

**BYLAWS**  
**of**  
**REVIVAL CHURCH OF IRVINE**  
**(as of July 19, 2013)**  
**a California Nonprofit Religious Corporation**

**Adopted August 11, 2013**

**ARTICLE I - GENERAL**

Section 1 Name. The name of the Corporation shall be **Revival Church of Irvine**, hereinafter referred to as "the Corporation" when referring to the legal entity recognized by the State of California, or "the Church" when referring to the ecclesiastical entity established as a local church.

Section 2 Purposes. The Corporation is a local church organized and operated exclusively as a nonprofit, religious, educational, and charitable organization dedicated to the purposes stated in the Articles of Incorporation and more specifically below.

Section 3. Church Purposes. The purpose of the Church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

A. EVANGELISM/MISSIONS - "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9).

B. EDUCATION - "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, Timothy 2:2)

C. WORSHIP - "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)

D. MINISTRY/SERVICE - "To serve unselfishly, in Jesus' name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world." (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)

E. FELLOWSHIP - "To encourage, support and pray for each other as members of the family of God. To share our lives together." (1 John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5,7, John 13:34-35)

Section 4. Statement of Faith. We affirm the Holy Bible as the inspired Word of God and as the only basis for our beliefs. This Church accepts "The Baptist Faith and Message," a 1963 affirmation of basic Christian beliefs, as a general statement of our faith.

Section 5 Affiliation. This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church may voluntarily in the future affiliate with a denomination or association in its national, state, and local expressions.

## ARTICLE II - OFFICES

Section 1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the State of California.

Section 2 Principal Office. The principal office of the Corporation shall be located in \_\_\_\_\_, or such place as shall be determined by the Board of Directors.

Section 3 Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

## ARTICLE III. SEAL

The Corporation may have a seal in the form determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized Officer of the Corporation.

## ARTICLE IV. BOARD OF DIRECTORS

Section 1 Number. The Board of Directors shall consist of not less than three (3) or more than twelve (12) persons, as may be determined from time to time by resolution of the Board of Directors. The Senior/Lead Pastor of the Church shall automatically be a Director at all times.

Section 2 Appointment and Term. The initial Board of Directors shall be **Stephen Chong as CEO, Peter Park as Secretary, and Jason Choi as Treasurer**. Subsequent appointments of Directors of the Corporation may be made by a vote of a two-thirds majority of those Directors present at any regular meeting of the Board of Directors fulfilling the quorum, or at a special meeting convened for that purpose. Directors shall be appointed by the Board of Directors for three-year terms. Directors may be reappointed for unlimited successive three-year terms.

Section 3 Vacancy. If the office of any Director becomes vacant, the remaining Directors may, by a two-thirds majority vote, appoint a new Director to serve the unexpired term of the vacated Directorship.

Section 4 Powers. The government of the Church is vested in its Board of Directors, who shall provide oversight in the spiritual and temporal affairs of the Church, and shall appoint and confer authority upon a body of Pastors to manage the Church. The Board of Directors shall exercise all such powers of the Corporation and do all such lawful acts and things that are not prohibited by statute, the Articles of Incorporation, or by these Bylaws. The Board of Directors shall also be a resource for providing godly counsel, biblical wisdom, and accountability for the Senior Pastor and other Pastors of the Church.

Section 5 Committees. The Board of Directors may appoint two or more persons from among its own number to serve as special and standing committees, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. All members of such committees shall serve at the pleasure of the Board. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Unless otherwise provided in the resolution of the Board of Directors designating a committee or in rules that the Board subsequently adopts, a majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business of the

committee, and the act of a majority of the committee members present and voting at a duly constituted meeting of the committee shall be the act of the committee. Other rules governing procedures for meetings of any committee of the Board shall be established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 6 Removal and Resignation. Any Director may at any time deliver a written notice of intent to resign to the Board chair, which shall be effective upon its acceptance by the Board. Any Director may be removed from the Board with or without cause when, in the sole judgment and discretion of the Board of Directors, it is determined by at least a two-thirds percent majority of the Board at a meeting duly called for that purpose and at which a quorum is present that such Director should no longer serve on the Board; provided, however, that a notice, including the names of the Director(s) proposed to be removed, and the date, time and place of any meeting called to consider such removal shall be given in writing to each of the Directors at least seven (7) days prior to the date of such meeting.

Section 7 Transactions with Interested Parties. A contract or other transaction between the Corporation and one or more of its Directors, Officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more Directors, Officers, or trustees are also Interested Parties, or in which entity an Interested Party has a material financial interest -- shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:

Section 7.1 The Corporation entered into the transaction for its own benefit;

Section 7.2 The transaction was fair and reasonable as to the Corporation, or was in furtherance of its exempt purposes at the time the Corporation entered into the transaction;

Section 7.3 Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with full knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction, even though the disinterested Directors are less than a quorum; and

Section 7.4 Prior to authorizing or approving the transaction, the disinterested members of the Board of Directors, in good faith and with ordinary care, determined, after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's tax-exempt purposes.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Directors or Officers.

Section 8 Conflicts of Interest Policy. It is the policy of the Corporation to avoid conflicts of interest and to provide for full disclosure of any and all material conflicting interests by Board members, officers, senior management, and employees, and permit the Board to gather all relevant facts and circumstances to determine in accordance with the guidelines of Section 4.7 above whether or not any disclosed potential conflict is benign and not in any way jeopardizing the religious mission, exempt function, or reputation of Christ's church, so that the contemplated transaction may be authorized as just,

fair, and reasonable to the Corporation. This policy will be implemented by appropriate practices and / or written procedures adopted by the Board of Directors.

Section 9 No Compensation of Directors. Directors and members of any committee of the Board of Directors shall not receive compensation for their services as Directors and members of any such committee, but shall be entitled to reimbursement for any reasonable expenses incurred in attending such meetings. Directors may serve the Corporation in any other capacity and receive reasonable compensation for such other services, which compensation shall be set by the Board without their participation.

## **ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS**

Section 1 Notice. Regular, annual, and special meetings of the Board of Directors may be held within or outside the State of California without formal notice at such time and place as shall from time to time be determined by the Board, except for meetings at which the Board shall consider the removal of a Director, as noted in Article IV Section 6.

Section 2 Waiver of Notice. Whenever any notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 3 Quorum. A majority of the Directors – or, if the Board consists of three or less Directors, all of the Directors – shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Board at a meeting duly called for that purpose and at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or the California Nonprofit Corporation Law requires a greater number of affirmative votes.

Section 4 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the members of the Board or of the committee, as the case may be, and is filed with the minutes of proceedings of the Board or the committee.

Section 5 Participation by Conference Telephone or Video Conference. Members of the Board of Directors may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment whereby all persons may simultaneously communicate with one another during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting. When such a meeting is conducted by means of conference telephone or similar communications equipment, the minutes recording any action taken at such meeting shall note who participated in person and who participated by alternative communications. Every Director shall be required to physically be present and participate in at least fifty percent of all meetings.

## **ARTICLE VI. CORPORATE OFFICERS**

Section 1 Number and Positions. The Officers of the Corporation shall be elected by a majority vote of the Board of Directors. The Church shall have at a minimum three Officers: the Senior/Lead Pastor (who functions as Chief Executive Officer/President and shall act as the moderator of the Church), Secretary, and Chief Financial Officer/Treasurer, who shall be selected from among the Board of Directors.

The Board may also elect, by majority vote, an Executive Pastor (who may function as Vice-President only if specifically requested by the President; and shall be the moderator in the absence of the Lead Pastor), one or more Assistant Secretaries and Assistant Treasurers, who need not be Directors. The Treasurer shall be the Chief Financial Officer of the Church and shall act as moderator in the absence of both the Lead Pastor and the Executive Pastor. Two or more offices may be held by the same person except that the Lead Pastor may not also serve as Secretary or Treasurer. Except as otherwise provided, the Officers may, but need not be, Pastors of the Church. However, all Officers must be members in good standing of this Church. The Board may appoint, by majority vote, such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Other than the Lead Pastor, each Director serves at the pleasure of the Lead Pastor.

Section 2 Term of Office. The Board of Directors shall elect Officers of the Corporation, who shall serve at the pleasure of the Board. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a two-thirds majority of the Board at a meeting duly called for that purpose and at which a quorum is present, whenever, in their judgment, the best interests of the Corporation will be served thereby. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the Board of Directors. In case of the absence or disability of an Officer of the Corporation, or in any other case that the Board of Directors may deem sufficient reason therefore, the Board of Directors, a two-thirds majority of the Board at a meeting duly called for that purpose and at which a quorum is present, may delegate for the time being any or all of the powers or duties of any Officer to any other officer, Pastor, or any other person.

Section 3 The Senior/Lead Pastor. To be appointed as the Senior/Lead Pastor, and to maintain that position, an individual must satisfy the criteria established for pastors, as set forth in Article VII.

The Senior Pastor shall serve as the chair of the Board of Directors.

The Senior Pastor shall preside at meetings of the Board of Directors.

The Senior Pastor shall serve as the President and Chief Executive Officer of the Corporation, and shall have general active management of the business of the Corporation.

The Senior Pastor shall see that orders and resolutions of the Board are carried into effect, sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board to another officer or agent of the Corporation.

The Senior Pastor shall bear ultimate responsibility for maintaining records of and, when necessary, certifying proceedings of the Board.

The Senior Pastor shall make reports to the Board of Directors, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

This corporate role of the Senior Pastor shall always be secondary and subservient to his primary role as the spiritual leader of the local church to establish the Church's vision, mission, and priorities in accordance with the Bible, to lead the local church to be a gospel-centered reflection of Christ's body, to extend the glory and kingdom of God in and through this local church.

Section 4 The Executive Pastor. To be appointed as the Executive Pastor, and to maintain that position, an individual must satisfy the criteria established for pastors, as set forth in Article VII.

In the absence of the Senior Pastor, the Executive Pastor shall perform the duties and exercise the powers of the Senior Pastor, or such of them as may be so delegated, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time. He shall serve as Vice-

President of the Corporation.

Section 5 The Secretary. The Secretary or an assistant Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose.

The Secretary shall perform like duties for the standing committees when required.

The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Board of Directors.

The Secretary shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, or by the signature of the Treasurer or an assistant Secretary.

Section 6 Assistant Secretaries. The assistant Secretaries in the order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

Section 7 The Chief Financial Officer/Treasurer. Except as the Board of Directors may otherwise determine, the Treasurer shall be the Chief Financial Officer of the Church and shall deliver all funds and securities of the Corporation which may come into his hands to such bank or trust company as the Directors shall designate as a depository, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements.

The Treasurer shall render to the Senior Pastor and the Board of Directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board.

The Treasurer shall endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers for the deposit.

The Treasurer shall, upon request, provide the Senior Pastor and the Board an account of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer, belonging to the Corporation.

The Treasurer may delegate any of the foregoing duties to any other Board member, or, with approval of the Board, to any other Member of the Church.

The Treasurer shall also have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

Section 8 Assistant Treasurers. The assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

## **ARTICLE VII. PASTORS & MINISTRY OFFICERS**

Section 1 Qualifications. All Pastors, Pastors-in-training, and Ministry Officers must unreservedly subscribe to the tenets of faith as set forth in the New Testament and expressed in the Statement of Faith of the Church as may be established by the Board, be an active Church member in good standing, and possess or have the potential to possess all the qualifications of a Pastor as set forth in I Timothy 3:1-8 and other relevant teachings of the New Testament.

Section 2 Duties. These Pastors and Ministry Officers may perform all the duties of a minister of the gospel of Jesus Christ, including teaching, counseling, administering baptism and the Lord's supper, officiating at weddings and funerals (if properly credentialed), advising the board on matters of church discipline, disbursing church monies appropriated through the approved budget of the Corporation, and equipping others for ministry. These Pastors and Ministry Officers may also be occasionally be asked attend meetings of the Board of Directors to serve as advisers to the Board, though without governing authority in the decisions of the Board. These Pastors and Ministry Officers may be removed by a resolution of the Board of Directors.

Section 3 Election. The Lead Pastor of the Church shall be called by the members at a membership meeting. All other ministry officers of the Church shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subjects to the rights, if any, of an officer under any contract of employment.

Section 4 Removal. The Lead Pastor may only be removed, with or without cause, by the members at any regular or special membership meeting. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board.

Section 5 Charges against a pastor. Charges against a pastor shall be submitted in writing to the Board, charging a pastor with indiscretion, immorality, doctrinal error, unethical behavior, or disloyalty to the church (Matthew 18:15-18). If in the judgment of the Board there is substance to the charges, the Board shall confer and determine the order of responsibility in pursuing the matter judiciously, ethically, expeditiously, and prudently.

Section 6 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

## **ARTICLE VIII. ELDERS**

Section 1 General Powers. The church may have a group of lay Elders which shall advise the Board and the Officers of the church, either on their own initiative or on request, and shall perform the other duties herein described: provide strong spiritual encouragement, shepherding, service, and support to the Lead Pastor, Board, Ministry Officers, and Ministries of the church.

Section 2 Number and Tenure. The number of Elders will be determined as the Lead Pastor selects potential candidates who have successfully finished required discipleship and training with the Lead Pastor. The eldership candidates shall be nominated and elected by the church members by a two-thirds majority vote.

Section 3 Term of Office. An Elder shall hold office until he resigns, dies, or is removed by the Board.

Section 4 Meetings. Meetings of the Elders may be called by or at the request of the majority of the Board or by the Lead Pastor. The persons authorized to call special meetings may fix any place for holding any Elders meeting called by them. Notice of a special Elders meeting stating the place, day and hour of the meeting shall be given to an Elder in writing or orally, in the manner provided for meetings of the Board in Section 4. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of such meeting.

Section 5 Resignation. Any Elder may resign from the group of Elders at any time by delivering either oral tender of resignation at any meeting of the Board of Elders or written notice to the Chairman of the Board.

Section 6 Removal. The Board may remove any Elder at any time, with or without cause, by a two-thirds majority vote.

## **ARTICLE IX. DEACONS**

Section 1 General Powers. The church may have a group of Deacons which shall advise, aid, serve, and support the Elders, the Ministry Officers, and the Ministries of the church, either on their own initiative or on request, and shall perform duties as determined by the Board of Directors by majority vote. Deacons will show lay church leadership by actively, functionally, and fully serving the Ministries of the church.

Section 2 Number and Tenure. The Deacons shall be composed of that number of Deacons as has been set by resolution of the Board. The number of Deacons may be changed from time to time by amendment to these Bylaws, but no decrease in the number of Deacons shall have the effect of shortening the term of any incumbent Deacons. The regular Deacons shall be nominated by the Board and elected by the church members at the general meeting or special meeting.

Section 3. Term of Office. A Deacon shall hold office until he or she resigns, dies, or is removed by the Board.

Section 4 Meetings. Meetings of the Deacons may be called by or at the request of any two members of the group of Deacon or any two members of the Board. The persons authorized to call special meetings may fix any place for holding any Deacons meeting called by them. Notice of a special Deacons meeting stating the place, day and hour of the meeting shall be given to a Deacon in writing or orally, in the manner provided for meetings of the Board in Section 4. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of such meeting.

Section 5 Resignation. Any Deacon may resign from the group of Deacons at any time by delivering either oral tender of resignation at any meeting of the Deacons or written notice to the Chairman of the Board.

Section 6 Removal. The Board may remove, by two-thirds majority vote, a Deacon at any time, with or without cause.

## **ARTICLE X. ADVISORY BOARDS**

The Board of Directors may create one or more advisory boards, for such terms as deemed fit by the Board of Directors. Such advisory boards shall have no vote or governance role, but shall serve the Board of Directors in the specified advisory capacity. The members of such advisory boards must be active Church members or members in good standing of other local churches.



## ARTICLE XI. CHURCH MEMBERSHIP

Section 1 Membership Universal and Local. The Church follows the New Testament concept of church membership: that each person regenerated by the Holy Spirit and responding in repentance and faith toward Jesus Christ is a unique and indispensable part of the organism which is Christ's body and all such persons are members of the universal body of Christ (1 Corinthians 1:2). Membership in this Body of Christ is the grounds for fellowship between Christians. However, the Bible identifies local churches as those Christians in a locality who by the leadership of God and common agreement join together under recognized local leadership and governance for the purpose of worship, instruction, mission, and fellowship.

Section 2 Qualifications for Church Membership. As a local expression of the universal body, the Church will have the following standard for initial and continued membership:

Section 2.1 Evidence that an individual has repented from sin and believed in Jesus Christ as Lord and Head of the Church (Luke 13:3,5; Acts 2:38; John 3:16,36; 1 Corinthians 1:2; Romans 10:9-13; John 1:12, 13; Colossians 1:18; Ephesians 1:22,23).

Section 2.2 Evidence of a consistent Christian life or a willingness to live a consistent Christian life (Romans 6:4, Romans 8:1-4, Romans 13:13-14, Ephesians 4:17-32, Ephesians 5:1-2, 15, 1 John 1:6-7).

Section 2.3 A practical commitment to the purposes and members of the Church (Heb. 10:24; John 13:34, 35; Romans 12:5; Matt. 28:19).

Section 2.4 A recognition of a need for personal Pastoral care and leadership and a willingness to be receive the grace provided by the Pastors in their leadership of the Church (Hebrews 13:17, I Peter 5:1-4, Acts 20:28-31, Ephesians 4:11-12, I Thessalonians 5:12, 13).

Section 2.5 Evidence of subscribing to the tenets of faith as set forth in the New Testament and expressed in the Statement of Faith as may be established by the Board of Directors.

Section 2.6 A willingness to contribute regularly by minimally tithing to the financial support of the Church according to ability (2 Corinthians 8:13-15).

Section 2.7 A commitment to submit to and respect the process of Church discipline, as outlined in Matthew 18, both for themselves and others if behavior inconsistent with the above or other unrepentant sin persists after a process of loving counsel, correction, and admonishment.

Section 2.8 A completion of the following by membership candidates to become and be recognized as official members.

1. A profession of personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the membership covenant.

Nothing in this Section 11 shall be construed as limiting the right of the Church to refer

to persons associated with it as "members". No such reference, however, shall constitute any such person a member within the meaning of Section 5056 of California Nonprofit Corporation Law. The Church may confer, by amendment of these Bylaws, some or all of the rights of a member as set forth in the California Nonprofit Corporation Law upon any such person or persons. Reference in the Bylaws to "members" are not references to such associated persons.

Section 3. Reception of members. The following is the procedure for the reception of members:

Section 3.1 Persons desiring to become members will make such desires known to the Pastor or Pastors who will examine the applicant according to the standards for membership.

Section 3.2 The applicants should complete a course in the inquirers' class (a.k.a. membership class), after which they shall appear before a Pastor to give a confession of their Christian faith.

Section 3.3. The Pastor or Pastors will render final decision on the reception of a member based on satisfactory evidence of all criteria of Section 11.2. All persons who have met the membership requirements and have been passed on favorably by the Pastors will be received into the membership of the Church.

Section 3.4. Applicants from other Christian churches shall submit letters of transfer, when available, to the pastor and/or the Board.

Section 3.5. Applicants who are voted into the membership of the church shall be welcomed at the next service of Holy Communion or at such other time or event as determined by the Senior Pastor.

Section 4. Children of members. Children of members of the church shall be nurtured under the Church's spiritual care. When they have reached confirmation age, they shall receive instruction from the pastor(s) in the Word of God, Christian doctrine and the history of the church. Following confirmation via immersion baptism, they may apply for church membership as outlined hereunder.

Section 5 Responsibility of membership. All members of the church shall assume the responsibilities and obligations placed upon them by the Word of God and the church's membership covenant. They shall, through their witness by life and word, consecrated service, prayer, and financial support (i.e., by tithing) further the cause of Christ in the local church.

Section 5.1. Voting Rights of membership. Every Active/Resident Member shall have the right to vote on the following matters: the annual budget of the Church, the election of the Board of Directors, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property and related indebtedness, amendments to the Articles of Incorporation or Bylaws of the Church, and the calling or removing of a Senior Pastor. Each member 16 years and older is entitled to one vote. Voting by proxy is prohibited.

Section 6 Meetings.

Section 6.1. General Meetings. The general meeting of the members shall be held on a date and time and at a place to be determined by the Board. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Directors. Subject to Article XI section 6.3, any other proper business may be conducted at this meeting.

Section 6.2. Special Meetings. Special meetings may be called at any time by the Directors, the Lead Pastor, or the Executive Pastor for any purpose by giving notice to the members in accordance with Section 11.6.3.

Section.6.3. Notice Requirements for Membership Meetings.

1. General Requirements. Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- a. Distribution of written material to the congregation in attendance at a regular weekend service;
- b. Announcement of the meeting in the Church newsletter;
- c. Oral announcement to the congregation at a midweek service; or
- d. Delivery by United States mail to each member identified on the membership roll.

2. Notice of Certain Agenda Items. Action by the members on any of the following proposals, other than by unanimous approval by those members present and entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- a. Calling or removing the Senior Pastor;
- b. Amending the Articles of Incorporation;
- c. Adopting, amending or repealing Bylaws;
- d. Disposing of all or substantially all of the Church's assets;
- e. Adopting or amending a merger agreement; or
- f. Approving the election to wind up and dissolve the Church
- g. Approving the acquisition of real property and related indebtedness.

Section 6.4. Quorum. Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

Section 7. Church discipline.

Section 7.1. Negligent members. For the Church to remain under God's blessing and fulfill God's intentions, at times it becomes necessary, formally and corporately, to confront sin or false doctrine in a Church member. While all Church members should accept the responsibility to correct

informally an erring Church member, when a Church member refuses to repent after sufficient informal confrontation, his case will be brought before one of the following at the discretion of the Board: (1) the full Board of Directors, (2) one or more Pastors, or (3) a subcommittee of Directors assigned by the Board for this task.

Section 7.2. Erring members. If he or she fails to heed the counsel of the Board, Pastor, or subcommittee of Directors, the Board of Directors shall decide, based on a two-thirds vote, proper discipline of the member, which may include removal of the member from the Church. Discipline shall be administered in the spirit of Christ with due regard for the welfare of the individual as well as the church.

Section 8. Resignation of Membership. A Church member may resign from his Church membership by submitting a written communication to one or more of the Pastors at any time, which shall be effective upon formal acceptance by the Pastor(s). However, if such resignation is an attempt to avoid the process of Church discipline, the Board will not accept the resignation until that process is completed. Though generally such resignations by Church members not under discipline shall not be formally announced or published, such information is treated as public and available to any Church member or inquiring Pastor from another local church.

Section 9. Removal from Roll. A member shall be removed from the Church membership roll when: (1) he or she resigns his/her Church membership; (2) he or she has been inactive for at least one year; (3) or he or she is removed from Church membership due to unrepentant sin or doctrinal error.

Section 10 Transfer of Members. Members who move to another community should soon thereafter identify themselves with some other evangelical Christian church. Application for transfer of membership shall be made in writing to the pastor, who shall issue the transfer to the church with which a member is uniting.

Section 11 Non-member friends. Non-member parish friends shall be enrolled by the church as a part of its total constituency. The church and its pastor shall serve them in all their spiritual needs, and they shall be encouraged to consider this as their church home. They shall be kept informed of the activities of the church.

## **ARTICLE XII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1 Contracts. The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the church. Such authority may be general or confined to specific instances.

Section 2 Loans to the Church. No loans shall be contracted on behalf of the church and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the church shall be signed by such Officer or Officers, or agent or agents, of the church and in such manner as is from time to time determined by resolution of the Board.

Section 4 Deposits. All funds of the church not otherwise employed shall be deposited from time to time to the credit of the church in such banks, trust companies or other depositories as the Board may select.

### **ARTICLE XIII. BOOKS AND RECORDS**

The church shall:

(a) Keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board exercising the authority of the Board on behalf of the church.

(b) Maintain appropriate accounting records.

(c) Maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(d) Keep a copy of the following records at its principal office:

1. the Articles of Incorporation and all amendments thereto as currently in effect;
2. these Bylaws and all amendments thereto as currently in effect;
3. correct and adequate records of accounts and finances;
4. a list of the names and business addresses of the current Directors and Officers;
5. minutes of all meetings of the Board.

and

### **ARTICLE XIV. ACCOUNTING YEAR**

The accounting year of the church shall be the calendar year from January through December, provided that if a different accounting year is at any time selected by the Board for purposes of federal income taxes, or any other purpose, the accounting year shall be the year so selected.

### **ARTICLE XV. INDEMNIFICATION**

Section 1 Indemnification of Directors, Officers, Employees and Other Agents.

Section 1.1. Definitions

For the purpose of this Article,

1. Agent. "Agent" means any person who is or was a Director, officer, trustee, employee or other agent of the Church, or is or was serving at the request of the Church as a Director, officer, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the Church or of another enterprise at the request of such predecessor corporation;

2. Proceeding. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

3. Expenses. "Expenses" include, without limitation, all attorneys' fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

#### Section 1.2. Successful Defense by Agent

To the extent that an agent of the Church has been successful on the merits in the defense of any proceeding referred to in this Article XI, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections III through V of this Article shall determine whether the agent is entitled to indemnification.

#### Section 1.3. Actions Brought by Persons Other than the Church

Subject to the required findings to be made pursuant to Section V, below, the Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of, the Church, to procure judgment on it's favor, an action brought under Section 9243 of the California Nonprofit Religious Corporation Law, or an action by the Attorney General pursuant to Section 9230, by reason of the fact that such person is or was an agent of the Church, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

#### Section 1.4. Action Brought by or on Behalf of the Church

1. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

#### 2. Threatened Pending or Completed Actions Against Agent

The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the Church, or brought under Section 9243 of the California Nonprofit Religious Corporation Law, or brought by the Attorney General pursuant to Section 9230, to procure a judgment in it's favor, by reason of the fact that the person is or was an agent of the Church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:

a. The determination of good faith conduct required by Section V, below, must be made in the manner provided for in that section; and

b. Where the agent has actually been adjudged liable to the Church in the performance of such person's duty to the Church, unless and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### Section 1.5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections III and IV of the Article is conditioned on the following:

1. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Church or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

2. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Section V above shall be made by:

a. The Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

b. Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or

c. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Church or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the Church.

#### Section 1.6. Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections II or V, in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### Section 1.7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### Section 1.8. Insurance

The Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent under Corporations Code Section 9246; provided, however, that the Church shall have no power to purchase and maintain such insurance to indemnify any agent of the Church for violation of Corporations Code Section 9243.

### **ARTICLE XVI. 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.

### **ARTICLE XVII AMENDMENTS TO THE BYLAWS**

Subject to the provision of Section 9150 of the California Nonprofit Religious Corporation Law, these Bylaws or any provision of them may be amended, altered, or repealed, and new Bylaws may be adopted by a two-thirds majority vote of the Directors – or, if the Board consists of three or less Directors, a unanimous vote of the Directors – at any regular meeting of the Board, or at any special meeting of the Board if notice of the proposed alteration or repeal is contained in the notice of such meeting or notice is properly waived as outlined in Section 5 of these Bylaws. These changes to the Bylaws, after approved voting by the Directors, must then be voted by the church members and approved by two-thirds majority in order to be ratified at any special or regular membership meeting at which a quorum is present.

### **CERTIFICATE**

I, the undersigned, being the Lead Pastor/CEO of the Revival Church of Irvine, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 11 th day of August, 2013. 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 04 th day of September, 2013.

  
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, CEO