing Board/Board of Elders may from time to time by resolution designate.

ARTICLE XVII

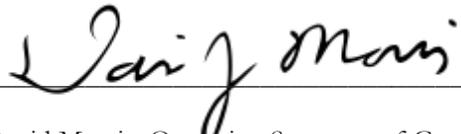
PENSION

The Governing Board/Board of Elders shall appoint, as deemed necessary by the Board, a pension and retirement review committee consisting of three or more members and their findings shall be presented, whenever requested, to the Governing Board/Board of Elders.

CERTIFICATE

I, the undersigned, being the Secretary of the Grace Church of the Valley, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 23rd day of August, 2007, by the Governing Board/Board of Elders of said Corporation in a regularly called meeting on the same date, to wit, the 23rd day of August, 2007. I do further certify that the above bylaws were adopted as the Bylaws hereof on the 23rd day of August, 2007, by the members of the church in a regularly called meeting on the same date, to wit, the 23rd day of August, 2007. 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 23rd day of August, 2007.



David Morris, Operating Secretary of Grace Church of the Valley