

Proposed Amended Bylaws of Regeneration

Preamble

Purpose

The purpose of Regeneration is:

1. To worship God the Father, Son and Holy Spirit
2. To build up the Church of Jesus Christ through the teaching of the Word and ministry of the Spirit
3. To persuade men and women to repent and confess Jesus Christ as Lord
4. To send forth witnesses to proclaim the Gospel and fulfill the Great Commission
5. To minister to the needs of the congregants and others in the community
6. To do any and all things and activities related to and in connection with the carrying out of the purposes of a church, as set forth above

Statement of Faith

We believe that there is one living and true **God**, eternally existing in three persons: The Father, the Son, and the Holy Spirit, equal in power and glory; and that this triune God created all, upholds all and governs all.

We believe in **God the Father**, an infinite, personal Spirit, perfect in holiness, wisdom, power and love; He concerns Himself mercifully in the affairs of men; He hears and answers prayer; and He saves from sin and death all who come to Him through Jesus Christ.

We believe in **Jesus Christ**, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings, substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and His personal, visible return to earth.

We believe in the **Holy Spirit**, who comes forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify and empower for ministry all who believe in Christ; the Holy Spirit indwells every believer in Jesus Christ and that He is an abiding helper, teacher and guide. We believe in the present ministry of the Holy Spirit and in the exercise of all the biblical gifts of the Spirit.

We believe all **people** are sinners by nature and choice and therefore are under condemnation; by the Holy Spirit God regenerates those who repent of their sins and confess Jesus Christ as Lord; Jesus Christ baptizes the seeking believer with the indwelling of the Holy Spirit and power for service, often subsequent to regeneration.

We believe in the universal **Church**, the living spiritual Body of Christ, of which Jesus Christ is the Head and all regenerated persons are members.

We believe the Lord Jesus Christ committed two **sacraments** to the Church: 1) baptism, and 2) the Lord's Supper. We believe in baptism by immersion and communion open to all believers.

We believe the sacrament of **marriage** has been and is ordained by God. This Church defines "marriage" as the exclusive covenantal union of one genetic man and one genetic woman, each in the gender determined by God at the individual's conception. Sexual relations are to be exercised solely between a husband and wife within such a marriage.

We believe in the personal, visible **return of Christ** to earth and the establishment of His kingdom; in the resurrection of the body; and in the final judgment, eternal blessing of the righteous, and endless suffering of the wicked.

We believe in and identify with the **doctrinal statements** of the Apostles' and Nicene Creeds as embodying fundamental tenets of the Christian faith.

We believe the **Old and New Testament scriptures** are the Word of God; fully inspired without error in the original manuscripts; and are the trustworthy standard for faith and practice.

Article 1. Principal Office

The principal office for the transaction of the business of the corporation ("Church") is fixed and located at 238 E 15th Street, Oakland, California 94606.

The Board of Elders may at any time or from time to time, change the location of the principal office from one location to another in Alameda County.

Article 2. Congregants

SECTION 1. Congregants Defined

Congregants of this Church are those individuals meeting the qualifications herein, who have completed the application process, and who remain on the current Congregant List.

SECTION 2. Rights of Congregants

The rights of Congregants as members of the Church are limited to the following:

- A. Each Congregant shall be entitled to one (1) vote of ratification for each decision placed before the Congregants by the Board of Elders at any Annual or Special Meeting of the Church.
- B. Congregants shall have the right to vote on the ratification of new members of the Board of Elders, except for those who are appointed to fill the remaining term of a vacancy.
- C. Congregants shall have the right to vote on the ratification of any pastor who will be a member of the Board of Elders.
- D. A Congregant may request a copy of the most recent annual financial summary report for the Church.
- E. A Congregant may request a copy of the list of names of all current Congregants.

No other explicit or implicit rights shall be granted to the Congregants.

SECTION 3. Qualifications of Congregants

The qualifications of a Congregant shall be defined as any individual Applicant of at least 18 years of age, who desires to affiliate with this Church, who is known to be a believing and confessing Christian who:

1. Acknowledges and accepts Jesus Christ as Lord and Savior,
2. Is maturing in their faith in accordance with the Statement of Faith,
3. Is regularly attending and giving of their time and resources as God has blessed,
4. Is in agreement with the Statement of Faith,
5. Is willing to submit to the policies of this Church, and
6. Desires to preserve the unity of the Spirit in the bond of love.

SECTION 4. Congregant Application Process

An Applicant who desires to affiliate with this Church shall request an Application from a pastor or any member of the Board of Elders. The completed and signed Application shall be submitted to any pastor or member of the Board of Elders. The Application shall be reviewed at the next regularly scheduled meeting of the Board of Elders. A Simple-Majority vote of the Board of Elders is required for acceptance of the Application. The results of the review will be communicated to the Applicant with an Acceptance notice, Rejection notice, or Qualification Inquiry Request. If the Applicant is accepted then they shall be placed on the Congregant List. An Applicant may be rejected according to the criteria in Section 3 of this Article. An Applicant may ask for clarification or an explanation for issues raised by the Board of Elders during the application review.

SECTION 5. Congregant List and Renewal Process

Congregant status will be maintained by the Board of Elders on the Congregant List. Each Congregant who desires to maintain their affiliation with this Church shall receive an annual Renewal Affirmation. The Renewal Affirmation shall be returned to the Board of Elders who will record their renewal. Failure to return the Renewal Affirmation after two (2) requests within a three (3) month period shall result in the removal of the individual(s) from the Congregant List.

If a Congregant is removed from the Congregant List and subsequently requests to be reinstated, then they shall submit an Application according to Section 4 of this Article.

Continuing to hold the status of a Congregant is an expression each individual makes that they are willing to and are actively supporting the regular operations of the Church's services, ministries, programs, maintenance and financial needs.

SECTION 6. Church Discipline and Disqualification of Congregants

A. Purpose of Church Discipline

The threefold purpose of Church Discipline is to:

1. Glorify God by maintaining purity in the local church,
2. To edify believers by deterring sin, and
3. To promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct.

B. Church Discipline Process

Congregants of this Church who err in doctrine or who engage in conduct that violates Scripture, as determined by the Board of Elders, shall be subject to Church Discipline, including Disqualification. Before such Disqualification, however, the following process should be followed:

1. It shall be the duty of any Congregant of this Church who has first-hand knowledge of the erring individual's conduct that is contrary to the Statement of Faith, to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then
2. The warning Congregant shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval. If the erring individual still refuses to heed this warning, then
3. It shall be brought to the attention of the Board of Elders. If the Board of Elders determines after thorough investigation that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been

appropriately confronted, and that he or she has refused to repent, then the Board of Elders shall vote on the Disqualification of the Congregant. The investigation shall be done in accord with the procedures prescribed by pertinent Scripture. A Super-Majority vote of the Board of Elders is required for a Disqualification.

4. If the vote on the Disqualification of the Congregant is passed, then the Board of Elders shall inform the general Congregants of the Disqualification in order that the Church may call the erring individual to repentance. If the nature of the disqualification is such that the disqualified individual presents potential immediate physical or spiritual danger to individuals or the Church body, the Board of Elders shall communicate the nature of the threat to the Church body.

C. Exceptions to Church Discipline Process

Notwithstanding the foregoing process, the Board of Elders in the exercise of their discretion may proceed directly to the third stage of Church Discipline, (i.e. the investigation) when one or more of the following have occurred;

1. Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole Church;
2. Where the erring individual has taught or otherwise disseminated doctrine deemed false or erroneous by the Board of Elders, then chosen to disregard the direction and reproof of the Board of Elders; or
3. Where the erring individual has been warned twice by the Board of Elders to cease from factious and divisive conduct and has chosen to disregard those warnings.

D. Restoration After Church Discipline

If the erring individual, after such Disqualification, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders, then upon a Simple-Majority vote of the Board of Elders, the individual may be reinstated to their status as a Congregant. If such a vote is passed, then the individual shall be publicly restored to all the rights, duties, privileges, and responsibilities of a Congregant.

E. Waiver of Legal Recourse Following Church Discipline

The Congregants of this Church shall agree that there shall be no appeal for legal action to any civil court or agency because of Disqualification or because of public statements to the general Congregants at the fourth stage of Church Discipline.

F. Notification of Mandatory Non-Attendance

Separate and apart from the process of Church Discipline, but subject to the discretion and approval of the Board of Elders by a Super-Majority vote, a Congregant, or non-Congregant regular attendee, or other individual may be notified that he or she is not to be present upon Church premises for such a period of time as is deemed necessary for the safety and well-being of others on Church premises. Such required absence may, but need not, be concurrent with Church Discipline of that person.

G. Removal From Congregant List

Any Congregant who has been Disqualified, fails to renew their Annual Application, or fails to maintain the Qualifications as described in Section 3 of this Article, shall be removed from the Congregant List.

SECTION 7. Meetings of the Congregants

A. Annual Meetings

The Annual meeting of the Congregants of this Church shall be held on the 3rd Saturday of March each year at 10:00 a.m., at the principal office of this corporation, or at any other time and at any other place determined by a resolution of the Board of Elders. No notice need be given if the meeting is held on the date and at the time immediately above stated, at the principal office of the corporation.

B. Special Meetings

Special meetings of the Congregants of the Church for any purpose may be called at any time by a Simple-Majority vote of the members of the Board of Elders. Notice of the time and place of special meetings of the Congregants shall be announced to the Congregants at least twice during the two (2) weeks prior to the meeting.

C. Voting Issues and Agenda Items

All issues requiring a vote of ratification, to be addressed during a meeting of the Congregants of the Church, shall be announced to the Congregants at least twice during the two (2) weeks prior to the meeting. Absentee Ballots shall be available during the two weeks prior to the meeting.

Any other agenda items for discussion that do not require a vote by the Congregants, need not be announced prior to the meeting.

SECTION 8. Quorum Requirements

A quorum for either an Annual or Special Meeting shall be at least 25% of the Congregants, including a Simple-Majority of the Board of Elders. The quorum shall be comprised of Absentee Voting Ballots, Congregants and the Board of Elders who are present. If at any time the quorum requirements are not met, no further business shall be conducted.

SECTION 9. Verification of Voting Ballot Requests

All individuals receiving a Voting Ballot shall be verified against the Congregant List. If an individual's name is not on the Congregant List, then they shall not be eligible to receive a ballot, nor cast a vote.

SECTION 10. Absentee Voting Ballots

Voting Ballots will be available at least two (2) weeks prior to each Annual or Special Meeting. A Congregant may submit an Absentee Voting Ballot to the Board of Elders or their designee, prior to the Meeting, in a sealed and signed envelope. Such Voting Ballots shall be counted as part of the total required for a quorum.

If a Congregant who submitted an Absentee Voting Ballot subsequently attends the Meeting in person, then their Absentee Voting Ballot must be destroyed, prior to entering the Meeting.

Article 3. Government

SECTION 1. The Headship of Christ

The government of the Church shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body. All those in authority shall continually seek His mind and will, through His Spirit and the Word of God, in all actions and decisions.

SECTION 2. The Board of Elders

A Board of Elders (“Elders”), comprised of equals, seeking mutual counsel and headed by the Chairman of the Board, shall be the governing body of the Church. The Board of Elders shall serve as the Directors of the Corporation for the purposes of California corporate law.

A. Their Ministry

1. The Board of Elders shall oversee and govern the ministry of the Church by what they say and how they live, through prayer and the ministry of the Word
2. Subject to limitations of California law, the Articles of Incorporation, and other sections of the Bylaws, all corporate powers of the Church shall be exercised by or be under the authority of the Board of Elders, and they shall control the business and affairs of the Church. Without limiting the general powers, the Board of Elders shall have the following powers:
 - a. To select and remove all other officers, agents and employees of the Church; prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws; fix their compensation; and require from them security for faithful service.
 - b. To conduct, manage and control the affairs and business of the Church; and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.
 - c. To borrow money and incur indebtedness for the purposes of the Church, and for those purposes to authorize to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt and securities.
 - d. To negotiate and approve the merger or acquisition of another organization that is consistent with the purposes of the Church.
 - e. To determine to wind-up, dissolve and cease the operation of the Church.
 - f. To put forward all resolutions requiring the vote of the Congregates at an Annual or Special Meeting.

B. Their Qualifications

The members or nominees for the Board of Elders shall be Congregants in good standing who are free from any conflicts of interest that would impact the performance of their duties. In addition, they shall demonstrate the Biblical characteristics of an elder, as follows:

1. An elder shall be a man of high moral character; sexually pure, temperate, prudent, respectable, self-controlled, just, devout, not self-willed, and not covetous.
2. An elder shall be a man who manages his home well and who is a good example for his family.
3. An elder shall be a man who handles himself uprightly among others: not a drunkard, not a striker, gentle, uncontentious, hospitable, a lover of good, of good reputation in the world.
4. An elder shall be a mature believer who is able to teach.

C. Number of Board of Elders

The Board of Elders shall number a minimum of three lay members and a maximum of twelve total members. The currently authorized number of members shall be determined by a resolution of the Board of Elders. Pastors may serve on the Board. The

ratio of Pastors to lay members shall not exceed one (1) pastor for every two (2) lay members.

D. *Annual Election Process and Term of Board of Elders*

The election process described herein shall be initiated upon the expiration of a Board member's term. Ratification by the Congregants will occur at the Annual Meeting or a Special Meeting called for such purpose.

The process for electing the Board of Elders shall be as follows:

1. The Board of Elders shall establish a nominating committee consisting of Ministry Leaders and Congregants.
2. The nominating committee identifies and screens a panel of qualified Elder candidates, as requested by the Board of Elders.
3. From the panel of candidates, the Board of Elders elects new members to the Board by a Super-Majority vote of the existing Board of Elders, subject to ratification by the vote of the Congregates. These new members are announced to the Congregants at least two (2) weeks in advance of the ratification vote.
4. A Simple-Majority of the votes cast by Congregants shall ratify the new members elected by the Board of Elders.

A member of the Board of Elders is elected for a three (3) year term. A member of the Board of Elders may serve up to two (2) consecutive terms after which they may not serve on the Board of Elders for a minimum of one year. These term limits shall not apply to Pastors on the Board of Elders.

E. *Vacancies*

Any vacancy on the Board of Elders shall be filled by a Congregant or Pastor, nominated by the existing Board of Elders. The nominee shall be approved by a Super-Majority vote of the existing Board of Elders.

In the event that the number of members of the Board of Elders drops below the minimum number required, due to resignation, death or removal, then the Ministry Leaders shall vote to appoint one or more Ministry Leaders to fill the vacancies until the next regular Annual Meeting. Otherwise, vacancies shall be filled on an as-needed basis.

Any vacancies filled on the Board of Elders shall serve until the next Annual Election Process occurs.

Any vacancy intended to be filled by a current Pastor must be approved by a Simple-Majority vote of the Board of Elders.

Their appointment shall be acknowledged at a regularly scheduled Sunday service within one (1) month of his appointment.

F. *Quorum*

A quorum for any meeting of the Board of Elders shall be a Simple-Majority of the authorized members of the Board of Elders.

G. *Place and time of Regular Meetings*

Regular meetings of the Board of Elders may be held at any place and time that has been determined and communicated to all member of the Board of Elders at least 24 hours in advance.

H. *Special Meetings*

Any two (2) members of the Board of Elders may call a Special Meeting of the Board of Elders for any purpose at any time. Each member of the Board of Elders must be notified at least two (2) hours prior to the Special Meeting.

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

I. *Remote Participation*

Unless otherwise specified in a meeting notice, Elders may participate in a meeting of the Board of Elders by means of a conference call or similar communications methods, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

The Board of Elders may also conduct matters of business by means of electronic communications, such as email, where all members receive copies of all messages between the participants. All decisions on matters discussed by such means shall be confirmed and entered into the minutes of the Board of Elders at their next meeting.

J. *Removal*

Any member of the Board of Elders may be removed from office by a Simple-Majority vote of the full Board of Elders. A vote to remove a member of the Board of Elders may be taken for any reason, including, but not limited to, divisiveness, failure to uphold the qualifications of a member of the Board of Elders, or the inability or unwillingness to serve in the position of an Elder. If a member of the Board of Elders is removed then their position and responsibility within the Board of Elders and any Corporate role shall terminate immediately.

K. *Compensation*

The Elders shall receive no compensation for their services on the Board of Elders. A member of the Board of Elders may also serve in other capacities in the Church, for which they may be compensated.

L. *Chairman of the Board of Elders*

The Board of Elders shall annually select a lay member to serve as the Chairman of the Board. The Chairman shall manage the agenda for meetings of the Board of Elders. The role of Chairman may not be held for consecutive terms. The Chairman of the Board of Elders will also serve as an officer of the Church, for which they may not be compensated.

SECTION 3. Pastor(s)

A. *Ministry*

1. A Pastor shall minister unto the Lord in regular personal worship and praise. He shall give himself to the ministry of the Word and prayer and seek to walk uprightly before the Lord in his personal life. He shall seek the will of God.
2. A Pastor shall be a shepherd of the church. He shall give considerable time to the study of the Word and shall teach the scriptures to the flock by precept and

example. His teaching shall be Spirit-gifted. He shall aim to feed the flock, equip the saints for ministry, and guard the church against the attack of the enemy.

3. A Lead Pastor shall oversee the business of the Church on a daily basis and give leadership to the general Church body and its ministries and to the ministry staff. He is also a member of the Board of Elders and shall hold the office of President of the Corporation.

B. Qualifications

1. A Pastor shall meet the qualifications of an Elder.
2. The Board of Elders may specify additional requirements for Pastor(s).

C. Pastoral Selection

The process for Pastoral Selection shall be as follows.

1. The Board of Elders shall establish a Pastoral Committee consisting of Ministry Leaders and Congregants.
2. The Board of Elders shall identify one or more candidates for the consideration of the Pastoral Committee.
3. The Pastoral Committee interviews, screens and makes recommendations of acceptable Pastoral Candidates to the Board of Elders.
4. The Board of Elders selects a Pastoral Candidate to be approved by one of the following processes:
 - a. In the case of a Lead Pastor who will be a member of the Board of Elders, the candidate will be identified to Congregants at least two (2) weeks prior to a vote in order for private objections to be heard by the Board of Elders. A Pastor will be approved and ratified by a Super-Majority of the Congregants voting at an Annual or Special Meeting.
 - b. In the case of a pastoral position that is not to be a member of the Board of Elders, a Super-Majority of the Board of Elders shall approve the Pastor.

D. Compensation

The Board of Elders shall specify the Pastor's compensation at the time of his calling. The Pastor's compensation may be subsequently reviewed and adjusted, as approved by the Board of Elders.

E. Termination

Any two (2) members of the Board of Elders may call a meeting of the Board to raise a question concerning the termination of a Pastor. Grounds for termination include, but are not limited to: failure to maintain the Qualifications of a pastor, failure to uphold the Statement of Faith, failure to manage the ministry and finances of the Church, or for any other reason that the Board of Elders determines to be in the best interest of the Church. The Board of Elders will evaluate the facts and allow the Pastor to present counter-arguments prior to the vote.

The Pastor subject to potential termination shall not be present nor participate in the final discussion and voting by the Board of Elders. Other pastoral members of the Board of Elders may participate in the discussion and voting.

The Pastor will be terminated only by a Super-Majority vote of all the members of the Board of Elders who are eligible to vote.

SECTION 4. Ministry Leaders

A. Their Ministry

1. Ministry Leaders shall carry on various ministries to meet the needs of the Church under the direction and encouragement of the Board of Elders and Pastors.
2. Ministry Leaders shall counsel with the Board of Elders and Pastors regarding the needs, which arise in the body; they shall pray for any in the flock for whom they are caring; they shall serve the flock by exercising hospitality, love, care, and good counsel.

B. Their Qualifications

1. They shall be a Congregant of the Church.
2. Personal qualifications: respected, a person of integrity, not a drunkard, and not greedy for money.
3. As to faith: obedient, mature, tested walk.

C. Their Number, Appointment and Organization

1. The number of Ministry Leaders shall be left to the discretion of the Board of Elders, according to the needs of the congregation.
2. With the Simple-Majority vote of the Board of Elders, a Pastor shall appoint the Ministry Leaders for an indefinite duration and shall review each appointment yearly.
3. The Ministry Leaders shall be in regular contact with a member of the pastoral staff and/or a member of the Board of Elders for guidance, direction and oversight.

Article 4. Officers of the Church

The Officers of the Church are neither empowered by nor serve any biblical mandate; they exist solely to satisfy the requirements for a non-profit organization as stipulated by California General Nonprofit Corporation Law.

SECTION 1. Officers

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Elders may appoint according to Section 2 of this Article. Neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board of Elders. The officers shall be selected from among the members of the Board of Elders. All non-pastor members of the Board of Elders, unless specifically elected as President, Vice President, Secretary or Treasurer, shall be considered as general officers of the Corporation

SECTION 2. Election

A vote for the election of Officers shall be held during the first regular meeting of the Board of Elders after the Annual Meeting of the Congregants. The Board of Elders shall elect by Simple-Majority the Officers of the Corporation for terms of one (1) year, or until their successors are elected and qualified, whichever is longer.

SECTION 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by a Simple-Majority vote of the Board of Elders. The position shall be filled for the remainder of the term of the vacated role.

SECTION 4. *President (Lead Pastor)*

The President (Lead Pastor) shall have general supervision, direction and control of the business and affairs of the corporation. He shall be responsible for the presidency of all meetings of the Congregants, and Ministry Leaders, and he shall have such other powers and duties as may be prescribed from time to time by the Board of Elders.

SECTION 5. *Vice-President*

The Vice-President has no responsibilities, except to temporarily fill the role of President until a new Lead Pastor is selected.

SECTION 6. *Secretary*

The Secretary shall cause to be kept a full and complete record of all the proceedings of the Board of Elders; shall keep the seal of the Corporation and affix it to such papers 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 records of the Corporation; and shall discharge such other duties of the office as prescribed by the Board of Elders.

SECTION 7. *Treasurer*

The treasurer shall provide oversight of the financial matters of the Corporation and provide periodic financial reports to the Board of Elders. The treasurer shall cause to be received, kept and deposited all funds of the Corporation in the financial institution(s) that may be designated by the Board of Elders. Those funds shall be paid out only on checks of the corporation signed by the President, Secretary, or by such officers as may be designated by the Board of Elders. Any person with a financial conflict of interest shall not be the Treasurer.

Article 5. Auxiliaries

Any organization, group, or club whose membership is primarily for a church activity, shall be considered an auxiliary of the Church and shall be subject to the Bylaws of the Corporation and policies of the Church. An auxiliary organization shall exist only in cooperation with, and upon approval by a Simple-Majority vote of the Board of Elders. The relationship of an auxiliary organization with the church may be terminated at any time by a Simple-Majority vote of the Board of Elders.

Article 6. Amendment of Bylaws

Resolutions to amend or adopt new Bylaws may be introduced by the Board of Elders at any Annual or Special Meeting according to Section 7 of Article 2.

Any proposed amendment or additions to the Bylaws shall be ratified by a Simple-Majority of the Congregants according to Sections 7, 8 and 9 of Article 2.

Article 7. Annual Accounting Period

The annual accounting period for this corporation shall begin on the first day of March, and shall end on the last day of February.

Article 8. Miscellaneous

SECTION 1. *Execution of Documents*

The Board of Elders may authorize by Super-Majority vote, any Officer(s) or Agent(s), to enter into any contract or execute any instrument in the name of; and on behalf of the Corporation

and such authority may be general or confined to specific instances. Unless so authorized no Officer, Agent, or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

SECTION 2. Inspection of Bylaws

The Corporation shall keep in its Principal Office the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, certified by the Corporation's Secretary, which shall be open to inspection by any Congregant at all reasonable times during the office hours.

SECTION 3. Construction of Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California in general and its General Nonprofit Corporation Law in particular shall govern the construction of these Bylaws.

SECTION 4. Rules of Order

The rules contained in Robert's Rules of Order, revised, shall be the general guide to govern all business at meetings of the Board of Elders, except in instances of conflict between said Rules of Order and the Articles of Incorporation and Bylaws of the Corporation or provisions of law.

SECTION 5. Corporate Liability

No Officer, Elder, Pastor, Ministry Leader, Staff Member or Congregant appointed by this Corporation shall be personally or individually liable for any error or mistake, action or omission, for or on behalf of this Corporation, occurring within the scope of his or her official authority or in line with duty as such officer or committee except for his or her own willful misconduct or violation of law.

SECTION 6. Definitions

A. Super-Majority

The term Super-Majority as used in these Bylaws shall be interpreted to mean a vote which is affirmed by at least two-thirds (2/3) of those who vote on a particular issue.

B. Simple-Majority

The term Simple-Majority as used in these Bylaws shall be interpreted to mean a vote which is affirmed by at greater than one half (1/2 plus 1) of those who vote on a particular issue.

C. Church

The term Church as used in these Bylaws shall be interpreted to mean the local church of Regeneration.

I hereby declare that I am the person who executed the foregoing Amended Bylaws, which execution is my act and deed.

Secretary of Regeneration

Date