

CONSTITUTION AND BYLAWS
CYPRESS COMMUNITY CHURCH
SALINAS, CALIFORNIA

2008 REVISION
Approved by the Membership
APRIL 20, 2008

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AMENDED CONSTITUTION AND BYLAWS FOR CYPRESS COMMUNITY CHURCH

A California Non-profit Corporation

These Amended and Restated "Constitution and Bylaws" (hereafter known as Bylaws) are adopted to be legally binding on the church as of the _____ day of _____, 2008 (the Effective Date") to fully amend, supersede, replace and restate all prior constitutions and Bylaws of the church in existence as of the Effective Date.

ARTICLE 1 PREAMBLE

These Bylaws set forth the essential principles guiding the organizational structure and membership responsibilities of Cypress Community Church, based on our understanding of the Bible. It does not contain everything that the Bible has to say related to the many issues presented, but it does attempt to present the biblical principles that will assist the church leadership in making wise, godly and biblical decisions for the proper ruling of this local church, and for enabling those seeking church membership to make an informed decision and give their full consent by joining.

ARTICLE 2 NAME

The name of this church corporation is Cypress Community Church, Salinas, California and is incorporated under the laws of the State of California.

ARTICLE 3 PRINCIPAL OFFICE

The principal office of the church is the location designated by the Ministry Leadership Board from time to time. As of the Effective Date the "Main Campus" and principal office is located at 681 Monterey-Salinas Highway, Salinas, California, 93908. The church may also have offices, services or campuses at other places determined by the Ministry Leadership Board from time to time.

ARTICLE 4 PURPOSE AND CHARITABLE INTENT

The purposes of this church are exclusively religious, educational and charitable as described in the Articles of Incorporation of the church ("Articles"). These purposes are derived from our desire to build each other in our faith, our desire to share the Gospel of Jesus Christ with others here and elsewhere, our desire to practice the worship of God in every area of our lives, our conviction to preach and teach biblical truth, our need to serve others unselfishly, our desire to do everything as excellently as we can, our understanding that the grace of God extends to all people, our commitment to value and care for everyone, and our conviction that prayer is effective in leading us to a lifestyle centered on God.

ARTICLE 5 STATEMENT OF FAITH

Section 5.1 *The Bible*

We believe the Bible, both Old and New Testaments, to be the divinely inspired Word of God, without error in the original writings. It is the ultimate and final authority in all matters of faith and practice. (Psalm 19; 119; John 17:17; 2 Timothy 3:16; 2 Peter 1:20-21)

Section 5.2 *God*

We believe there is one true and infinitely perfect God, the Creator and Sustainer of all things, eternally existent in the three persons: Father, Son, and the Holy Spirit. (Genesis 1:1; Deuteronomy 6:4; Matthew 3:16; Acts 5:3-4; Colossians 1:15-16; 2:9)

Section 5.3 *Jesus Christ*

We believe that Jesus Christ is true God and true man, having been conceived by the Holy Spirit and born of the Virgin Mary. He died on the cross – a sacrifice for our sins according to the Scriptures. He arose bodily from the dead, He ascended into heaven, where, at the right hand of the Father, He is now our High Priest and Advocate. (Isaiah 7:14; 9:6; 1 Corinthians 15:3-4, 14-15; Philippians 2:5-11; Hebrews 9:11-28; 1 John 2:1-2)

Section 5.4 *Holy Spirit*

We believe that the ministry of the Holy Spirit is to glorify Jesus Christ and, during this age, to convict men of sin, regenerate the believing sinner, and indwell, guide and empower the believer for godly living and service. (John 14:16-17; 16:7-14; Acts 1:8; 1 Corinthians 12; Ephesians 1:13-14)

Section 5.5 *Mankind*

We believe God created both man and woman sinless in His image, but mankind, through Adam's sin, fell into sin and all of mankind is therefore separated from God and subject to His wrath. All people are sinners by nature and by practice and are unable to remedy their lost condition. (Genesis 1:26-27; 3:1-24; Psalm 51:1-17; Isaiah 53:5-6; 64:6; Romans 3:10-18, 23; Ephesians 2:1-3)

Section 5.6 *Salvation*

We believe salvation is a gift freely offered by the grace of God to all who repent of their sins, accept the shed blood of Jesus Christ on the cross as the sacrifice for their sins, and by faith receive Jesus Christ as Savior. All who receive by faith the Lord Jesus Christ are born of the Holy Spirit and thereby become children of God, a relationship in which they are eternally secure. (Mark 1:15; John 3:3-23; 10:28; Romans 3:23; 6:23; 8:15-16, 28-30; 2 Corinthians 5:17; Galatians 4:5-7; Ephesians 2:8-10; Hebrews 9:22; 1 John 1:9)

Section 5.7 *The Church*

We believe the true Church is the body of believers, and Christ is the Head. We also believe in the local Church - believers gathering together in local assemblies for the purposes of instruction, prayer, fellowship, worship, exhortation, encouragement, observance of the ordinances, and to be witnesses to God's saving grace in the world. (Matthew 28:18-20; Acts 2:41-47; 1 Corinthians 12:12-13; Ephesians 1:22-23; 4:4-6; Colossians 1:18)

Section 5.8 *Ordinances*

We believe the Scriptures prescribe two ordinances for the Church: water baptism and the Lord's Supper. Believers are baptized in water as a testimony to their spiritual identification with Christ, and regularly celebrate the Lord's Supper in remembrance of His death and in anticipation of His return. (Matthew 26:26-30; 28:18-20; Luke 22:14-20; Romans 6:1-11; 1 Corinthians 11:23-29)

Section 5.9 *Angels and Satan*

We believe angels were created by God as His servants and ministers to His people on Earth. We also believe Satan was created as an angelic being, but was removed from his position for his pride, and now actively works to frustrate the purposes of God. (Ezekiel 28:12-19; Daniel 12:1-2; Matthew 25:41; Ephesians 6:10-12; Hebrews 1:14; 1 Peter 5:8-9; Revelation 12:12:4-920:7-10)

Section 5.10 *The End Times*

We believe in the personal, physical and imminent return of Jesus Christ, at which time the believer will be resurrected to eternal, unbroken fellowship with God, and the unbeliever will be resurrected to eternal punishment and separation from God. (John 14:1-4; 1 Corinthians 15:24-58; 2 Corinthians 5:10; 1 Thessalonians 4:13-17; 2 Thessalonians 1:5-12; Revelation 20:15)

Section 5.11 *Authority of the Statement of Faith*

This Statement of Faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, this Statement of Faith accurately represents the teaching of the Bible and, therefore, is binding upon all members. All literature, doctrinal teachings, and ministry material used in the church shall be in complete agreement with the Statement of Faith. Material that does not meet the foregoing requirement may be used for comparison purposes in a teaching environment. For additional detail and scriptural references for the beliefs stated in this Statement of Faith please refer to the *Teaching Positions* that are published by the church from time to time. If a difference of interpretation of a scriptural passage occurs, the rendering by the New American Standard Bible, copyright 1995, shall be used as the standard text.

ARTICLE 6 MEMBERSHIP

Section 6.1 *Eligibility*

While a believer becomes a member of the body of Christ at the time of salvation, the church encourages, but does not require, membership in the local assembly. Membership in this church shall be open to all, who are at least eighteen (18) years of age, who have given witness as a true believer in Christ Jesus as their personal Savior and have then been baptized, who have completed the membership process prescribed by the Elder Council from time to time, who willingly subscribe to these Bylaws, and willingly sign the Cypress Community Church Membership Covenant.

Section 6.2 *Membership Duties*

On becoming a member of this church, in addition to the Cypress Community Church Membership Covenant, each member further covenants to love, honor, and esteem the pastor(s) and the members of the Ministry Leadership Board, to pray for them, to recognize their authority in the affairs of the church, and to cherish a brotherly love for all members of the church. The church does not grant letters of transfer of membership, but encourages each member to notify this church when he/she joins the congregation of another church.

Section 6.3 *Membership Privileges*

- 6.3.1** Only members who are physically present at a duly called meeting of the church shall be entitled to vote. There shall be no proxy or absentee voting. The eligible membership of the church has certain limited areas in which to exercise a vote.
- 6.3.2** Membership in this church does not afford the members with any property, contractual, or civil rights based on principles of democratic government. Although the general public is invited to all of the church's worship services, the church property remains the private property of Cypress Community Church.
- 6.3.3** A member may inspect the prepared financial statements of the church and the minutes of the proceedings of church meetings, the minutes of the Ministry Leadership Board, the minutes of the Elder Council, or the minutes of the Stewardship Council for the current and/or the previous fiscal year, provided he/she shall have made a written request to the church and the church has received the written request at least five business days before the requested inspection date.
- 6.3.4** A member may not, under any circumstances, inspect or copy any record relating to individual contributions to the church, the list of names and addresses of the church members, or any other record protected from disclosure by law (e.g., personnel records), unless directed to do so by the Ministry Leadership Board in the course of carrying out the church's mission. In addition, the corporation may refer to persons associated with it as "members", even though those persons are not members as defined above. No such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056. References in these Bylaws to "members" are not references to such associated persons.

Section 6.4 *Termination of Membership*

Membership in this church may terminate as a result of death, resignation at the member's request, or by a seventy-five percent (75%) affirmative vote of the Ministry Leadership Board, following a recommendation from either the Elder Council or the Stewardship Council to remove a person from membership for any of the following reasons:

- 6.4.1** Continued nonattendance at regular worship services of the church in the preceding twelve months, regular attendance at another church, or membership in another church.

- 6.4.2 Holding or promoting false and heretical doctrines contrary to the Statement of Faith of the church or contrary to biblical directives and principles.
- 6.4.3 Openly living in a manner that is inconsistent with a profession of faith in Christ and His teachings.
- 6.4.4 Violating public morals.
- 6.4.5 Disrupting the unity and peace of this church.
- 6.4.6 Conviction of a crime involving damage or injury to children or other persons, or involving moral turpitude or sexual assault.
- 6.4.7 For any other reason the Ministry Leadership Board deems appropriate to further the mission of this church in a manner consistent with biblical directives and principles.

Section 6.5 *Church Discipline*

Church discipline shall be carried out according to biblical directives (i.e., *Matthew 18:15-20; 1 Corinthians 5:1-13; Galatians 6:1-2; 2 Thessalonians 3:14-15; James 5:19-20*) and according to the discipline guidelines for this church which shall be published from time to time by the Ministry Leadership Board. Formal church discipline is always to be the last resort in resolving conflicts within the church body.

6.5.1 Disciplinary Team

If it becomes necessary to conduct a disciplinary hearing, the Senior Pastor shall inform the Ministry Leadership Board that a situation warranting a disciplinary hearing has occurred and then he shall cause a team of mature and spiritually minded members to be assembled. All people directly involved in the issue will be heard. The hearings shall be handled in a loving and quiet manner with the goal of protecting the reputations of all persons involved. Therefore, neither the hearing nor the proceedings of the disciplinary team shall be open to the public.

6.5.2 Restoration to Membership

Reconciliation and restoration to fellowship is always the goal of church discipline. An offense, however, often causes a loss of trust between the church and the offender. It is necessary to re-establish that trust in such a way to prove the truth of repentance of the offender along with proving the truth of forgiveness by the offended and the church. In keeping with that goal, the Ministry Leadership Board shall, at their discretion, may establish restoration guidelines that may be amended from time to time. Copies of these guidelines are freely available to all applicants for membership.

ARTICLE 7 MEMBERSHIP MEETINGS

Section 7.1 *Meetings for Worship*

Regular services for public worship shall be held each Sunday, unless otherwise determined by the Ministry Leadership Board. Other worship services may be scheduled by the Elder Council, the Stewardship Council or the Senior Pastor.

Section 7.2 *Annual Meeting*

There will be an Annual Meeting of the membership of the church open to all members. The Annual Meeting of the members will usually be held in the third month after the beginning of each new fiscal year (or other date set by the Stewardship Council) to transact the church business as may come before the meeting. The date and time shall be set by the Stewardship Council.

Section 7.3 *Notice of Annual Meetings*

“Notice” of an Annual Meeting is sufficiently provided if not less than 14 days prior to the date of the Annual meeting and no more than 60 days prior thereto: (i) an oral announcement is made from the pulpit at all regularly scheduled worship services, and (ii) a listing is placed in the church bulletin stating the place, day, and time of the Annual Meeting. Alternatively, notice by mail to the last recorded address of each member, or by electronic mail, or by facsimile is also sufficient if done not less than 14 days (and no more than 60 days) prior to the scheduled Meeting. Any other form of notice reasonably calculated to inform the members of the meeting may be used at the discretion of the Ministry Leadership Board long as the minimum 14-day and the maximum 60-day time requirements are met.

Section 7.4 *Place of Annual and Special Meetings*

The place of all meetings is the Main Campus of the church, unless otherwise designated by the Ministry Leadership Board in the Notice of Meeting.

Section 7.5 *Special Meetings*

Special Meetings of the membership may be called at any time at the request of the Ministry Leadership Board or the Secretary of the Church Officers upon receipt of a written petition for a Special Meeting signed by not less than 10% of the members listed on the current membership list of the church. Such petition shall clearly state the reason for requesting the Special Meeting. “Notice” of a Special Meeting is sufficiently provided if, at least 14 days (but no more than 60 days) immediately preceding the Special Meeting, the date, time, location and purpose of the Special Meeting is given as described in Section 7.3 above for the Annual Meeting. Only those matters listed in the Notice may be considered at the Special Meeting. The rules governing a quorum and voting for the Annual Meeting also apply to Special Meetings.

Section 7.6 *Quorum of Members*

A quorum for all meetings of the members consists of twenty-five percent (25%) of the members listed on the membership list of the church as of 4:00 p.m., on the last business day preceding the meeting. Neither proxy nor absentee voting is allowed. No business may be conducted unless a quorum is present, as a minimum.

Section 7.7 *Rules of Order*

The moderator (see Section 8.6.2) shall determine the rules of procedure according to his sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure, and his decision is final and controlling. The following order shall be observed at the regular church annual meeting:

1. Devotions & prayer
2. Reading of minutes
3. Report of officers
4. Reports of standing committees
5. Reports of special committees
6. Unfinished matters
7. Election of officers
8. New matters
9. Adjournment
10. Benediction

For any meeting under this article, the moderator, in his sole discretion, shall have full and unilateral authority to require nonmembers to leave the meeting room and to order the immediate removal of any member or other person present who is deemed by the moderator to be disruptive to the proceedings by act or presence. The moderator shall have full authority to order the removal of all children (ages to be determined by the moderator) if the moderator determines, in his sole discretion, that circumstances so warrant.

Section 7.8 *Voting*

Members listed on the membership list of the church as of 4:00 p.m. on the last business day prior to the date of the meeting are entitled to vote at a meeting of the members. Each member entitled to vote is entitled to one vote on each item that requires the vote of the membership.

Section 7.9 *Special Topics Requiring Approval of the Members*

The following special topics require the majority approval of members present and voting at a membership meeting (unless otherwise directed in these Bylaws or state law):

- 7.9.1** The call or dismissal of a Senior Pastor shall require an affirmative vote of the membership conforming to the directions in 9.2 of these Bylaws.
- 7.9.2** Any general amendment to these Bylaws, other than the Statement of Faith, requires majority conforming to the conditions found in Section 16.1.
- 7.9.3** An amendment to the Statement of Faith of the church requires majority conforming to the conditions found in Section 16.2.

- 7.9.4** The nomination and election of members of the Nominating Committee as described in Section 8.9.
- 7.9.5** The transfer (i.e., purchase, sale or long term lease [in excess of 5 years] of all or substantially all of the real estate property owned by the church to an unrelated third party. In determining whether the proposed transfer is to an unrelated third party, the Ministry Leadership Board shall be guided by the laws, rules and regulations of the Internal Revenue Service. A transfer to a legal entity which qualifies under Section 501C(1) - (17) of the Internal Revenue Code, as amended from time to time, as a "Support Organization" is not deemed a transfer to an unrelated third party (i.e. is not a "Special Topic").
- 7.9.6** Any action to merge or dissolve the church as a corporation (See Article 14 herein) and any other action requiring the vote of the membership as set forth in the Articles or State law.
- 7.9.7** The election of members to the Stewardship Council as described in Sections 8.3.3, and 8.9.

Section 7.10 *List of Members*

The Secretary of the Church Officers shall maintain, or cause to be maintained, an official Membership List containing the names and last known addresses of all of the members of the church. This list shall be updated at least every six months. This list shall be present at every meeting of the membership so eligibility may be established.

ARTICLE 8 ORGANIZATION

Section 8.1 *The Ministry Leadership Board*

Under the guidance of the Holy Spirit, the Ministry Leadership Board shall act as the governing board of the church and corporation for all matters regarding the general oversight of the church. The authority of the Ministry Leadership Board is derived from the body of believers who compose this church.

8.1.1 Composition

The Ministry Leadership Board is composed of all members of the Stewardship Council and no more than five (5) additional members of the Elder Council.

8.1.2 Responsibilities

The duties of the Ministry Leadership Board shall include, but are not limited to:

- 1) Overseeing the development, review, revision, approval, monitoring and evaluation of the church’s vision, mission, values, strategy, annual ministry planning process and the Annual Ministry Plan.
- 2) Holding the Senior Staff accountable for the effective implementation of the vision, mission, values, strategy and Annual Ministry Plan.

- 3) Serving as advocates of the vision, mission, values, strategy and Annual Ministry Plan of the church.
- 4) Overseeing the development, review, revision, approval and overall monitoring of the annual church budget.
- 5) Overseeing the development, review, revision, approval and overall monitoring of the Master Plan of the church.
- 6) Overseeing any plans for major indebtedness as related to building construction and/or land acquisition.
- 7) Overseeing the legal and business concerns of the corporation.
- 8) Administering and overseeing church discipline.
- 9) Selecting, supporting, supervising the Senior Pastor.
- 10) If necessary, initiating the process of dismissing the Senior Pastor.
- 11) Establishing, authorizing, reviewing and revising church policy.
- 12) Providing a sounding board for both the staff and congregation.
- 13) Appointing the corporate officers of the church.
- 14) Overseeing the meetings of the church membership.
- 15) Bringing recommendations to the church for membership action, approval or awareness.

Section 8.2 *Elder Council*

In order to effectively carry out their duties, the Ministry Leadership Board will delegate responsibility to the Elder Council to shepherd the flock by providing overall spiritual direction and leadership to the church, ensuring that the physical, emotional and spiritual needs of the church family are met in accordance with biblical principles and directives, and protecting the people of Cypress Community Church from false teaching and “fad” religion.

8.2.1 Qualifications

Members of the Elder Council are men who meet the spiritual qualification of elders as found in 1 Timothy 3:1-7, and Titus 1:7-9. They must be active members of the church and have been actively engaged in a ministry other than the Elder Council for at least two (2) years. They must have demonstrated mature judgment, discernment and experience in spiritual affairs.

8.2.2 Composition

Because there is no specific number designated in Scripture, there may be as many elders serving as necessary to fulfill the responsibilities of the Elder Council.

The Elder Council is composed of the Senior Pastor, the Executive Pastor, all other pastors of the church and all affirmed elders.

8.2.3 Selection and Term of Office

1) Elected Elders

Elders are nominated by the Senior Pastor and affirmed by a majority vote of the membership at an Annual Meeting. An elder serves for life, either until he voluntarily decides to no longer participate in the ministry of the church or the Elder Council, or until he is removed by action of the Elder Council.

2) Members Appointed to the Ministry Leadership Board and Stewardship Council

The Elder Council shall appoint up to five (5) members of the Elder Council to serve on the Ministry Leadership Board annually prior to the first regular meeting of the Ministry Leadership Board following the Annual Meeting. Two additional members of the Elder Council are appointed to serve on the Stewardship Council according to the process described in Section 8.3.3. All appointed members shall serve for one (1) year and can serve for no more than four (4) years in any five (5) year period.

8.2.4 Responsibilities

The responsibilities delegated to the Elder Council shall include, but are not limited to:

- 1) Shepherding the flock in cooperation with the Senior Pastor, overseeing the spiritual condition of the church family. This includes personal contact with the membership and caring for the sick and infirm.
- 2) Developing and proposing to the Ministry Leadership Board the vision, mission, values, strategy and annual ministry planning process of the church, as well as all revisions thereof.
- 3) Overseeing the prayer ministry of the church.
- 4) Overseeing the assimilation of new members into the church family.
- 5) Establishing the process through which believers become members of the church.
- 6) Developing and proposing to the Ministry Leadership Board, the policy and procedures for church discipline, and overseeing the actual process of church discipline when the Ministry Leadership Board authorizes such action.

8.2.5 Organization

The Senior Pastor, or his designee, shall act as the Chairman of the Elder Council. If the Senior Pastor position is vacant or the Senior Pastor is suspended, the Executive Pastor shall act as the Chairman. If both positions are vacant, the Elder Council, by seventy-five percent (75%) affirmative vote, shall appoint one of its members to act as Chairman until a new Senior Pastor is called.

Section 8.3 Stewardship Council

In order to effectively carry out their duties, the Ministry Leadership Board shall delegate responsibility to the Stewardship Council to serve as the trustee(s) of the church.

8.3.1 Qualifications

Members of the Stewardship Council are men and women who meet the spiritual qualification of deacons (Acts 6:3; 1 Tim 3:8-13) or deaconesses (Rom 16:1). They must be active members of the church and have been actively engaged in a ministry other than the Stewardship Council for at least one (1) year. They must have demonstrated mature judgment, discernment and experience in spiritual as well as business affairs.

8.3.2 Composition

The Stewardship Council shall be composed of four (4) members that are elected at-large from the membership of the church, three (3) who are appointed by the Senior Pastor, and two (2) who are appointed from the Elder Council by the Elder Council, and the Senior Pastor and the Executive Pastor when these positions are not vacant or in suspense. At the invitation of the Stewardship Council other pastor(s) may sit with the Stewardship Council as non-voting members.

8.3.3 Selection and Term of Office

1) Elected Members

At each Annual Meeting two (2) members at-large shall be elected by the membership of the church for a term of two (2) years. No elected Stewardship Council member shall serve more than four (4) years in any five (5) year period. The elected members shall not also be members of the Elder Council.

2) Appointed Members

The Senior Pastor shall appoint three (3) members to the Stewardship Council between the Annual Meeting and the first regular meeting of the Stewardship Council. The appointed members shall not also be members of the Elder Council. The Elder Council shall appoint two (2) members of the Elder Council to serve on the Stewardship Council annually prior to the first regular meeting of the Stewardship Council following the Annual Meeting. All appointed members shall serve for one (1) year and can serve for no more than four (4) years in any five (5) year period.

8.3.4 Responsibilities

The Stewardship Council, on behalf of the congregation and under the authority of the Ministry Leadership Board, is responsible for ensuring the necessary resources for all present and future ministries, properly stewarding the finances, facilities, property and personnel, and for directly supervising the business and legal affairs of the church.

The responsibilities of the Stewardship Council shall include, but are not limited to:

- 1) Acting as the trustees of the church.
- 2) The Stewardship Council may, on behalf of the church, acquire by purchase, gift, bequest, rent, lease as lessee, contract for, lease as lessor, mortgage, deed in trust, pledge or otherwise encumber, and may operate, maintain, manage, equip, improve, repair, alter and otherwise deal with real and personal property. Transactions that involve mortgages, the purchase, sale or lease in excess of five (5) years of real estate property shall require a majority vote of the active membership present at any duly called meeting of the church membership.
- 3) Preparing financial reports and the annual church budget for presentation to the Ministry Leadership Board.
- 4) Monitoring the financial state of the church during the current operational year, providing the Ministry Leadership Board with regular reports.
- 5) Preparing and proposing to the Ministry Leadership Board the annual church budget, with the assistance of the staff.
- 6) Ensuring that an accurate annual financial statement is prepared for presentation to the membership at the Annual Meeting.
- 7) Developing and proposing to the Ministry Leadership Board the compensation plans for all pastors and staff employed by the church.
- 8) Maintaining an active list of the membership of the church.

Section 8.4 ***The Senior Staff***

The Senior Staff is composed of the Senior Pastor, the Executive Pastor and all other pastors that have been selected by the Senior Pastor to serve on the Senior Staff. The Senior Staff serve as “shepherds of the flock,” implementing the mission of the church.

8.4.1 Responsibilities

- 1) The responsibilities of the Senior Staff shall include, but are not limited to:
- 2) Determining ministry programming.
- 3) Supervising, recruiting, training, coordinating and encouraging the paid and volunteer staff of the church.

- 4) Overseeing the day-to day operations of the church ministry.
- 5) Developing and proposing to the Ministry Leadership Board an annual ministry plan developed in conjunction with the paid and volunteer staff of the church and consistent with the vision, mission, values, strategy and annual ministry planning process of the church.

Section 8.5 *The Administrative Leadership Team*

The Administrative Leadership Team is composed of the Chairman of the Ministry Leadership Board, the Chairman of the Elder Council (if other than the Senior Pastor), the Chairman of the Stewardship Council, the Senior Pastor and the Executive Pastor. They shall meet as necessary to determine the agendas, issues, and responses to urgent events for Ministry Leadership Board consideration. A meeting may be requested by any member of the Administrative Leadership Team.

Section 8.6 *Officers Of The Corporation – Church Officers*

The officers of the corporation, also known as the “church officers, shall include a Chairman, a Vice Chairman, a Secretary, and a Financial Officer, all of whom must be current members of the Stewardship Council.

8.6.1 Election and Term of Office

The officers ordinarily will be elected by a majority vote of the Ministry Leadership Board at the duly called meeting of the board during the first month following the Annual Meeting of the membership of the church. The term for each officer is one year or until his successor is either elected or appointed and assumes office.

8.6.2 Chairman

The Chairman presides at all meetings of the members of the church as the moderator. The Chairman shall have other powers and duties as may be assigned to him by the Ministry Leadership Board.

8.6.3 Vice-Chairman

At the request of the Chairman, or in the event of his absence or disability, the Vice-Chairman shall perform the duties and possess and exercise the powers of the Chairman. The Vice-Chairman shall have those other powers and duties as may be assigned to him by the Ministry Leadership Board.

8.6.4 Secretary

The Secretary or his designee shall keep the minutes of the meetings of the Ministry Leadership Board, the Stewardship Council and any meetings of the membership of the church, and in general shall perform all duties incident to the office of Secretary, as well as those duties as from time to time may be assigned to him by the Chairman or by the Ministry Leadership Board. He is responsible for preparation and maintenance of the Membership List containing the last known addresses of the members of the church.

8.6.5 Financial Officer

The Financial Officer or his designee shall oversee the custody of all funds and securities of the church subject to government regulations and according to policies established by the Ministry Leadership Board and the Stewardship Council. The guidelines of the Evangelical Council for Financial Accountability (ECFA) shall be followed where possible unless otherwise directed by the Stewardship Council. These duties shall include the receipt, deposit, and disbursement of all funds, the maintenance of all giving records, the accountability of all church property, and the rendering of all financial reports. All records will be kept at the church office and delivered to any successor upon leaving office.

8.6.6 Resignation of Officers

Any officer may resign at any time by giving written notice to either the Chairman or the Secretary of the church. The resignation takes effect as of the date the notice is received by the Secretary, or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation is without prejudice to the rights, if any, of the church under any agreement to which the officer is a party. Unless specifically stipulated in the notice of resignation, resignation as a church officer does not constitute resignation from the Ministry Leadership Board, the Stewardship Council, or the church.

8.6.7 Removal of Officers

A church officer may be removed from office by a sixty-seven percent (67%) vote of the Ministry Leadership Board. Voting shall be at a duly called meeting of the Ministry Leadership Board. Removal from office does not necessarily constitute removal from the Ministry Leadership Board, the Stewardship Council or the church.

8.6.8 Vacancies

A vacancy in any office because of death, resignation, or otherwise, may be filled by a majority vote of the Ministry Leadership Board at any duly called meeting of the Ministry Leadership Board for the unexpired portion of the term.

Section 8.7 *Quorum, Voting, And Meetings*

The following rules apply equally to the Ministry Leadership Board, the Elder Council, and the Stewardship Council.

8.7.1 Voting

A quorum constitutes seventy-five percent (75%) of the total number of individuals on the Board or on any Council. Each person present shall have only one vote on any single item before the Board or Council. All votes are decided by a seventy-five percent (75%) affirmative vote of the members present and voting. No proxy or absentee voting is permitted.

8.7.2 Meetings

The Ministry Leadership Board shall meet regularly, at least, once per quarter. The Councils shall meet monthly on a regular basis. Special meetings may be called by the Senior Pastor, a majority of the members of the Board or the concerned Council, or by the Senior Staff whenever necessary.

Members of the Board or any Council may participate in a regular or special meeting through use of conference telephone or similar electronic communications equipment, so

long as all members participating in the meeting can hear one another. Participation in a meeting in this fashion constitutes presence in person at the meeting.

1) Actions Without A Meeting

Any action required or permitted to be taken by the Board or Council at a meeting, may be taken without a meeting if all members of the Board or Council consent in writing specifically stating the action taken. This consent has the same effect as a unanimous vote taken at a properly noticed meeting. Any Board or Council meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both the following apply:

- a) Each member participating in the meeting can communicate concurrently with all other members.
- b) Each member is provided the means of participating in all matters before the Board or Council, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

2) Presumption of Assent

A member of any Board or Council who is present at a meeting of the group at which action on any corporate matter is taken is presumed to have assented to the action unless his dissent is entered in the minutes of the meeting. This right to dissent does not apply to a member who voted in favor of the action.

3) Notice of Meetings

Notice of a special meeting of the Board or Council shall be given at least three days in advance by written notice delivered personally, by telephone, or sent by mail, e-mail, fax or by any other commercially acceptable means of business communication delivered at least three days before the meeting to each member of the Board or Council at his address as shown on the records of the church.

Notice to members of the Board or Council is effective three business days after the date of transmittal of the notice.

Any member of the Board or Council may waive notice of a meeting in writing and signed by the member or by electronic mail and filed with the minutes or corporate records of the church.

Neither the business to be transacted at, nor the purpose of any meeting of the Board or Council need be specified in either the notice, or in the waiver of notice, of the meeting.

A member's attendance at, or participation in, a meeting waives any required notice to the member of the meeting unless the member at the beginning of the meeting or promptly on the member's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for, or assent to, action at the meeting.

8.7.3 Reimbursement

Members of the Board or a Council, excluding the Senior Pastor, the Executive Pastor and any other pastor(s) appointed to serve on the Board or a Council, shall not receive any salary or remuneration for their services, but by resolution of the Stewardship Council, reimbursement for all or a part of extraordinary expenses actually incurred in connection with attendance or other special purposes at any duly called regular or special meetings of the Board or a Council may be allowed.

Section 8.8 *Resignation, Removal And Replacement From The Board Or A Council*

Any member of the Ministry Leadership Board, the Elder Council, and the Stewardship Council, except for the Senior Pastor or the Executive Pastor may be removed by a vote of sixty-seven percent (67%) of the Ministry Leadership Board. A member may be removed if he/she:

- 1) joins another church.
- 2) teaches or advocate doctrines contrary to the Statement of Faith in these Bylaws.
- 3) is unable or unwilling to perform the duties associated with the Ministry Leadership Board.
- 4) voluntarily resigns.
- 5) retires from serving on the Board or Council.

If a member of any Board or Council is removed from office, the Ministry Leadership Board, by majority vote, shall select a replacement for either the remainder of the term of office, or until the next Annual Meeting, whichever comes first. A member of any Board or Council may voluntarily resign from the Board at any time. Removal from the Board or any Council shall not affect the person's membership in the church.

Section 8.9 *Nominating Committee*

The Nominating Committee is a standing committee and shall annually prepare a slate of candidates for election to the Stewardship Council (and therefore the Ministry Leadership Board).

8.9.1 Qualifications

Members of the Nominating Committee must be active members of the church and have been actively engaged in a ministry for at least two (2) years. They must have demonstrated mature judgment, discernment and experience.

8.9.2 Composition

The Nominating Committee shall have five (5) members. The Senior Pastor or his designee, one (1) elder appointed by the Elder Council, one (1) member of the Stewardship Council appointed by the Stewardship Council and two (2) members at-large elected by the members at the Annual Meeting.

8.9.3 Selection, Term of Office, Removal and Replacement

The at-large members shall be nominated from the floor during the membership Annual Meeting and voted on immediately following the closing of nominations. Members may be elected by either a voice vote or majority vote by show of hands.

The Nominating Committee shall serve a term of one (1) year. Members, except for the Senior Pastor, may serve no more than two (2) years in a three-year period.

Members of the Nominating Committee, except for the Senior Pastor, may be removed by the Ministry Leadership Board using the same process and criteria for the removal of a member of the Ministry Leadership Board.

A replacement shall be appointed by the Ministry Leadership Board for the remainder of the term of the removed member.

8.9.4 Responsibilities

The Nominating Committee shall prepare a slate of candidates for the Stewardship Council who are qualified and are willing to serve on the Board.

The slate of candidates shall be presented for a vote of the membership at each Annual Meeting.

8.9.5 Meetings

The Nominating Committee shall meet as often as needed to accomplish their responsibilities.

Section 8.10 *Special Teams*

The Ministry Leadership Board, The Elder Council, the Stewardship Council and Senior Pastor may create one or more additional teams to assist them in carrying out their responsibilities from time to time. The teams so created shall exist as long as the need for them continues. Once they are no longer needed, the Board, Council, or Senior Pastor that created the team shall terminate the team.

ARTICLE 9 PASTORS AND CHURCH STAFF

The Pastors and church staff are responsible for determining and overseeing the day-to-day ministry programming needed to accomplish the vision, mission, values, strategy, and Annual Ministry Plan of Cypress Community Church.

Section 9.1 *Pastors*

There are three categories of pastors at Cypress Community Church: Senior Pastor, Executive Pastor, and Associate Pastor(s). All pastors serve as “shepherds of God’s flock” (*1 Pet. 5:2*). They are responsible for guiding the ministries of the church. They lead, train

and supervise paid and volunteer staff in their area(s) of ministry to further the vision and mission of the church. By virtue of the church's call and their acceptance, all pastors (and their spouse) shall automatically become members of Cypress Community Church.

Section 9.2 *Senior Pastor*

The Senior Pastor is the primary shepherd, leader, visionary and teacher of Cypress Community Church. The Senior Pastor's role is to effectively accomplish the mission of the Church by overseeing the spiritual condition of the flock and leading all ministries and staff towards the fulfillment of the mission. He shall watch over the spiritual life of this church. He preaches and teaches the Word of God, and he supervises the administration of the ordinances and the worship services. He is a member of the Ministry Leadership Board, the Elder Council, the Stewardship Council and the Nominating Committee. He may choose to serve as a member of any and all church teams, unless restricted from doing so by these Bylaws.

9.2.1 Calling a Senior Pastor

A candidate for Senior Pastor will be considered only after he has subscribed in writing to these Bylaws. A Senior Pastor shall be called (hired) to serve at this church only upon a seventy-five percent (75%) affirmative vote of the entire Ministry Leadership Board at any duly called meeting, and a seventy-five percent (75%) affirmative vote of the members present and voting at a duly called meeting of the membership called for this purpose.

9.2.2 Suspension of the Senior Pastor

If the Senior Pastor becomes the subject of disciplinary proceedings the Ministry Leadership Board, by a seventy-five percent (75%) affirmative vote of the entire Ministry Leadership Board, may suspend the Senior Pastor from his duties, with pay, until the matter can be dealt with by a church discipline team.

9.2.3 Terminating a Senior Pastor's Services

A Senior Pastor may be dismissed, firstly by a seventy-five percent (75%) affirmative vote of both the entire Ministry Leadership Board at a duly called meeting, and then secondly, a seventy-five (75%) affirmative vote of the members present and voting at a duly called meeting of the membership called for this purpose. If either vote fails, the Senior Pastor remains in office.

Section 9.3 *Executive Pastor*

The Executive Pastor of this church directly assists the Senior Pastor to effectively accomplish the vision and mission of the church by providing senior-level leadership as directed by the Senior Pastor. The Executive Pastor is directly accountable to the Senior Pastor and serves as a member of the Ministry Leadership Board, the Elder Council and the Stewardship Council. In the event of a vacancy in the position of Executive Pastor the Senior Pastor, or his designee, shall assume the duties of the Executive Pastor. The Executive Pastor shall assume the duties of the Senior Pastor if the Senior Pastor is suspended, but only for the duration of the suspension, or during a vacancy in the Senior Pastor position.

9.3.1 Calling an Executive Pastor

The Executive Pastor will be called (hired) upon the recommendation of the Senior Pastor and by a seventy-five (75%) affirmative vote of the Ministry Leadership Board at any duly called meeting.

9.3.2 Terminating an Executive Pastor's Services

The Executive Pastor may be terminated upon recommendation of the Senior Pastor and a seventy-five percent (75%) affirmative vote of the Ministry Leadership Board at any duly called meeting.

Section 9.4 Associate Pastors

Associate Pastors of this Church shall "minister to the flock" in their area(s) of ministry as directed by the Senior Pastor, assisting him to accomplish the vision and mission of the church. Associate Pastors are directly accountable to the Senior Pastor, unless otherwise determined from time to time by the Senior Pastor.

9.4.1 Calling an Associate Pastor

Associate Pastors will be called (hired) upon the recommendation of the Senior Pastor and by a seventy-five percent (75%) affirmative vote of the Ministry Leadership Board at any duly called meeting.

9.4.2 Terminating an Associate Pastor's Services

An Associate Pastor may be terminated upon recommendation of the Senior Pastor and a seventy-five percent (75%) affirmative vote of the Ministry Leadership Board at any duly called meeting.

Section 9.5 Ministry Staff Members

Directors, Coordinators, and other personnel that serve or lead ministry areas are considered "Ministry Staff Members" for the purposes of these Bylaws. All Ministry Staff Members assist the Senior Pastor, the Executive Pastor and/or Associate Pastors in their area(s) of ministry as determined by their position descriptions. Ministry Staff Members are directly accountable to the Senior Pastor, unless otherwise determined from time to time by the Senior Pastor.

9.5.1 Calling a Ministry Staff Member

Ministry Staff Members will be called (hired) upon the recommendation of the Senior Pastor and by majority vote of the Ministry Leadership Board at any duly called meeting convened by the Ministry Leadership Board.

9.5.2 Terminating an Ministry Staff Member

A Ministry Staff Member may be terminated upon recommendation of the Senior Pastor and a majority vote of the Ministry Leadership Board at any duly called meeting convened by the Ministry Leadership Board.

Section 9.6 Support Staff Members

All other Church employees are considered "Support Staff Members" for the purposes of these Bylaws. All Support Staff members assist the Senior Pastor, the Executive Pastor,

and/or Associate Pastors in their area(s) of ministry as determined by their position descriptions. Support Staff Members are directly accountable to the Executive Pastor, unless otherwise determined from time to time by the Executive Pastor.

9.6.1 Calling a Support Staff Member

Support Staff Members will be hired by the Executive Pastor with the concurrence of the Senior Pastor. The Stewardship Council will be informed of such hire at the first meeting of the Stewardship Council following the hire.

9.6.2 Terminating Support Staff Member's Services

A Support Staff Member may be terminated by the Executive Pastor with the concurrence of the Senior Pastor. The Stewardship Council shall be informed of such termination at the first meeting of the Stewardship Council following the termination.

ARTICLE 10 LIABILITIES

Section 10.1 *Non-Liability*

Actions taken by this church do not bind the personal assets of the church members, Ministry Leadership Board or Council Members, Pastors, employees, agents or volunteers of the church, and they:

10.1.1 Are neither partners nor joint venturers for any purpose;

10.1.2 Are not personally liable for the acts or failure to act of any other such person; and,

10.1.3 Are not liable for acts or omissions under these Bylaws, excepting willful malfeasance or fraud.

ARTICLE 11 INDEMNIFICATION

Section 11.1 *Statement of Intent*

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporation Code section 9246(a), 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 the person is or was a person described in that section. "Expenses", as used in these Bylaws, shall have the same meaning as in that section of the Corporations Code.

On written request to the Ministry Leadership Board by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the Board shall promptly decide under Corporations Code section 9246(e) whether the applicable standard of conduct set forth in Corporations Code section 9246(b) or section 9246(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because 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 Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under 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 found that the person is entitled to be indemnified by the corporation for those expenses.

Section 11.2 *Repeal or Modification*

Any repeal or modification of this Article is prospective only and shall not adversely affect any limitation on the personal liability of an indemnified party of the church existing at the time of repeal or modification.

Section 11.3 *Directors and Officers Liability Insurance*

The church may, but is not required to, obtain directors and officers liability insurance.

ARTICLE 12 FISCAL YEAR, BONDING, CORPORATE SEAL AND NON-PROFIT OPERATION

Section 12.1 *Finances*

This church is not intended and shall not operate as a profit-making organization, nor is it founded with the expectation of making a profit. This church shall use its funds only for purposes authorized in these Bylaws.

From time to time the church, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. Contributors may suggest uses for their contributions, but all suggestions shall be deemed advisory rather than mandatory in nature. All contributions made to specific funds or otherwise designated shall remain subject to the exclusive control and discretion of the Senior Pastor and the Stewardship Council. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of any of the purposes stated in Article 4

Section 12.2 *Fiscal Year*

The fiscal year of the church shall be January first to December thirty-first, or as otherwise established by the Stewardship Council.

Section 12.3 *No Stock*

The church will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the church will be distributed to an interested person (as defined below)

without full consideration. The church may contract in due course with its Trustees, Elders and officers without violating this provision.

Section 12.4 *Bonding*

Persons entrusted with the handling of Church funds may be required, at the discretion of the Stewardship Council to furnish, at church expense, a suitable fidelity bond.

Section 12.5 *Corporate Seal*

The Stewardship Council may, but need not, provide a corporate seal.

ARTICLE 13 AFFILIATED TRANSACTIONS AND INTERESTED PERSONS

Section 13.1 *Affiliated Transactions*

In order to protect this tax-exempt organization's (Cypress Community Church) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction, such action shall be guided by the Conflict of Interest Policy established and reviewed by the Ministry Leadership Board from time to time, and any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.2 *Determining Quorum*

All members of the Ministry Leadership Board may be counted in determining the presence of a quorum at a meeting of the Ministry Leadership Board or of a committee thereof that authorizes, approves or ratifies the contract or transaction. (The fact that a member of the Ministry Leadership Board may be an "Interested Person" does not disqualify him for the purpose of counting the quorum.)

ARTICLE 14 DISSOLUTION

Section 14.1 *Vote for Dissolution*

The church may be dissolved only by an seventy-five percent (75%) affirmative vote of the Ministry Leadership Board at any duly called meeting for this purpose, and a 75% affirmative vote of the membership present and voting at a duly called meeting of the membership for this purpose, provided, however, that notice of the proposed action is provided in writing to all members of the Ministry Leadership Board at least 30 days but not more than 60 days before the date of the meeting, and to the members at least 30 days and not more than 60 days before the date of the meeting.

Section 14.2 *Distribution*

In the event of dissolution of this corporation, all property and assets shall be given to one or more organizations officially recognized by the Internal Revenue Service as being organized exclusively for religious purposes, and such organization(s) must have doctrinal

beliefs and purposes similar to those of this church. All distributions shall be the responsibility of the Stewardship Council.

ARTICLE 15 GOVERNING LAW

Section 15.1 *Governing Law*

These Bylaws and the governance of the church shall conform with the California Statutes for non-profit corporations and the rules and regulations governing non-profit corporations, provided, however, that in no event shall these laws, regulations or rules be given precedent over the Holy Scriptures. If any of these Bylaws, or any portion of one or more of these Bylaws, is declared to be illegal or otherwise invalid, that fact shall not invalidate any other bylaw or portion of these Bylaws and the court shall construe and interpret the remaining Bylaws (or portion thereof, as the case may be) in a manner which upholds the validity of all remaining Bylaws and/or portions of these Bylaws.

ARTICLE 16 AMENDMENTS

Section 16.1 *General Amendments*

These Bylaws may be amended, restated, replaced or altered, in whole or in part, by a seventy-five percent (75%) affirmative vote of the Ministry Leadership Board at any duly called meeting called for this purpose, and a two-thirds (67%) affirmative vote of the membership present and voting at a duly called meeting of the membership for this purpose, provided, however, that notice of the proposed change is provided in writing to all members of the Ministry Leadership Board at least 30 days but not more than 60 days before the date of the meeting, and to the members at least 30 days and not more than 60 days before the date of the meeting.

Section 16.2 *Amending the Statement of Faith*

The Statement of Faith, Section 5, or this section, Section 13.2, may be amended, restated, replaced or altered, in whole or in part, by a seventy-five percent (75%) affirmative vote of both the Ministry Leadership Board at any duly called meeting , and a seventy-five percent (75%) affirmative vote of the membership present and voting at a duly called meeting of the membership for this purpose, provided, however, that notice of the proposed change is provided in writing to all members of the Ministry Leadership Board at least 30 days but not more than 60 days before the date of the meeting, and to the members at least 30 days and not more than 60 days before the date of the meeting

ARTICLE 17 PERIODIC REVIEW

These Bylaws shall be reviewed at least once every 10 years. The Ministry Leadership Board shall organize a Constitution Review Team to perform the review. The Ministry Leadership Board shall determine the composition of the Constitution Review Team when the Bylaws are due for review. The Constitution Review Team and the Ministry Leadership Board shall provide an evaluation of these Bylaws and propose amendments to the membership based on the changing needs of the church.

