

**Bylaws
of
South Bay Evangelical Christian Church**

**Article I
Principal Office**

The principal office of the corporation is fixed and located in Los Angeles County, California. The Board of Directors may change the location of the principal office from one to another in this county.

**Article II
Statement of Faith and Purposes**

Section 1. Statement of Faith

The Statement of Faith represents the basic beliefs of this church.

Section 2. Guidelines of Church Life

We believe that the Scriptures already contain the principles and examples necessary for every aspect of Christian life. The Bylaws are guidelines of church organization and operations so that everything would be done in a fitting and orderly way (I Corinthians 14:40). Christians should seek to live in the Spirit, not in the letter (II Corinthians 3:5-6). The spirit in church organization should be based upon I Corinthians 12:12-27 where it conveys the idea of members of the body working together and caring for one another.

Section 3. Purposes

The primary objectives and purposes of this church is to establish and administer a Christian church and to sponsor activities including, but not limited to, the following:

- (a) Sunday services to worship God and to uphold Biblical teachings;
- (b) Bible study classes, prayer meetings, special meetings, and conferences to edify believers, to cultivate fellowship, and to minister among the Christians;
- (c) Evangelistic meetings to evangelize local communities;
- (d) Support of missionaries to evangelize the world with the Gospel of Jesus Christ;
- (e) Other meetings, classes, activities, and services as may be deemed appropriate for the furtherance of the general purposes stated in the Articles of Incorporation.

Article III Members

Section 1. Church Members

Any person who (a) has accepted Jesus Christ as personal Lord and Savior, was baptized, and accepts the Statement of Faith of this church, and (b) chooses to make this church his or her spiritual home and regularly attends the activities of this church, shall be included as a Church Member.

No member shall have any liability for dues or assessments. A member shall not be personally liable for the debts, liability, or other obligations of the corporation.

Section 2. Dismissal of Church Member

A Church Member shall be dismissed if that person is found to practice heretical teaching or disorderly conduct (I Corinthians 5:11). The procedure shall follow the principle set forth in Matthew 18:15-17. If initial efforts of restoration fail, the accusations should be presented to the Board of Directors in writing and signed by no less than three Church Members (Matthew 18:16, I Timothy 5:19). The offending person shall be called before the Board of Directors for examination. If after a fair and impartial hearing, the accusations are found to be true and restoration is still impossible, the Board of Directors may choose to dismiss that person from being a Church Member. The proceedings and the facts as ascertained shall be presented by the Board of Directors in writing to the offender and to the church.

Section 3. Restoration of Church Member

The Board of Directors should restore a dismissed Church Member upon seeing satisfactory evidence of repentance in that person. (II Corinthians 2:6-8)

Section 4. Legal Members

This corporation shall make no provisions for members in the legal sense. Pursuant to Section 9310 (b) (1) of the California Nonprofit Religious Organization Law, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

Article IV Directors

Section 1. Number

The corporation shall have no less than three (3) nor more than twelve (12) Directors, with the exact number to be fixed within these limits by approval of the Board of Directors in the manner provided in these Bylaws. The Directors are collectively known as the Board of Directors.

Section 2. Qualifications

A person must be a Church Member before he or she may be elected to become a Director. This person should also have demonstrated commitment to the Lord and to the church.

Section 3. Responsibilities and Duties

The Directors should seek the Lord's will diligently and with one accord, serve the church willingly and be examples to the congregation (Mark 10:42-43, Luke 22:25-26, I Peter 5:2-3). They should also make every effort to consider the opinion of the church in all major decisions, including but not limited to such matters as the election of new Directors and officers, the approval of annual budget, the purchase or sale of any real property, etc.

Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of California law, the activities and affairs of this corporation shall be conducted by or under the direction of the Board of Directors.

Section 4. Election and Term of Office

A person may be elected to become a Director by the Board of Directors. The term of office of each Director shall be three (3) years. Efforts should be made so that approximately one-third of the Directors will be subject to reelection each year. There is no limit to the number of consecutive terms a Director may be reelected by the Board of Directors.

Section 5. Resignation

A Director may resign upon giving written notice to the Board of Directors. No Director may resign if the corporation would then be left without at least two duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Section 6. Dismissal

A Director should be dismissed if his conduct or action clearly disqualifies him as a Director. A Director may be dismissed by the Board of Directors with the same principle and similar procedure as outlined in Section 2 of Article III.

Section 7. Compensation

The Directors shall receive no compensation for their services as Directors.

Section 8. Vacancy

A vacancy on the Board of Directors because of death, resignation, disability, disqualification, dismissal, or otherwise may be filled by approval of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director.

Section 9. Quorum

Majority of the Directors shall constitute a quorum for any meeting of the Board of Directors.

Section 10. Meeting of the Board of Directors

The Board of Directors should hold an annual meeting in February, or on a date duly agreed to by the Board, to elect Directors and to attend other business of the corporation.

Meetings of the Board of Directors for any purpose or purposes may be called at any time by any two (2) Directors. Notice of the time and place of all meetings shall be given to the Directors at least twenty-four (24) hours prior to the time of the holding of the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed and wherever held, shall be as valid as though the meeting had been duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Board Decisions

The Board of Directors should emphasize unity of the spirit in making all decisions through the process of consensus. The process of consensus is defined as (a) the affirmative vote of at least the majority of the Directors, and (b) no Director is strongly against the proposed decision. If a Director feels strongly against an issue, even though he or she is in the minority, the rest of the Board should take time for more communication and prayer and wait on the Lord. The Directors should abide with the principle of love and trust in the Lord to see to it that the right decision be made at the right time.

A Director should abstain from issues involving conflict of interest (such as the dismissal of oneself). The decision will then be made by consensus among the remaining Directors.

Section 12. Action without a Meeting

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

Section 13. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liability, or other obligations of the corporation.

Article V Officers

Section 1. Officers

The officers of this corporation shall be a President, Secretary, and Treasurer, and such other officers as the members of the Board of Directors may appoint. The President, the Secretary, and the Treasurer must be members of the Board of Directors, their qualifications, election and term of office, resignation, and dismissal follow Article IV (Directors) and not this Article.

Section 2. Qualifications

A person must be a Church Member before he or she may be elected to become an officer. This person should also have demonstrated commitment to the Lord and to the church.

Section 3. Election and Term of Office

The Board of Directors shall elect all officers of the corporation for terms of two (2) years. There is no limit to the number of consecutive terms an officer may be reappointed by the Board of Directors.

Section 4. Resignation

An officer may resign from office and duty by notifying the Board of Directors.

Section 5. Dismissal

An officer should be dismissed if his conduct or action clearly disqualifies him as an officer. An officer may be dismissed by the Board of Directors with the same principle and similar procedure as outlined in Section 2 of Article III.

Section 6. Vacancies

A vacancy in any office because of death, resignation, disability, disqualification, dismissal or otherwise may be filled by appointment of the Board of Directors.

Section 7. President

The President coordinates the business and affairs of the corporation. He shall preside at all meetings of the members, and shall have such other responsibilities and duties as may be prescribed from time to time by the members of the Board of Directors.

Section 8. Secretary

The Secretary shall keep a full and complete record of the proceedings of the corporation, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make services of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation and shall discharge such other duties of the office as prescribed by the members of the Board of Directors.

Section 9. Treasurer

The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Funds over an amount specified by the Board of Directors shall be paid out only in checks of the corporation signed by the Treasurer and one member of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the members of the Board of Directors.

Article VI
Elders and Pastors

An elder should meet the qualifications set forth in I Timothy 3:1-7 and Titus 1:6-9. A person elected to be an elder of this church also becomes a Director of the corporation. The election of elders follows the same procedure as the election of Directors. The term of office, resignation, and dismissal of elders are also the same as those of the Directors.

Biblically, pastors(-teachers) are defined in Ephesians 4:11 (cf. I Corinthians 12:28) as among the people God gives to the universal church, with the special gift of shepherding and teaching. However, following common usage, pastor is an alternative title for elder in this church. Elders (pastors) are the overseers of the church. All elders and pastors are equal in position and authority even though their individual functions may be different. Their responsibilities should follow the teachings in Acts 20:28 and I Peter 5:1-3.

Article VII
Deacons and Ministers

A deacon should meet the qualifications set forth in I Timothy 3:8-13. A person elected to be a deacon of this church also becomes an officer of the corporation. The election of deacons follows the same procedure as the election of officers. The term of office, resignation, and dismissal of deacons are also the same as those of the officers.

Minister is an alternative title for deacon in this church. The responsibilities of deacons (ministers) are basically administrative in nature as in the example set forth in Acts 6:2-4. They shall discuss and implement the policies and recommendations made by the elders (pastors).

Article VIII
Advisors

This church will have an Advisory Council consisting of spiritual advisors invited by unanimous agreement from the incumbent elders and advisors. These advisors will be lifetime advisors. These advisors will act as surrogates for the NT apostles as far as our church is concerned.

Each and every newly appointed elder is required to agree to submit to these advisors in the sense that he agrees to be dismissed by these advisors at any time by a unanimous/consensus agreement among the advisors.

The advisors are to provide consultations, advice, instructions, and corrections to the elders. The elders should respect the Godly wisdom, strength and maturity of the advisors, and to submit to their spiritual authority. The advisors will not typically be making judgment of internal administrative decisions, but they will certainly be involved in doctrinal or moral issues if the elders ever fail to resolve them correctly (I Corinthians 5, I Timothy 1:3-4). In addition, the advisors may overrule in the case of the election, re-election, and dismissal of elder(s).

As further clarification of the above concept, the appointment of any new elder is based on the selection by the incumbent elders plus the approval by the Advisory Council. The re-election of an elder for a new term is also based on the election by the incumbent elders plus the approval by the Advisory Council.

Any dissatisfaction or accusation against any one of the elders may be sent in writing by at least three church members either to the Board of Directors, or directly to the Advisory Council (I Timothy 5:19).

Article IX Committees

The Board of Directors may appoint or reorganize committees as needed to facilitate the operations of the church. Each committee should consist of a chairperson who must be an officer, and one or more committee members, who shall be nominated by the committee chairperson and approved by the Board of Directors. All committee members shall serve one year and may be reappointed. Each committee shall prepare its proposed annual budget and exercise the annual budget approved by the Board of Directors.

Article X Bylaws

The Bylaws of this corporation shall be adopted, amended or repealed by approval of the Board of Directors of this corporation except as otherwise required or prohibited by law.

Article XI Articles of Incorporation

These Articles of Incorporation may be altered, added to, or otherwise amended by approval of the Board of Directors of this corporation in accordance with and in the manner provided by the law of the State of California then in effect.

Certification of Amendment of Bylaws

The undersigned certify that:

1. They are the president and the secretary, respectively, of the South Bay Evangelical Christian Church, a California corporation (Corporation Number 1198717).
2. The foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly amended and adopted by the board of directors of said corporation on the date set forth below:
3. The Corporation has no legal members separate from the board of directors.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: April 16, 2005

Robert E. Grip, President

Leonard S. Li, Secretary