

BYLAWS OF OROMO CHRIST EVANGELICAL LUTHERAN CHURCH

100 Hacienda Avenue
San Lorenzo, CA 94580

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BYLAWS OF OROMO CHRIST EVANGELICAL LUTHERAN CHURCH

Article 1 - The Church; Location; and, Language

For the purpose of these Bylaws, the congregation the OROMO CHRIST EVANGELICAL LUTHERAN CHURCH is designated “this Church”. The principal office for the transaction of the activities and affairs of this Church is located at:

100 Hacienda Ave, San Lorenzo, CA 94580.

The board of directors may change the location of the principal office subject to the approval of Sierra Pacific Synod.

This Church primarily serves the Oromo speaking community. As such, the official language for worship, church services and for conducting local meetings shall be (Afan) Oromo. Translation will be provided if necessary. However, all official documents such as the Constitution and these Bylaws and correspondences with outside the Church shall be in English.

Article 2 - General and Specific Purposes; Limitations

The purpose of this Church is to spread Good News of our Lord Jesus Christ primarily within Oromo speaking Community and other places based on Holy Bible. In the context of these general purposes, the Church shall base the Christian teachings on the life and instructions of our Lord Jesus Christ as explained and analyzed in the New Testament. Also, in the context of these purposes, the Church shall limit the expenditure of its funds, assets and property to the teaching and expansion of Christianity as described under the OROMO CHRIST EVANGELICAL LUTHERAN CHURCH Constitution under Chapters two, three and four. **This Church further limits itself to traditional and biblical marriage practices: it performs marriage after the completion of a pastoral premarital counseling, and it recognizes marriage only between one man and one woman and marriages outside those parameters will not be performed by the Church ministers or on the Church premises.**

Article 3 - Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Article 4 - Subordinate Church to Religious Entity

This Church is an integral subordinate of Sierra Pacific Synod of the Evangelical Lutheran

Church of USA. The OROMO CHRIST EVANGELICAL LUTHERAN CHURCH Constitution based on the MODEL EVANGELICAL LUTHERAN CHURCH of USA now or hereafter in effect is adopted by this Church known as OROMO CHRIST EVANGELICAL LUTHERAN CHURCH Constitution and is incorporated by reference into these Bylaws. If any conflict arises between the Constitution and these Bylaws, the Constitution shall prevail. The secretary of the Church shall keep a copy of this Church's Constitution with these Bylaws.

Article 5 - Dedication of Assets

This Church's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the Church, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Church. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Church shall be distributed to the Sierra Pacific Synod of Evangelical Lutheran Church of USA.

Article 6 - Membership

Member shall include any person who believes in the religious purposes of this Church and who is registered and actively participates in the church activities, committed and regularly contributes resources to the maintenance and development of this Church. Only voting members of this Church shall have the right to vote, as set forth in the articles of these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets, on the calling of a new minister, on merger and its principal terms and any amendment of those terms, and on an election to dissolve the corporation. Membership of this Church shall automatically be terminated by: (a) death; (b) resignation; (c) disciplinary action; and (d) inactivity in the form of absence from the church service for a period of six months or more, unless the absence is due to reason beyond one's control known to and accepted as convincing by the board and pastoral help provided, where necessary.

Article 7 - Annual Meetings

The authority of this Church is primarily exercised at the annual meeting or special meeting as provided for in the Constitution and these Bylaws. A general meeting of voting members shall be held at least annually between February and June. Unless the board decides otherwise with a resolution, members' meetings shall be held at the corporation's principal office. Unless elected by written ballot, the board of directors shall be elected at one of these meetings. The following businesses shall be conducted at the annual meeting: (a) mission and ministry reports by the pastor; (b) financial reports by treasurer or designee; (c) presentation and approval of the annual budget; (d) election of board of directors, if applies; (e) election of the nominating committee, if any; (f) the audit report, if any; (g) other official business as announced in advance of

the meeting; and (h) other business at the discretion of the chair.

Article 8 - Special Meetings

The board or the president or 15 percent (15%) or more of the voting members may call a special meeting of the members for any lawful purpose at any time.

A special meeting called by any person other than the president or the board shall be called by written request at least 15 days in advance, specifying the general nature of the business proposed to be transacted, and submitted to the president or the vice president or the secretary of the Church. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under the relevant article of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least two weeks but no more than 45 days after receipt of the request. If the notice is not given within 15 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Article shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

Article 9 - General Notice Requirements

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under the relevant article of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Article 10 - Notice of Agenda Items

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- (a) Removing a director without cause;
- (b) Amending the articles of incorporation;
- (c) Adopting, amending, or repealing bylaws;
- (d) Disposing of Church assets;
- (e) Adopting or amending a merger agreement; or
- (f) Electing to wind up and dissolve the Church.

Article 11 - Manner of Giving Notice

Notice of any meeting of members shall be either verbally or in writing and shall be given at least 10 but no more than 45 days before the meeting date. The notice shall be given by announcing at worship services and sending written notices using one or more of the following methods: first class mail service, an electronic mail (email) or other electronic means, as permitted by state law. The Church creates and maintains a mailing distribution list for this purpose.

Article 12 - Quorum

Thirty percent (30%) of the voting members shall constitute an official meeting quorum for the transaction of business at a meeting of the members.

Article 13 - Eligibility to Vote

Only voting members of the Church are eligible to vote on matter related to the Church. Members may not cumulate votes for the election of board of directors.

Article 14 - Manner of Voting

Voting may be by voice, by raising hand, or by ballot, except that election of board of directors must be only by ballot.

Article 15 - Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Religious Corporation Law or Oromo Christ Evangelical Lutheran Church Constitution.

Article 16 - Waiver of Notice or Consent

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) before or after the meeting, each member entitled to vote signs a written waiver of notice or consents to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in relevant article of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the Church records and made part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence

at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Article 17 - Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Article 18 - Action by Written Ballot without Meeting

Any action that members may take at any general meeting or special meeting of members may be taken without a meeting if (i) the written ballot of every member is solicited, (ii) the required number of signed approvals setting forth the action so taken is received, and (iii) the relevant articles of these Bylaws are complied with.

Article 19 - Written Ballots

All written ballots:

- (a) shall indicate the time by which the ballot must be returned in order to be counted.
- (b) may not be revoked.
- (c) shall be filed with the secretary of the Church and maintained in the Church records for at least two years.

Article 20 - Record Date for Notice, Voting, Written Ballots, and Other Board Actions

For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for:

- (a) sending notice of a meeting shall be no more than 45 nor less than 10 days before the date of the meeting;
- (b) voting at a meeting shall be no more than 60 days before the date of the meeting;
- (c) voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- (d) taking any other action shall be no more than 60 days before that action.

Article 21 - Record Date for Action Not Set by Board

If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of relevant articles of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Article 22 - Adjournment

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting in person.

Article 23 - General Church Powers

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or Bylaws relating to action requiring approval by the members and in accordance with the religious principles of this Church's Constitution, the Church's temporal activities, business, and affairs shall be managed, and all Church powers shall be exercised, by or under the direction of the board of directors.

Article 24 - The Nominating Committee

The nominating committee of three members coordinates the election of members of the board of directors. Persons considered for the board membership shall first be recommended by the nominating committee and approached for recruitment. All who are approved by this committee and accepted the invitation to serve shall be presented to the Church for election during one of the annual or special meetings or with a written ballot.

Article 25 - Board of Directors

The board of directors is an elected governing body of the Church. The board shall have general oversight of the life and activities of this Church, including its worship life and financial

affairs. Without prejudice to the general powers set forth in under article 23 of these Bylaws, but subject to the same limitations, the board shall have the power to do the following:

1. Lead the Church in stating its mission, to do short- and long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.

2. Appoint and remove, at the pleasure of the board, all church officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, the Church's Constitution and these Bylaws; fix their compensation; and require from them security for faithful service.

3. Conduct, manage, and control the Church's temporal affairs and activities and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, the Church's Constitution and these Bylaws, as the board deems best.

4. Oversee the financial and property matters of the Church by: (a) maintaining and protecting its property and the management of its business and fiscal affairs; (b) preparing an annual budget for adoption by the Church; (c) supervising the expenditure of funds; (d) confirming that the financial affairs are being conducted efficiently and transparently; and (e) identifying qualified team of auditors for an internal audit that shall be performed on an annual basis. The internal audit shall start in February and be completed no later than at the end of May. The audit committee presents the audit report directly to the congregation.

5. Borrow money and incur indebtedness on the Church's behalf, as set forth in section C12.05(d) of the Constitution, and cause to be executed and delivered for the Church's purposes, in the Church's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

6. Exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with Oromo Christ Evangelical Lutheran Church Constitution and these Bylaws.

7. Adopt and use a church seal, and alter the form of the seal.

8. Supervise and maintain supportive relationships with the pastor, help the pastor in annual evaluation of the fulfillment of the calling or employment.

Article 26 - Number of and Qualifications for Directors

The board of directors shall consist of no less than five and no more than seven members. The total number of members shall be determined by the nominating committee in consultation with the pastor and the board of directors. The qualifications for directors are that each director must have a Christian faith as stated under this Church's Constitution Chapter 2 and accept that all power in the church belongs to our Lord Jesus Christ as stated under the Constitution Chapter 3 and the following chapters.

Article 27 - Election of Board of Directors

The directors shall be elected biennially at one of the annual members' meetings to hold office for two-year term or until they are elected at a special members' meeting held for that purpose or by written ballot. Each director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified. Each board member is subject to a two consecutive term limit. A newly joined church member shall be subject to a one year waiting period before being considered for election of the board of directors.

Article 28 - Events Causing Vacancies On Board

A vacancy or vacancies on the board of directors shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by board resolution of a vacancy of the office of a director who has been convicted of a felony or declared of unsound mind by a court order; (c) the removal of a director for fraudulent acts in an action in Superior Court under Corporations Code section 9223; (d) the vote of the members to remove a director; or (e) the increase of the authorized number of directors.

Article 29 - Resignation of Directors

Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

Article 30 - Director May Not Resign If No Director Remains

Except on notice to the California Attorney General, no director may resign if the Church would be left without a duly elected director or directors.

Article 31 - Removal of Directors

Any director may be removed, with or without cause, by the vote of the majority of the members of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided under the relevant article of these Bylaws. Any vacancy caused by the removal of a director shall be filled as provided in the relevant article of these Bylaws.

Any director who does not attend three successive board meetings will automatically be removed from the board without board resolution unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or

disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or (c) the board by resolution of the majority of board members must agree before a director who has missed three meetings may be reinstated.

Article 32 - Filling Vacancies of Board Members

Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporation Code section 9211, or (3) a sole remaining director. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

Article 33 - No Vacancy on Reduction of Number of Directors

Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

Article 34 - Place of Board Meetings

Meetings of the board shall be held at the principal office of the Church, unless the board decides otherwise with a resolution.

Article 35 - Meetings by Telephone or Other Telecommunications Equipment

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the church.

(c) The board has adopted and implemented a means of verifying both of the following:

(1) A person participating in the meeting is a director or other person entitled to participate in the board meeting.

(2) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

Article 36 - Annual and Other Meetings

Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, if any, and transaction of other business. Notice of this meeting is not required.

Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Article 37 - Authority to Call Special Meetings

Special meetings of the board for any purpose may be called at any time by the president or the vice president, the secretary, or any two board members.

Article 38 - Notice of Special Meetings

Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail (email); or (f) other electronic means, as permitted by state law. All such notices shall be given or sent to the directors' address or telephone number as shown on the church's records.

Notices sent by first class mail shall be deposited in the United States mails at least five days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail (email) shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Article 39 - Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Article 40 - Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of

the minutes of the meeting. The waiver of notice of consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the church records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Article 41 - Action without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

Article 42- Creation and Powers of Committee

The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may do the following:

- (a) take any final action on any matter that, under the California Nonprofit Religious Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the board or any committee of the board;
- (c) fix compensation of the directors for serving on the board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) create any other committees of the board or appoint the members of committees of the board;
- (f) expend church funds to support a nominee for director if more people have been nominated for director than can be elected;
- (g) approve any contract or transaction to which the church is a party and in which one or more of the directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Article 43 - Meetings and Action of Committee

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or if none, by resolution of the committee.

Minutes of each meeting shall be kept and shall be filed with the church records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the board has not adopted rules, the committee may do so.

Article 44 - Officers of the Church

The officers of this Church shall be the president, the vice president, the secretary, and the treasurer. The board shall elect these officers from its members following the election of the board of directors to serve for the term of the board. The president or a member of the nominating committee shall introduce the newly elected officers to the Church. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president of the board.

Article 45 - Appointment of Other Officers

The board may appoint and authorize the president, or another officer to appoint any other officers that the Church may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the board.

Article 46 - Removal of Officers

Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

Article 47 - Resignation of Officers

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Church under any contract to which the officer is a party.

Article 48 - President

The president shall be the general manager of the Church and shall supervise, direct, and control the Church's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings, except the nominating committee. In consultation and input from the pastor and other board members, the president prepares an annual review report of the Church; and, he prepares and delivers an annual assessment of the pastor and other salaried employees, if any. The president shall have such other powers and duties as the board or the Bylaws may require.

Article 49 - Vice President

If the president is absent or disabled, the vice presidents shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the Bylaws may require.

Article 50 - Secretary

The secretary shall keep or cause to be kept, at the Church's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal, a copy of the articles of incorporation, the Constitution and Bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the Church's principal office or at a place determined by resolution of the board, a record of the Church's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these Bylaws require to be given. The secretary shall keep the Church seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the Bylaws may require.

Article 51 - Treasurer

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Church's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Church with such depositories as the board may designate; (ii) disburse the Church's funds as the board may order; (iii) render to the president and the board, when requested, an account of all transactions as treasurer and of the financial condition of the Church; and (iv) have such other powers and perform such other duties as the board or the Bylaws may require. The treasurer prepares and delivers financial reports to the board and to members at annual meetings or as needed.

If required by the board, the treasurer shall give the Church a bond in the amount and with

the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the Church of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

Article 52 - Contracts with Directors and Officers

No director of this Church nor any other corporation, firm, association, or other entity in which one or more of this Church's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Church, unless (a) the transaction is approved or ratified in good faith by the members other than the directors, after notice and disclosure to the members of the material facts concerning the transaction and the director's interest in the transaction or (b)(i) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all board members before consideration by the board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the Church could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's religious purposes; and (d) this Church enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this Church or was in furtherance of its religious purposes at the time the transaction is entered into.

This article does not apply to a transaction that is part of a public, charitable, or religious program of this Church if it (a) is approved or authorized by the Church in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefitted by the public, charitable, or religious program of this Church.

Article 53 - The Pastor

This Church has the authority to call and ordain any pastor of its own choosing who affirms the Church's mission included in the Constitution and these Bylaws. The pastor shall meet a commonly held standards and qualifications for clergy who are recognized as ministers of the Gospel of Jesus Christ. The qualifications may include a seminary degree, certification or endorsement by any denomination, ministry association or organization with whom this Church chooses to affiliate, which also affirms the Church's mission included in the Constitution and these Bylaws. The ordained pastor shall automatically be terminated by: (1) death; (2) mutual agreement; (3) resignation of the pastor; (4) merger with another congregation; and, (5) dissolution of the Church.

The pastoral call may be terminated by this Church, following an appropriate period of prayer and consultation that shall include the use of outside resources, by two-thirds majority ballot vote at a special meeting called for this purpose. Reasons to terminate of an ordained pastor may include:

- (a) physical or mental incapacity;
- (b) disqualification on the basis of false doctrine, immorality or continued neglect of duty;
- (c) persistent strife, disruption and disunity in this Church that is caused or supported by the pastor;
- (d) a refusal to submit to the authority of this Church and the board of directors as prescribed in the Constitution and these Bylaws;
- (e) inability to continue to conduct the duties of the pastor in this Church as a result of incompetence or the moral and spiritual character of the pastor.

Duties of the pastor and his/her annual compensation shall be determined by the board of directors in consultation with the office of the Sierra Pacific Synod of the Evangelical Lutheran Church in America. The ordained pastor shall, among others, perform:

- (i) conduct worship, preach the Word and administer the Sacraments according to the Scriptures and provide for others to fulfill these duties as authorized or when no other responsible body is present;
- (ii) serve as a non-voting member of the board of directors and the nominating committee;
- (iii) provide the overall vision for the mission and ministry of this Church in prayer and in consultation with the other staff, if any, the board of directors and Church members;
- (iv) provide pastoral services to Church members;
- (v) provide oversight and maintain the official membership records;
- (vi) establish wherever necessary and oversee the different ministries, including home churches and bible studies and fellowships;
- (vii) participate in an annual review process conducted by the board of directors;
- (viii) in cooperation and consultation with board of directors, oversee the maintenance and wellbeing of church assets;
- (ix) prepare and submit a regular report on the pastoral and other church activities to the president on a monthly basis. This report shall be submitted to the President on or before the 10th of the month.

Article 54 - Ministries

In order to better serve its members, the Church shall establish and maintain various ministries for segments of its members. The board may assign one or more of its members or others as lead members of these ministries.

Article 55 - Insurance

This Church shall have the right, and shall use its best efforts, to purchase and maintain

insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, agent's status as such.

Article 56 - Maintenance of Church Records

This Church shall keep the following:

- (a) adequate and correct books and records of account;
- (b) written minute of the proceedings of its members, board, and committees of the board; and
- (c) a record of each member's name, address, and class of membership.

Article 57 - Members' Rights to Inspect Membership Records

Any voting member of this Church may inspect the records containing the members' names and voting rights at reasonable times, on five business days' prior written request to the board of directors for a purpose reasonably related to the member's interest as a member.

Article 58 - Members' Rights to Inspect Accounting Records and Minutes

Up on a written request to the board, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Church.

Article 59 - Maintenance and Inspection of Articles, Constitution and Bylaws

This Church shall keep at its principal office the original or a copy of the articles of incorporation, Constitution and Bylaws, as amended to the current date, which shall be open to inspection by members at all reasonable times during office hours.

Article 60 - Directors' Rights to Inspect

Every director shall have the absolute rights at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Church for a purpose reasonably related to the director's interest as a director.

Article 61 - Amendments to Religious Corporation's Bylaws

Bylaws may be adopted, amended, or repealed by approval of the members or the board, except that:

(a) once members have been admitted, a bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the members;

(b) any bylaw that requires the vote of a larger proportion of, or all of, the members or the members of any class, unit, or grouping of members, or the vote of a larger proportion of, or all of, the directors than is otherwise required by the California Nonprofit Religious Corporation Law, shall not be altered, amended, or repealed except by that greater vote.
