

Calvary Christian Fellowship
A California Nonprofit Organization
Operating Bylaws

ARTICLE I. Principal Office, Change of Address

Section .101

The principal office of the Organization for its transaction of business is located in the City of Yucca Valley, County of San Bernardino, State of California.

Section 1.02

The Board of Directors is granted full power and authority to change the principal office of the Organization from one location to another in this county. Any such changes shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. Members

Section 2.01

The Organization shall not have any members.

Section 2.02

Any action which would otherwise require approval by a majority shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Religious Law shall vest in the Board of Directors.

ARTICLE III. Directors

Section 3.01

The Organization shall have four (4) Directors. Collectively, the Directors shall be known as the Board of Directors.

Section 3.02

The Directors of the Organization shall each be a born again Christian and be in harmony with the doctrine and philosophy of ministry of Calvary Christian Fellowship.

Section 3.03 *Term of Office*

Each Director shall hold office for the term of two (2) years maximum at which time said Director will submit a mandatory letter of resignation.

Section 3.04 *Nomination*

Any person qualified to be a Director under Section 3.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 3.05 *Election*

The Directors shall be elected at each regular meeting of the Board of Directors as prescribed by Section 3.07 (a) through (g) of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected, providing that the Pastor of the Church, who is governed by God, is in full agreement with said election. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.02 of these Bylaws.

Section 3.06 *Compensation*

The Directors shall serve without compensation.

Meetings

Section 3.07

- (a) **Call of the Meetings**
Meetings of the Board may be called by the President or any Vice President or the Secretary or any two (2) Directors.
- (b) **Place of Meeting**
All meetings of the Board shall be held at the principal office of the Organization as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.
- (c) **Date and Time of Meeting**
Regular meetings of the Board of Directors shall be held with notice as to specific date and time in the months of March or April and September or October.
- (d) **Special Meetings**
Special meeting of the Board may be called by the President or any Vice President or the Secretary or any two (2) Directors. Special meetings shall be held on notice delivered personally or by telephone.
- (e) **Quorum**
A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, as long as the Pastor of the Church is in attendance at said meeting of the Board, and except hereinafter provided.
- (f) **Conduct of Meeting**
The President or, in his or her absence, the Vice President shall preside at meetings of the Board of Directors. The Secretary of the Organization or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meetings can hear one another. Such participation shall constitute personal presence at the meeting.
- (g) **Adjournment of Meeting**
A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or

place shall be given prior to the time of the adjournment meeting to the Directors who were not present at the time of the adjournment.

Section 3.08 *Action without Meeting*

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

Removal of Directors

Section 3.09

(a) Removal of Cause

The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court; or
- (2) The Director has been convicted of a felony.

(b) Removal without Cause

Any Director may be removed without cause if such removal is approved by the Board of Directors.

Resignation of Director

Section 3.10

Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Organization, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Organization would then be left without a duly elected Director or Directors in charge of its affairs.

Vacancies in the Board

Section 3.11

(a) Causes

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

(b) Filling Vacancies

Except as otherwise provided in these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 3.09 of these Bylaws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

ARTICLE IV. Officers

Numbers and Titles

Section 4.01

The officers of the Organization shall be a President, a Vice President, a Secretary, a Chief Financial Officer, a Vice Financial Officer and such other officers with such titles and duties as shall be determined by the Board and as many be necessary to enable it to sign instruments. The President is the General Manager and Chief Executive Officer of the Organization. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the President.

Appointment

Section 4.02

The officers of the Organization shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the direction of the Pastor of the Church.

Duties of Officers

Section 4.03

(a) President

The President shall be the General Manager and Chief Executive Officer of the Organization and shall have supervision, directions, and control of the business and affairs of the Organization. Such officer shall preside at **all** meetings of the Board of Directors. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law or these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President is hereby authorized to exercise any right to vote or execute proxy to vote shares of stock, of any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Organization.

(b) Vice President

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

(c) Secretary

The Secretary shall keep or cause to be kept at the principal office of the Organization, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

(d) Chief Financial Officer

The Chief Financial Officer of the Organization shall keep and maintain in written form, or in any other form capable of being concerted into written form, adequate and correct books and records of account of the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall at all times be open to inspection by any Director of the Organization. The Chief Financial Officer shall deposit all monies and other valuables in the name of and to the credit of the Organization with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Organization as ordered by the Board of Directors, and shall render to the President and the Directors, on request, and account of all such officer's transactions as Chief Financial Officer, and of the financial condition of the Organization. The Chief Financial Officer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

(e) Vice Financial Officer

In the absence of the Chief Financial Officer, or in the event of his inability or refusal to act, the Vice Financial Officer shall perform all duties of the Chief Financial Officer, and when so acting, shall have all the powers of, and be subject to all the restrictions on the Chief Financial Officer. The Vice Financial Officer shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors.

Resignation and Removal of Officers

Section 4.04

Any officer may resign at any time on written notice to the Organization without prejudice to the rights, if any, of the Organization under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

ARTICLE V. Rites of Ordination

Principle of Ordination

Section 5.01

Candidate for ordination recognizes that only our Sovereign Holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ.

The calling of a minister is not the result of a title, rather the title is a result of His calling. This calling is recognized as from the true and living God. It is man's privilege and specifically the privilege of the overseers of the true church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a man's life.

The purpose of the ARTICLE is to provide for the ordination rites of ministers of the Gospel by CALVARY CHRISTIAN FELLOWSHIP.

Qualifications

Section 5.02

The qualifications for ordination are as follows:

- (a) A candidate for ordination must be a born again believer in Jesus Christ as described by our Lord in the third (3rd) chapter of the Gospel of John.
- (b) A candidate must believe that there is only one God who manifests Himself in Three Persons: God the Father, God the Son and God the Holy Spirit.
- (c) A candidate must meet the scriptural requirements for the office Of bishop as described in the Holy Bible, references I Timothy 3:1-7 and Titus 1:6-9.
- (d) A candidate must believe and render evidence of his belief that the Holy Bible is the complete and divinely inspired Word of God and that God has not added, deleted, or altered this work with subsequent writings and revelations.
- (e) A candidate must have completed four (4) years of Bible study, with at least two (2) years concentrated study under a known, approved Bible teacher.
- (f) A candidate must believe in the objectives of this body and its concerning work of the Holy Spirit today.
- (g) A candidate should have evidenced the obvious calling of God Upon his life in terms of ministerial experience and report.

Procedure of Ordination

Section 5.03

The procedures for ordination shall be as follows:

- (a) Each person fulfilling the above qualifications and upon their proper presentation to the Board of Directors of this body will receive full consideration for ordination into the ministry of the Gospel of Jesus Christ by **CALVARY CHRISTIAN FELLOWSHIP.**
- (b) The Board may make exceptions to these qualifying standards Wherein the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit such exception is according to the will of God and consistent with His Word.
- (c) Upon unanimous approval of the Board of Directors, the Candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such a calling and office.
- (d) All candidates, successful or otherwise, will be notified of the Board's decision in writing within one (1) week of the final Board action.

Certification of Ordination

Section 5.04

The following is the text of the certificate of ordination to be issued to each successful candidate:

☐ Certification of Ordination ☐

This is to certify the Reverend _____ was duly ordained by CALVARY CHRISTIAN FELLOWSHIP as a minister of the Gospel of Jesus Christ. He has completed all studies and has met all the requirements of this body for recognition of such office; further, by rite of ordination this date he is duly ordained to perform all ministerial functions without limitation as accorded by the laws of the land and in compliance with the ordinances of God's Holy Church as set forth in the Holy Bible. We now pray for God's divine blessing and the power of the Holy Spirit upon him.

Given this _____ day of _____, 2005

PRESIDENT

SECRETARY

with headquarters in _____,
California.

(City)

ARTICLE VI. Amendment of Bylaws

Section 6.01

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Directors of the Board at a Director's meeting, except that a Bylaw fixing or changing the number of Directors may be repealed only by one vote or written consent of two-third (2/3) of the Board of Directors.

ARTICLE VII. Annual Accounting Period

Section 7.01

The annual accounting period for this Organization shall begin on the first day of January, and shall end on the last day of December.

ARTICLE VIII. Topics for Semiannual Discussion

Section 8.01

At each semiannual Board meeting we will, as a matter of routine discussion, review the salaries of the Church staff.