

**BYLAWS OF GRACE COMMUNITY CHURCH OF HEALDSBURG  
A CALIFORNIA NON-PROFIT RELIGIOUS CORPORATION**

**1. NAME**

The name of this corporation is Grace Community Church of Healdsburg.

**2. OFFICES OF THE CORPORATION**

**2.1. PRINCIPAL OFFICE**

The principal office of the transaction of the business, affairs, and activities of the corporation (principal office) is located at Grace Community Church of Healdsburg, 1170 Felta Road, Healdsburg, Sonoma County, California. The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

**2.2. OTHER OFFICE**

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**3. PURPOSES AND LIMITATIONS**

**3.1. SPECIFIC PURPOSES**

This church exists to: worship God, build up His Body, and evangelize and minister to the world. Examples of which are as follows.

- (a) To glorify God and enjoy Him in worship.
- (b) To maintain the unity of the spirit of God in fellowship one with another.
- (c) To proclaim clearly the gospel of Christ: "For I delivered to you as of first importance what I also received, that Christ died for our sins according to the Scriptures, and that He was buried, and that He was raised on the third day according to the Scriptures,..." {1 Corinthians 15:3-4 (NAS)}.
- (d) To teach the whole Bible, the old and new Testaments, to encourage spiritual growth.
- (e) To engage in Christian missionary work.
- (f) To provide for religious, charitable, educational meetings, services, campaigns, conferences and schools

## **4. STATEMENT OF DOCTRINE**

### **4.1. DEFINED**

The following is the corporation's Statement of Doctrine:

#### **SCRIPTURE:**

The Bible, the Old and New Testaments in their original writings, is the inspired Word of God, is without error, and is the supreme and final authority for faith and life.

#### **GOD:**

There is only one living and true God, eternally existing in three distinct, harmonious persons: Father, Son and Holy Spirit.

God the Father is eternal, sent Jesus Christ in bodily form, and created mankind for the express purpose of fellowship with us as His children, who are to bring glory and praise to His name.

Jesus Christ, the only eternal Son of God, was conceived by the Holy Spirit and was born of the Virgin Mary, becoming fully human without ceasing to be fully God.

The Holy Spirit is God, sent to reveal and glorify Jesus Christ. The Holy Spirit living in the believer is the proof guaranteeing our spiritual inheritance in Jesus Christ. Providing gifts to all believers, He indwells, guides, teaches and empowers them. He convicts the world concerning sin, righteousness and the judgment to come.

#### **THE FALLEN STATE OF MAN:**

Mankind was created in the image of God; that he sinned and thereby suffered not only physical death, but spiritual death, resulting in separation from God. Henceforth, all human beings are born with this sinful nature.

#### **REDEMPTION AND SALVATION:**

Jesus Christ, who lived a sinless life on earth, voluntarily gave His life as a sacrifice for the sins of mankind, was buried, rose from the dead, and ascended to the right hand of the Father as Lord, uniquely satisfying the just requirement of God for death as the penalty for sin. All who believe in Jesus Christ are forever reconciled to God solely through His death and resurrection.

#### **MAN'S RESPONSIBILITY TO GOD:**

People are reconciled to God when, by God's immeasurable grace, through faith, not works, they repent of their sin, recognizing Jesus Christ as the only Lord and Savior.

#### **THE CHRISTIAN'S RESPONSIBILITY:**

All who place their faith in Jesus Christ are regenerated spiritually by the Holy Spirit and thus become children of God. All believers, while still capable of sin and not pleasing God, learn to rely upon the indwelling Holy Spirit's power and love, and thus glorify and please God. Those who place their faith in Jesus Christ are to demonstrate obedience to Christ's example through

participation in baptism and the Lord's Supper.

#### **THE CHURCH:**

All who place their faith in Jesus Christ are immediately baptized by the Holy Spirit into the united body of Christ on earth: The Church. The primary arena where Christians are to grow spiritually, worship, and fellowship with other believers is the local church. The local church community should meet together in ways that encourage sharing, accountability, dependence, fellowship and spiritual nurturing in each other's lives. All Christians are ministers, gifted by the Holy Spirit, and are to be involved in ministry in the life of the Church and the world, striving to fulfill the Great Commission to make disciples of all nations.

#### **THE FUTURE:**

Jesus Christ will physically return to this earth to bring completion to His Kingdom. All men and women, including the dead who will be resurrected, will face the righteous judgment of God, the redeemed to eternal life and ultimate joy in the presence of God and the unredeemed to everlasting punishment and separation from God.

### **4.2. SUBSCRIPTION REQUIRED**

At the first called meeting of the Board in each calendar year all directors must manifest wholehearted agreement with the Statement of Doctrine by signing a copy of said Statement. The Statement of Doctrine as so signed shall be filed and kept among the records of the corporation.

## **5. MEMBERSHIP**

Membership in this corporation is limited to the Board of Directors.

## **6. DIRECTORS**

### **6.1. BOARD OF ELDERS**

The directors are Elders of Grace Community Church of Healdsburg, and the Board is the Board of Elders for Grace Community Church of Healdsburg.

### **6.2. NUMBER OF DIRECTORS**

The Board shall consist of no more than eighteen (18) and no less than two (2) directors until changed by amendment to the bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board.

### **6.3. QUALIFICATIONS OF DIRECTORS**

Directors must be adults over the age of 18 who are committed to furthering the purposes of this corporation and who manifest wholehearted agreement with the Statement of Doctrine.

### **6.4. ELECTION OF DIRECTORS**

Directors shall be elected to office by unanimous vote of the Board.

## **6.5. TERM OF OFFICE**

A director shall not assume office until he has manifested his agreement with the Statement of Doctrine by signing a copy of said Statement. The Statement of Doctrine as so subscribed shall be filed and kept among the records of the corporation.

All directors shall hold office for life unless removed by unanimous vote of the directors except the one whose removal is being considered of the Board only for the following causes:

- (a) Conduct that tends to bring the affairs and purposes of this corporation into disrepute.
- (b) Neglectful inattention to the affairs of this corporation.
- (c) Conduct in meeting or elsewhere which is hostile and offensive towards other directors of this corporation.
- (d) Any sustained conduct that is contrary to the qualifications prescribed by the Statement of Doctrine.
- (e) Refusal to subscribe to the Statement of Doctrine.

A vote to remove a director under the provisions of this section shall be conclusive.

## **6.6. POWER OF DIRECTORS**

### **6.6.1 General Powers**

Subject to the provisions and limitations of the California Non-Profit Religious Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or Bylaws, and in accordance with the Statement of Doctrine, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

### **6.6.2. Specific Powers**

Without prejudice to the general powers set forth in Section 6.6.1. of these Bylaws, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

- (a) To select and remove at the pleasure of the Board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the Articles of Incorporation, these Bylaws, and the Statement of Doctrine; to fix their compensation; and to require from them security for faithful service.
- (b) To conduct, manage, and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, these Bylaws, and the Statement of Doctrine, as they may deem best.
- (c) To adopt and use a corporate seal, and alter the form of seal.

- (d) To borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, the corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (e) To delegate any and all such duties to others in the sole discretion of the Board, except the duties which the Board is prohibited from delegating by the California Non-profit Religious Corporation Law or other applicable laws.
- (f) To exercise all other powers conferred by the California Non-profit Religious Corporation Law, or other applicable laws, consistent with the Articles of Incorporation, these Bylaws, and the Statement of Doctrine.

## **6.7. VACANCIES ON BOARD**

### **6.7.1 Events Causing Vacancy**

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by Board resolution of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; (c) removal of a director for fraudulent acts in an action in Superior Court under Section 9223 of the California Corporations Code; (d) the vote of the Board to remove a director; (e) the increase of the authorized number of directors; or (f) the failure of the Board, at any Board meeting at which any director or directors are to be elected, to elect the number of directors to be elected at that meeting.

### **6.7.2. Resignations**

Except as provided herein, any director may resign by giving notice to the Chairman, if any, or to the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No director may resign if the corporation would then be left with less than the minimum number of directors authorized by these Bylaws.

### **6.7.3. Vacancies Filled by Board**

Vacancies shall be filled by the Board in the manner provided in these Bylaws for the election of directors, or, in the Board's sole discretion, by lowering the number of directors, provided that the number of directors may not be lowered below the minimum number specified in these Bylaws.

### **6.7.4. No Vacancy on Reduction of Number of Directors**

No reduction of the authorized number of directors shall have the effect of removing any Director before that Director's term of office expires.

## **6.8. MEETINGS OF DIRECTORS**

### **6.8.1. Place of Meetings**

Regular or special meetings of the Board may be held at any place within or outside California that the Board may designate or, if not so designated, meeting shall be held at the corporation's principal office.

### **6.8.2. Meetings by Telephone**

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

### **6.8.3. Regular Meetings**

Regular meetings of the board may be held without call or notice at such time and place as the Board shall fix from time to time.

### **6.8.4. Special Meetings**

Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, or by two members of the Board.

### **6.8.5 Notice**

Unless notice is excused by a provision of these Bylaws, notices of meetings of the Board stating its time and purpose shall be mailed to each Director's home or personally delivered not later than five days before the day appointed for the meeting. Each director shall leave his address with the Secretary, and notices of meetings sent to such address shall be valid notices thereof to him.

### **6.8.6. Quorum**

A majority of the Board of Directors shall constitute a quorum. Unless otherwise provided in these Bylaws, every action taken or decision made by a present majority of the Directors at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors.

### **6.8.7. Waiver of Notice**

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver or notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate 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 does not protest, before or at the commencement of the meeting, the lack of notice to him.

### **6.8.8. Action Without a Meeting**

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

## **6.9. COMPENSATION**

Directors shall receive no compensation for their services as Directors, but may receive reimbursement for expenses while attending to the business of the corporation.

## **6.10. COMMITTEES**

### **6.10.1 Committees of the Board**

The Board, by majority vote of the Directors then in office, may create one or more committees, each consisting of at least two Directors, to serve at the pleasure of the Board. The Board may also chose to add to a committee individuals from among the congregation, who because of their position on staff, special expertise or interest, to assist the committee in the completion of its assignment and responsibilities. Each committee shall serve in an advisory capacity to the Board of Directors and shall have no authority to set policy, take action, or otherwise act on behalf of the corporation unless given express, written authority to do so by a majority vote of the Board of Directors. Any authority granted a committee by the Board of directors shall be limited in scope to the duties at hand and shall immediately expire at the completion of its assignment or responsibilities. No committee, regardless of Board resolution, may:

- (a) Take any final action on matters that, under the California Non-profit Religious Corporation Law, requires that the action be taken by the Board.
- (b) Take any final action on an issue that has been put before the Board as provided in section 6.8.8.
- (c) Fill vacancies on any committee that has the authority of the Board.
- (d) Amend or repeal Bylaws or adopt new Bylaws.
- (e) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable.
- (f) Amend or repeal any Board resolution adopted regarding an issue that has been put before the Board as provided in section 6.8.8.
- (g) Create any other committees of the Board or appoint members of committees of the Board.

### **6.10.2. Meetings and Action of Committees**

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provision of the Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the call of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting or any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

## **7. OFFICERS**

### **7.1. OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be a Chairman, a Secretary and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairman of the Board.

### **7.2. ELECTION OF OFFICERS**

The officers shall be elected at the first called meeting of the Board in each calendar year and they shall hold office at the pleasure of the Board.

### **7.3. ASSISTANT OFFICERS**

The Board may, in its discretion, appoint an Assistant Secretary and/or Assistant Treasurer. Any person so appointed must be from among those who worship at Grace Community Church of Healdsburg, but the person need not be a Director.

### **7.4. TERM OF OFFICE**

Unless otherwise reduced or extended by the Board, all officers shall hold office for one (1) year.

### **7.5. REMOVAL**

Officers serve at the sole pleasure of the Board and may be removed at any time with or without cause and with or without notice.

### **7.6. RESIGNATION**

An officer may resign by giving written notice to the Chairman, if any, or to the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If an officer's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

### **7.7. COMPENSATION**

An officer shall receive no compensation for their services as officers, but may receive reimbursement for expenses while attending to the business of the corporation.



## **7.8. VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as the Board may direct.

## **7.9. RESPONSIBILITIES OF OFFICERS**

### **7.9.1 Chairman**

The Chairman shall preside at all Board meetings. Unless otherwise provided by these Bylaws or Board resolution, he shall execute jointly with the Secretary, in the name of the corporation, all deed, bonds, contracts and other obligations and instruments authorized by the Board to be executed, and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by the Bylaws.

### **7.9.2. Secretary**

#### **7.9.2.1. Book of Minutes**

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place at the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board or committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present. The Secretary shall keep or have kept at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

#### **7.9.2.2. Notices, Seal, and Other Duties**

The Secretary shall give, or cause to be given, notice of all meetings of the Board or committees of the Board required by the Bylaws to be given. The Secretary shall keep the corporate seal in safe custody. Unless otherwise provided by these Bylaws or Board resolution, the Secretary shall execute jointly with the Chairman, in the name of the corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board to be executed. The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

### **7.9.3. Treasurer**

#### **7.9.3.1. Books of Account**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statement. The books of account shall be open to inspection by any director at all reasonable times.

### **7.9.3.2. Deposit and Disbursement of Money and Valuables**

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the Chairman and Directors, when requested an account of all transactions as Treasurer and or the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

## **8. DEPOSITORIES**

The Board shall choose and maintain one or more depositories for the deposit of funds received by the corporation from all sources. Such depositories shall be banks organized and existing under the laws of the United States or of the State of California, or of any other state or country in which the corporation may do business. Funds of the corporation shall be withdrawn from any depository on checks duly executed in a manner as the Board may from time to time prescribe.

## **9. INDEMNITY**

### **9.1. RIGHT OF INDEMNITY**

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 9246(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 9246(a) of the California Corporations Code.

### **9.2. APPROVAL OF INDEMNITY**

On written request to the Board by any person for indemnification under Section 9246(b) or 9246(c) of the California Corporations Code, the Board shall promptly determine in accordance with Section 9246(a) of the California Corporations Code whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) has been met and, if it has, the Board shall authorize indemnification. If the Board cannot authorize indemnification because of the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the corporation, or the agent or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending for an order authorizing indemnification, whether or not such application by the agent, attorney or other person is opposed by the corporation.

### **9.3. ADVANCEMENT OF EXPENSES**

To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.1 and 10.2 of these Bylaws in defending any proceeding covered by those sections shall be advanced

by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**10. INSURANCE**

The corporation shall have the power to purchase and maintain insurance on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or against in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

**11. INSPECTION OF BOOKS, RECORDS**

The books, records, papers, and accounts of the corporation shall be subject during reasonable business hours for inspection by any Director.

**12. AMENDMENTS TO BYLAWS**

Unless otherwise required by law, these Bylaws may be amended only upon the unanimous vote of the Directors.

**13. CONSTRUCTION**

Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Non-profit Corporation Law shall govern the construction of these Bylaws.

THE UNDERSIGNED HEREBY CERTIFIES:

- 1) That he is the duly elected and acting secretary of the Grace Community Church of Healdsburg;
- 2) That the foregoing Bylaws are the Bylaws of this corporation as duly amended or otherwise authored to the date of this certificate.

Dated:

\_\_\_\_\_  
XXX, Secretary  
Grace Community Church of Healdsburg

**(DRAFT 5/11/2016)**