

Note to the reader: These Bylaws serve as the overall guiding principles of how we will operate the Church. They are, however, a legal corporate document and may include language or terminology that is unfamiliar to you. If you would like additional information about a term used or a concept, we encourage you conduct an online search. Or you may bring your questions to one of the Information Sessions being held at the Church on March 28 and April 12.

**RESTATED BYLAWS
OF
CHURCH OF GOD (SEVENTH DAY)
Marion, Oregon**

**ARTICLE 1
PREAMBLE**

The Marion Church of God (Seventh Day), hereinafter referenced as the “*Church*”, is a non-profit, religious corporation consisting of its members, pastor(s), congregational attendees and its other bodies as described in these Bylaws. These Bylaws set forth the basic articles of governance of the Church and its entities and structures.

**ARTICLE 2
FOUNDATIONS, PURPOSE AND TENETS OF FAITH**

2.1 General Norms.

(a) **Scriptural Foundation.** The first source of the Church’s law, as contained in these Bylaws, is the Old and New Testaments of the Holy Bible, including its doctrines derived from those Scriptures, expressed in the *Statement of Faith* established by the General Conference of the Church of God (Seventh Day), hereinafter referenced as the “*General Conference*.”

(b) **Supremacy.** These Bylaws state organizing principles and law. They abrogate, amend, or supplement all (i) contrary law, (ii) organizing documents, and (iii) bylaws and customs of entities and structures affiliated with the Church, regardless of whether they were developed by them earlier or later than these Bylaws.

(c) **Applicability.** These Bylaws bind the Church, its officers, employees, members, volunteers and all entities and structures described in these Bylaws along with all entities formed under the civil law to serve them, without limitation.

(d) **Civil Law.** Civil law will be given effect so long as it does not violate the Scriptures, the Church’s tenets of faith, these Bylaws or is restrictive to religious freedoms protected by the Constitution of the United States.

2.2 Supreme Authority of the Holy Bible. The Church holds the Bible, the inspired and infallible Holy Word of God, to be supreme in all matters governing the Church (2 Timothy 3:16-17).

2.3 Church Purpose. The Church shall:

- (a) Promote the gospel of Jesus Christ; preach the gospel of the kingdom for the Salvation of souls; teach principles of biblical morality, benevolence, and charity; and make Christian disciples of those who assemble for prayer and worship;
- (b) Receive as members and attendees those who believe the gospel, express faith in Jesus Christ as Savior and Lord, and are committed to keep the commandments of God;
- (c) Promote Christian fellowship among its members and attendees and engage in outreach to the communities it serves; and
- (d) Receive funds and hold real and personal property for the purpose of serving and supporting the objectives of the Church and the General Conference.

2.4 Tenets of Faith

- (a) The Church recognizes and endorses the *Statement of Faith* adopted by the General Conference in 2006. The *Statement of Faith* is intended to summarize the truths of Scripture most commonly believed among members of the General Conference, and not to bind or limit personal freedom of conscience. In maintaining an open creed, the General Conference affirms that its *Statement of Faith* can be changed over time by the unified action of its Ministerial Council.
- (b) Further, the Church believes that God wonderfully and immutably creates each person to be male or female. These two distinct genders together reflect the nature of God (Genesis 1:26-27). Rejection of one's biological sex is a rejection of the image of God within that person.
- (c) Further, the Church believes that the term marriage has only one meaning: the uniting of one male-at-birth and one female-at-birth in a single, exclusive union, as described in Scripture (Genesis 2:18-25). The Church believes that God intends sexual intimacy to occur only between a man and a woman who are married to each other (1 Corinthians. 6:18, 7:2-5; Hebrews 13:4).
- (d) Further, the Church believes that any form of sexual immorality, including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest and use of pornography is sinful and offensive to God (Matthew 15:18-20; 1 Corinthians 6:9-10).
- (e) Further, the Church believes that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. The Church, therefore, is called to defend, protect and value all human life (Psalms 139:13-16; Genesis 9:5-6).
- (f) Further, in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical role model to Church members and the community, it is essential that all persons employed by the Church in any capacity, or who serve as

volunteers, agree to abide by and support the Church's beliefs and teachings regarding marriage, gender, sexuality and the sanctity of life (1 Timothy 4:16).

(g) Further, the Church believes that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ (Acts 3:19-21; Romans. 10:9-10; 1 Corinthians. 6:9-11).

(h) Further, the Church believes that every person must be afforded compassion, love, kindness, respect, and dignity (Mark 12:28-31; Luke 6:31). Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the Church.

2.5 Prohibited Activities. The Church is prohibited from condoning, allowing or engaging in activities that violate its tenets of faith and doctrines. Facilities or property owned or controlled by the Church, or used with permission obtained by the Church, may not be: used or permitted to be used for any activity or speech that is contrary to any stated or implied doctrine or religious belief or practice of the Church; may not be used in a manner that threatens or invalidates the Church's tax-exempt status; and may not be used in a manner that creates unwarranted liability risks or maintenance problems.

2.6 Standards and Prerogatives. It shall be a standard and responsibility of the Church to preserve Scriptural order in all matters affecting its life and ministry, reserving the right of local self-government and the prerogative to choose its own pastor(s); and, elect or appoint directors and officers; establish and maintain standards of local membership and discipline; acquire and hold title to property and assets; and transact all other business pertaining to its life and conduct as a local church, according to the Holy Scriptures and these Bylaws, and in cooperation with the General Conference.

2.7 Relationship with the General Conference. The Church has voluntarily entered into full cooperative affiliation with and as a member of the General Conference of the Church of God (Seventh Day). While honoring the resolutions and bylaws of the General Conference, the Church is self-governed and operates within established bylaws and policies based on State of Oregon statutes, local circumstances and expediency.

ARTICLE 3 MEMBERS AND CONGREGATIONAL ATTENDEES

3.1 Designation and Admission. The Church will have one class of voting members. Members may be admitted from time to time by the Joint Board of Directors. No person may be admitted as a member without his or her consent, express or implied.

3.2 Membership Qualifications. An individual who is a member of the General Conference is eligible to be considered for membership in the Church. Such an individual shall be recognized as a member in good standing of the Church, as expressed by the Scriptures, if he or she:

(a) Regularly attends Sabbath worship service, unless for good cause prevented (Exodus 20:8-11; Leviticus 23:3; Matthew 12:8; Mark 2:27, 28);

- (b) Faithfully supports the Church financially (Malachi 3:10; 2 Corinthians 8-9);
- (c) Recognizes the Church's doctrines and leadership and does not sow discord (Proverbs 6:6-9; 1 Timothy 4:16; Hebrews 12:14; James 3:16-18; 1 John 1:5-10);
- (d) Submits to the correction and reproof of the Church through biblical procedures for church discipline (Matthew 18:15-35; 1 Corinthians 5:9-13; 2 Thessalonians 3:11-15; Hebrews 2:5-14; 13:7, 17);
- (e) Faithfully supports the Church's ministries and programs through the use of his or her time and talents (Romans 12:3-8; 1 Peter 4:10-11);
- (f) Strives, by the aid of the Holy Spirit, to walk in holiness in all areas of life as an act of worship to Jesus Christ (Galatians 5:16-26; Ephesians 5:1-16; 1 Peter 1:13-16; 4:1-3);
- (g) Strives, by the aid of the Holy Spirit, to walk in Christian love with fellow church members and attendees for the advancement of the Church and the spread of the Gospel (Ephesians 4:1-6, 25-32; James 3:13-18; 1 Peter 4:8-10, 5:5-6); and
- (h) Is not currently a member of another church.

3.3 Voting Privileges. All members in good standing who are at least eighteen (18) years of age shall be entitled to vote in all matters assigned to a vote of the members pursuant to these Bylaws. An application for membership must have been received and accepted by the Church at least thirty (30) days prior to an annual or special meeting of the membership in order for the applicant to have voting privileges. An exception to the thirty (30) day requirement may be approved by a vote of the majority of the Joint Board of Directors.

3.4 Transfers. A member may not transfer his or her Church membership or any right arising from said membership to another individual or entity.

3.5 Resignation. A member may resign at any time by delivering written notice to the Joint Board of Directors. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable, unless revocation is permitted by the Joint Board of Directors.

3.6 Termination of Membership. Church membership may be terminated by the vote of the Joint Board of Directors, if one of the following happens:

- (a) Revocation of Church membership by the Joint Board of Directors and confirmed by the General Conference;
- (b) A member's death;
- (c) The member's change of affiliation to another General Conference-affiliated church or to an ecclesiastical entity that is not affiliated with the General Conference; or
- (d) The member's voluntary cessation of attendance of regular Sabbath worship services

and/or financial support of the Church for a period of one year.

3.7 Reinstatement of Membership. An individual whose membership has been terminated may be reinstated provided:

- (a) The individual's membership has been reinstated by the General Conference; and
- (b) The Joint Board of Directors formally accepts reinstatement of membership with the Church by a two-thirds (2/3) vote of the Joint Board of Directors.

3.8 Congregational Attendee. An individual who wishes to enter into the fellowship of the Church and who supports its tenets of faith but cannot qualify, or chooses not to apply, for General Conference membership will be embraced in all the activities, services and love of the Church, except for voting privileges and holding positions or offices in the Church with doctrinal or policy-making responsibilities. An individual is eligible to be recognized as an attendee in good standing if he or she:

- (a) Regularly attends Sabbath worship service, unless for good cause prevented (Exodus 20:8-11; Leviticus 23:3; Matthew 12:8; Mark 2:27, 28);
- (c) Faithfully supports the Church financially (Malachi 3:10; 2 Corinthians 8-9);
- (c) Recognizes the Church's doctrines and leadership and does not sow discord (Proverbs 6:6-9; 1 Timothy 4:16; Hebrews 12:14; James 3:16-18; 1 John 1:5-10);
- (d) Submits to the correction and reproof of the Church through biblical procedures for church discipline (Matthew 18:15-35; 1 Corinthians 5:9-13; 2 Thessalonians 3:11-15; Hebrews 2:5-14; 13:7, 17);
- (e) Faithfully supports the Church's ministries and programs through the use of his or her time and talents (Romans 12:3-8; 1 Peter 4:10-11);
- (f) Strives, by the aid of the Holy Spirit, to walk in holiness in all areas of life as an act of worship to Jesus Christ (Galatians 5:16-26; Ephesians 5:1-16; 1 Peter 1:13-16, 4:1-3); and
- (g) Strives, by the aid of the Holy Spirit, to walk in Christian love with fellow church members and attendees for the advancement of the Church and the spread of the Gospel (Ephesians 4:1-6, 25-32; James 3:13-18; 1 Peter 4:8-10, 5:5-6).

ARTICLE 4 MEMBERSHIP MEETINGS

4.1 Annual Church Business Meeting. The Joint Board of Directors shall call a regular annual church business meeting for the purpose of receiving the Pastor's state of the church report; the Treasurer's financial report; department, committee and ministries reports; electing Board of Elders, Board of Deacons and Board of Trustees members; and conducting other business as appropriate or provided for by church legislation.

4.2 Notice. The Church shall notify its members of the place, date and time of each annual business meeting in accordance with ORS 65.034 and no fewer than seven (7) days but preferably thirty (30) days before the meeting. Notice of a meeting must describe any matter or matters that the members must approve under ORS 65.361, ORS 65.404, ORS 65.414(10(a), ORS 65.437, ORS 65.464, ORS 65.487, ORS 65.534 or ORS 65.624. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

4.3 Special Meetings. A special meeting of members must be held (a) at the call of the Joint Board of Directors; or (b) if the holders of at least twenty (20) percent of the Church's membership sign, date and deliver to the Joint Board of Directors one or more written demands for the meeting. A written demand must describe the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members. The record date for determining the minimum number of members entitled to convene a special meeting is the date the petition was delivered to the Chair of the Joint Board of Directors.

4.4 Place of Meetings. Meeting of the members may be held at any place in or out of Oregon designated by the Joint Board of Directors. If a meeting place is not designated by the Joint Board of Directors, the meeting will be held at the Church's principal office.

4.5 No Proxies. A member may not appoint a proxy to vote or otherwise act on behalf of the member in any meeting of the members or in matters pertaining to the member and the Church.

4.6 Waiver of Notice. A member may, at any time, waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the Church for inclusion in the minutes or filing with the Church's records. 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, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

4.7 Record Date. Requirements regarding the date used to determine members entitled to notice of meetings, to vote or to take other action shall be established by Oregon law, unless otherwise defined in these Bylaws.

4.8 Quorum and Voting. A quorum of the members will consist of those votes represented at a meeting of the members. If a quorum is present when a vote is taken, the affirmative vote of the majority of the votes represented and voting when the action is taken will be the act of the members except to the extent that the articles of incorporation, these Bylaws or applicable law requires the vote of a greater number of members.

ARTICLE 5 CHURCH GOVERNANCE

5.1 Joint Board of Directors.

(a) **Joint Board of Director Duties.** The Joint Board of Directors shall exercise all

powers, both corporate and ecclesiastical, and shall direct the management of the Church's affairs. The work of the Joint Board of Directors shall be supplemented by the Board of Elders and the Board of Deacons. The Joint Board of Directors shall determine the responsibilities to be delegated, necessary level(s) of authority and matters of accountability for the Board of Elders and the Board of Deacons. Without limiting the generality of the foregoing, the Joint Board of Directors shall be responsible for performing the following tasks:

- (i) Minister to the spiritual needs of the congregation;
- (ii) Provide strategic planning and oversight of the Church;
- (iii) Oversee and direct church committees, departments and programs;
- (iv) Adopt and enforce policies and directives not covered in these Bylaws governing the Church and its business as deemed necessary, proper and expedient;
- (v) Provide financial oversight to ensure responsible stewardship, financial accountability and solvency, including auditing church finances and approving budgets and expenditure;
- (vi) Oversee and direct facilities and equipment maintenance, management and usage;
- (vii) Manage church personnel and volunteers, including evaluating the performance of the pastor(s), setting employee compensation and filling of staff vacancies;
- (viii) Elect officers, appoint other positions and constitute committees, departments and programs; and
- (xi) Oversee and direct any other spiritual and administrative matters as the Board deems appropriate for the needs and well-being of the Church.

(b) **Joint Board of Directors Composition.** The Joint Board of Directors shall be comprised of the following individuals, hereinafter referred to as "**Directors**": (i) the Church's pastor(s); (ii) all members of the Board of Elders; and (iii) all members of the Board of Deacons. The membership of the Church shall elect the directors as set forth below in section 5.2(d) (Election of Elders) and section 5.3 (d) (Election of Deacons). The Joint Board of Directors may appoint officers of the Church, as referenced in section 5.5 (d), to serve as non-voting members of the Joint Board of Directors.

(c) **Vacancy on Joint Board of Directors.** The Joint Board of Directors may fill a vacancy by appointment for the remainder of the unexpired term of the vacant position, provided a majority of the original board remains. Alternatively, the Joint Board of Directors may leave the position vacant until the next annual election. If a sufficient number of vacancies occur to cause a lack of a majority on the Joint Board of Directors, the Chair shall call a special meeting of the membership to hold an election. -All appointed board members will serve until the next annual meeting. Appointments and elections held to fulfill unexpired terms are subject to all other requirements of the office.

5.2 Board of Elders

(a) **Duties of Board of Elders.** The Board of Elders are the spiritual leaders of the Church (Acts 20:28; 1 Peter 5:1-3) and shall be responsible for the spiritual oversight of the Church and its members. When performing their duties, the Board of Elders shall always have the spiritual welfare of the Church at heart. Without limiting the generality of the foregoing, the Board of Elders shall be responsible for performing the following tasks:

- (i) Visit the sick;
- (ii) Encourage the discouraged;
- (iii) Give attention to prayer and the ministry of God's Word;
- (iv) Lead components of the Church's worship service;
- (v) Attend, lead or teach at Church events;
- (vi) Disciple new members of the Church; and
- (vii) Other tasks assigned to the Board of Elders by the Joint Board of Directors.

(b) **Elder Qualifications.** All members of the Board of Elders, hereinafter referred to as "**Elders**", must meet the following requirements: (i) be a spiritually mature man-from-birth; (ii) meet the biblical qualifications of an elder as set forth in the Scriptures (1 Timothy 3:1-7; Titus 1:6-9); (iii) be willing to fulfill the responsibilities assigned; and (iv) be a member in good standing in the Church for the twelve (12) consecutive months immediately prior to election.

(c) **Composition and Term of Office.** The Board of Elders shall consist of no fewer than three (3) and no more than seven (7) members who shall serve three (3) year staggered terms. The terms of the Elders shall be staggered such that no more than two-thirds (2/3) of the members of the Board of Elders are scheduled to expire at any one time. Elders may be reelected for any number of consecutive terms. The majority of Elders may not be employees of the Church or immediate family members of each other. The Pastor(s) shall serve on the Board of Elders as non-elected members with the same voting privileges and authority as elected members.

(d) **Election of Elders.** The Joint Board of Directors shall appoint a Nominating Committee no less than sixty (60) days before the annual church business meeting. The Nominating Committee shall meet no less than thirty (30) days prior to the annual church business meeting to select individuals who are members in good standing of the Church and qualified to serve as members of the Board of Elders. The Nominating Committee shall strive to nominate a minimum of two names for each office to be filled. Members nominated shall be contacted and give indication as to their willingness to stand for election. Nominations will not be taken from the floor during an election. Election to office shall require a majority vote of those members present and voting at the annual church business meeting.

(e) **Vacancy on Board of Elders.** Any vacancy on the Board of Elders shall be filled pursuant to the provisions of section 5.1(c).

5.3 Board of Deacons.

(a) **Duties of Board of Deacons.** The Board of Deacons shall be responsible for managing the operational functions of the Church so that the Church's Pastor(s) and Elders are free to attend to the spiritual oversight of the Church and its members. Without limiting the generality of the foregoing, the Board of Deacons shall be responsible for performing the following tasks:

- (i) Facilities use and maintenance;
- (ii) Establishing a budget for review and approval by the Joint Board of Directors;
- (iii) Care of the physical needs of Church members;
- (iv) Administrative tasks; and
- (v) Any other tasks assigned to the Board of Deacons by the Joint Board of Directors.

(b) **Deacon Qualifications.** All members of the Board of Deacons, hereinafter referred to as "**Deacons**", must meet the following requirements: (i) be a spiritually mature individual; (ii) meet the biblical qualifications of a deacon as set forth in the Scriptures (1 Timothy 3:8-13); (iii) be willing to fulfill the responsibilities assigned; and (iv) be a member in good standing in the Church and have been a member for the twelve (12) consecutive months immediately prior to election.

(c) **Composition and Term of Office.** The Board of Deacons shall consist of no fewer than three (3) and no more than seven (7) members who shall serve two (2) year staggered terms. The terms of the Deacons shall be staggered such that no more than two-thirds (2/3) of the members of the Board of Deacons are scheduled to expire at any one time. Deacons may be reelected for any number of consecutive terms. The majority of Deacons may not be employees of the Church or be immediate family members of each other.

(d) **Election of Deacons.** The Joint Board of Directors shall appoint a Nominating Committee no less than sixty (60) days before the annual church business meeting. The Nominating Committee shall meet no less than thirty (30) days prior to the annual church business meeting to select individuals who are members in good standing of the Church and qualified to serve as members of the Board of Deacons. The Nominating Committee shall strive to nominate a minimum of two names for each office to be filled. Members nominated shall be contacted and give indication as to their willingness to stand for election. Nominations will not be taken from the floor during an election. Election to office shall require a majority vote of those members present and voting at the annual church business meeting.

(e) **Vacancy on Board of Deacons.** Any vacancy on the Board of Deacons shall be filled pursuant to the above provisions of section 5.1(c).

5.4 Meetings of Joint Board of Directors, Board of Elders and Board of Deacons.

(a) **Regular Meetings.** The Joint Board of Directors, the Board of Elders and the Board of Deacons shall each meet at regularly scheduled times, normally once each month and not less than quarterly. Except for executive session, meetings of the Joint Board of Directors, the Board of Elders and the Board of Deacons shall be open to attendance by the membership and congregational attendees. Subject to State of Oregon law, a board may hold any part of a meeting in executive session with participation limited to voting board members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Chair of the board.

(b) **Special Meetings.** The Joint Board of Directors, the Board of Elders and the Board of Deacons may each hold special meetings at the call of the respective board Chair provided the meeting date, time and place has been announced at least two (2) days prior to the meeting. Emergency-meetings may be held at the call of the respective board Chair provided members can be given adequate notice.

(c) **Quorum and Voting.** A quorum of the Joint Board of Directors, the Board of Elders and the Board of Deacons shall consist of a majority of the number of members comprising each respective board prior to the vote. If a quorum is present when a vote is taken, the affirmative vote of a majority of the board members present is the act of the Board regardless of whether a member votes or abstains from voting. Each board member has one vote and may not vote by proxy.

(d) **Waiver of Notice.** A Director, Elder or Deacon may at any time waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver must be in writing, and may be a document that is transmitted electronically. The waiver must be signed by the Director, Elder or Deacon, as the case may be, entitled to the notice, must specify the meeting for which the notice is waived and must be filed with the minutes or the Church records. A Director, Elder or Deacon's attendance at or participation in a meeting waives any required notice to the Director, Elder or Deacon of the meeting unless the Director, Elder or Deacon, at the beginning of the meeting or promptly on such party's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

(e) **Action Without Meeting.** The Joint Board of Directors, Board of Elders and Board of Deacons may use electronic mail, hereafter referred to as "email", or other electronic means to conduct business. All Board members shall provide an email address to the Chair of each board of which he or she is a member. If a board member does not have an email address, the Board may not use email or other electronic means to conduct business. Communication sent to board members using email or other electronic means must state that an action is to be taken, include a description of the action and provide sufficient information to allow board members to evaluate and consider the action. The communication must specify a voting deadline of not less than forty-eight (48) hours from the time the communication is sent. Board members may change their votes any time before the specified deadline. The board shall include the email announcement and a record of the members' votes in documents that reflect the action the Board took on the matter. An affirmative vote of the majority of the members is an act of the Board and has the effect of a

meeting vote.

5.5 Officers of Joint Board of Directors, Board of Elders and Board of Deacons. The Joint Board of Directors, the Board of Elders and the Board of Deacons each shall elect a Chair, Vice Chair and Secretary from among its members. A Pastor may not serve as Chair of any board.

(a) **Chair.** The Chair shall preside over the respective board's meetings and is responsible for ensuring that adequate records of the proceedings, reports and actions of the respective board are maintained and archived.

(b) **Vice-Chair.** The Vice-Chair shall execute the duties of the Chair in the event of the Chair's absence.

(c) **Secretary.** The Secretary shall maintain a record of all meeting minutes and actions taken by the respective board.

(d) **Other Officers as Designated by the Joint Board of Directors.** The Joint Board of Directors may find it necessary to appoint other officers for the benefit of the Church. Church members considered for said positions must meet the qualifications of the office as determined by the Joint Board of Directors.

5.6 Removal of Director, Elder or Deacon. A Director, Elder or Deacon may be removed from his or her position with or without cause in accordance with the provisions of Matthew 18:15-17 and consistent with the policies and procedures of the Church. Action to remove a Director, Elder or Deacon must be initiated by the Joint Board of Directors. Removal of a Director, Elder or Deacon shall require a two-thirds (2/3) vote of the Directors present and voting on the question at a duly called meeting of the Joint Board of Directors. The Joint Board of Directors shall have final authority in determining if the standard for cause has been met in those instances where a Director, Elder or Deacon is being removed with cause. A court of competent jurisdiction shall not have the authority to remove a Director, Elder or Deacon pursuant to the provisions of ORS 65.327 or any other applicable law.

5.7 Compensation of Directors, Elders and Deacons. Directors, Elders and Deacons will not be compensated for service in their capacity as Directors, Elders and Deacons. Directors, Elders and Deacons may receive reimbursement of actual reasonable expenses incurred in carrying out their duties as a Director, Elder or Deacons, as the case may be.

5.8 Board Committees. The Joint Board of Directors may create board committees that exercise the authority of the Joint Board of Directors to act on matters as delegated by the Board. The Joint Board of Directors shall appoint individuals to serve or approve a method of selecting committee members. One or more Directors shall be appointed to serve on each board committee. Board committees and committee members will serve at the pleasure of the Joint Board of Directors. The provisions of these Bylaws governing meetings, actions without meetings, notice and waiver of notice, and quorum and voting requirements of the Joint Board of Directors will apply to board committees and their members, unless changed by a resolution of the Joint Board of Directors. The Joint Board of Directors may delegate its authority to a board committee; provided, however, no board committee may do the following:

- (a) Authorize distributions, except for payments of reasonable value for property received or services performed or payment that further the Church's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Church's assets;
- (c) Elect, appoint or remove Directors or fill vacancies of the Joint Board of Directors or on any of its committees; or
- (d) Adopt, amend or repeal the Articles of Incorporation or these Bylaws.

5.9 Advisory Committees. The Joint Board of Directors may create advisory committees by appointing individuals to serve or specifying a method for selecting members. Each committee and its members shall serve at the pleasure of the Joint Board of Directors. Advisory committees shall have no power to act on behalf of, or to exercise the authority of the Joint Board of Directors; they may, however, make recommendations to the Joint Board of Directors and implement the Boards' or a board committee's decisions and policies under the supervision and control of the Joint Board of Directors or a board committee. The Joint Board of Directors may appoint a Director to serve as a committee member or a liaison between the Joint Board of Directors and the advisory committee.

5.10 Departments and Programs. The Joint Board of Directors may create departments and programs to serve as ministries of the Church. The Joint Board of Directors shall designate the heads or chairs, confirm the members, and set the responsibilities, powers, duration, composition and regulation of all departments and programs of the Church. Departments, programs and their members shall serve at the pleasure of the Board. The Joint Board of Directors shall appoint a Director to serve as liaison between the Board and the department or program.

5.11 Committees, Departments and Programs Serving Minors. All individuals serving on committees, departments and programs of the Church that engage with or serve minor children and youth shall comply with the Church's policies and procedures regarding the protection of minors.

ARTICLE 6 OFFICERS

6.1 Designation; Appointment. The officers of the Church will be a President, a Vice-President, a Secretary and a Treasurer. The officers will be appointed by and hold office at the pleasure of the Joint Board of Directors. The Joint Board of Directors may find it necessary to employ, appoint or elect other officers for the benefit of the Church. Individuals considered for such positions must meet the qualifications of the office as determined by the Joint Board of Directors.

6.2 Compensation and Term of Office.

- (a) The compensation, if any, and the term of office of each officer of the Church will be fixed by the Joint Board of Directors.

(b) Any officer may be removed, with or without cause, at any time by the action of the Joint Board of Directors.

(c) Any officer may resign at any time by delivering notice to the Joint Board of Directors. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Church accepts the later effective date, the Joint Board of Directors may fill the pending vacancy before the effective date if the Joint Board of Directors provides that the successor does not take office until the effective date. Once delivered a notice of resignation is irrevocable unless revocation is permitted by the Joint Board of Directors.

6.3 President. The Chair of the Joint Board of Directors will serve as the President of the corporation.

6.4 Vice-President. The Vice-Chair of the Joint Board of Directors will serve as the Vice-President of the corporation.

6.5. Secretary. The Joint Board of Directors shall appoint or employ a Secretary.

6.6 Treasurer. The Joint Board of Directors shall appoint or employ a Treasurer.

6.7 Pastor(s). The Church shall employ one or more Pastors to serve, direct and care for the Church consistent with its purposes. After the leadership of the Church consults with the General Conference District Superintendent, the selection of a pastor shall be considered by the Church according to Joint Board of Directors' policies and procedures. All pastoral candidates shall hold a ministerial certificate, license or credentials with the North American Ministerial Council of the General Conference of the Church of God (Seventh Day). All pastors employed by the Church shall be responsible to the Joint Board of Directors, who shall annually evaluate the pastor(s). A pastor(s) shall have freedom of the pulpit. A pastor(s) shall serve as a member of the Board of Elders. A pastor(s) shall consult and cooperate with the District Superintendent of the General Conference in support of the Church and the General Conference's ministries and initiatives. Discipline of the pastor(s) is governed by the policies and procedures of the North American Ministerial Council.

ARTICLE 7 BOARD OF TRUSTEES

7.1 Composition. The Board of Trustees will be comprised of no less than five (5) and no more than seven (7) members of the Church, hereinafter referred to as "*Trustees*". The majority of Trustees may not employees of the church or immediate family members of each other. A Church pastor may not serve as a Trustee. The Board of Trustees is governed by the Joint Board of Directors.

7.2 Trustee Qualifications. A Trustee must be (a) a spiritually mature member in good standing for a minimum of three (3) years prior to his or her nomination; (b) at least thirty (30) years of age; and answer the call to guide the Church in good stewardship of church assets.

7.3 Election. The Joint Board of Directors Nominating Committee is responsible for identifying nominees to stand for election to the Board of Trustees. A Trustee will be elected by a vote of the members present and voting at the annual business meeting.

7.4 Term of Office. A Trustee's term of office is five (5) years, provided the Trustee continues as a member in good standing of the Church. Trustee terms will be staggered such that no more than one-half (1/2) of the Trustees' terms are scheduled to expire at any one time. A Trustee may be reelected for any number of consecutive terms.

7.5 Responsibilities. The Board of Trustees is legally and morally bound to safeguard the real property and improvements belonging to the Church and take measures for its protection and productive use. The Board of Trustees shall report to and be governed by the Joint Board of Directors. The Board of Trustees' duties include:

- (a) Provide oversight, in consultation with the Joint Board of Directors, of all Church real property to further the mission of the Church;
- (b) Act as legal representatives of the congregation, as directed by the Joint Board of Directors and in accordance with the will of the members, in the purchase, sale, and mortgaging of Church real property and improvements;
- (c) Ensure that no part of any church real property is sold, mortgaged or otherwise encumbered or disposed of other than by an approving vote of at least two-thirds (2/3) of the members of the Church present and voting at a duly convened meeting called to consider the matter;
- (d) Ensure that the Church complies with all terms and provisions and makes all payments that are required by the Church's mortgages, loans, liens and other such financial obligations;
- (e) Ensure that real property and improvements are adequately covered by property and liability insurance at all times, that premiums are paid promptly, and that insurance coverage is reviewed at least every two (2) years.
- (f) Act as signature authority on behalf of the Church in all purchases, sales, mortgages, rentals, or transfers of real property, or on other legal documents pertaining to real property transactions where Church authorized signatures are required. When the signatures of the Board of Trustees are required, at least three (3) Trustee signatures will be necessary to execute a document or enter into a transaction on behalf of the Church.
- (g) Ensure the safekeeping of all legal documents related to the Church's real property and improvements, such as deeds, mortgage records and insurance policies.

7.6 Officers. The Board of Trustees shall elect a Chair, Vice-Chair and Secretary from among its members.

- (a) The Chair shall preside over the Board's meetings and is responsible for ensuring that adequate records of the proceedings, reports and actions of the Board are maintained and archived.

(b) The Vice-Chair shall execute the duties of the Chair in his or her absence.

(c) The Secretary shall maintain a record of all meeting minutes and actions taken by the Board of Trustees and make them available upon request. The Secretary will provide a copy of the minutes to the Chair of the Joint Board of Directors following each meeting.

7.7 Meetings. The Board of Trustees will meet annually upon the call of the Chair. Annual meetings and special meetings may be called by the Chair provided the meeting agenda, time and location is announced preferably fourteen (14) days but no fewer than seven (7) days in advance of the meeting. The Chair will provide notice to the Chair of the Joint Board of Directors regarding the calling of an annual or special meeting. Emergency meetings may be held at the call of the Chair provided Trustees are given no less than forty-eight (48) hours advance notice. The Chair will make every effort to provide notice to the Trustees and will also provide notice to the Chair of the Joint Board of Directors regarding the calling of an emergency meeting. Except for executive session, board meetings will be open to attendance by members and attendees. Subject to State of Oregon law, the Board of Trustees may hold any part of a meeting in executive session with participation limited to voting board members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Chair of the Board.

7.8 Quorum and Voting. A quorum of the Board of Trustees shall consist of the majority of the board members comprising the Board of Trustees prior to the vote. If a quorum is present when a vote is taken, the affirmative vote of a majority of the board members present is the act of the Board of Trustees regardless of whether a member votes or abstains from voting. Each board member has one vote and may not vote by proxy.

7.9 Vacancy on the Board of Trustees. The Joint Board of Directors may fill a vacancy by appointment for the remainder of the unexpired term of the vacant position, provided a majority of the original board remains. Alternatively, the Joint Board of Directors may leave the position vacant until the next annual election. A special election will be called by the Joint Board of Directors if a sufficient number of board vacancies occur to cause a lack of a majority of the original board members to remain. All appointed board members will serve until the next annual meeting. Appointments and elections held to fulfill unexpired terms are subject to all other requirements of the office. All appointed Trustees will serve until the next annual meeting.

7.10 Removal of a Board Member. A member of the Board of Trustees may be removed from the Board of Trustees with or without cause in accordance with provisions in Matthew 18:15-17 and consistent with the policies and procedures of the Joint Board of Directors. Action to remove a Trustee must be initiated by the Joint Board of Directors. Removal of the Trustee shall require a two-thirds (2/3) vote of the Joint Board of Directors members present and voting on the question at a duly called meeting of the Joint Board of Directors. The Joint Board of Directors shall have final authority in determining if the standard for cause has been met in those instances where a Trustee is being removed with cause.

ARTICLE 8 GENERAL PROVISIONS

8.1 Conflict-of-Interest

(a) A conflict-of-interest transaction or matter, as defined by ORS 65.361, exists whenever a Director, Elder, Deacon, Pastor, Trustee, officer, employee or volunteer, hereinafter referred to as “*Church Individual*”, (a) has a direct or indirect interest in a transaction or non-financial matter, either existing or potential, which impairs or might reasonably appear to impair the person’s independent, unbiased judgment in the discharge of his or her responsibilities to the Church; (b) such person is aware that a member of his or her family or any organization in which such person (or a member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial interests or other interests; or (c) such a person or a member of his or her family may receive a material benefit from knowledge of information which is confidential to the Church.

(b) For purposes of section 8.1(a), a Church Individual has an indirect interest in a transaction or non-financial matter if (i) another entity in which the Church Individual has a material interest or in which the Church Individual is a general partner and is a party to the transaction or matter; (ii) another entity of which the Church Individual is a party to the transaction or matter, and the transaction or matter is or should be considered by the Joint Board of Directors; or (iii) a person who is related to the Church Individual or a business associate of the Church Individual is a party to the transaction or matter.

(c) A Church Individual has a responsibility and duty to promptly disclose to the Joint Board of Directors any real or perceived transaction or non-financial matter in which he or she, or a member of his or her family, may have a conflict-of-interest. For purposes of this section, a family member shall include spouse, child, parent (including stepparent) or sibling.

(d) A transaction or non-financial matter in which a Church Individual has a conflict-of-interest may be approved either; (i) in advance by the vote of the Joint Board of Directors if the material facts of the transaction or matter and the Church Individual’s interest are disclosed or known to the Joint Board of Directors; or (ii) by obtaining approval of (A) the Oregon Attorney General or (B) an Oregon circuit court in an action in which the Attorney General is joined as party.

(e) For purposes of this section 8.1, a conflict-of-interest transaction or non-financial matter is authorized, approved or ratified if it receives the affirmative vote of a majority of the members of the Joint Board of Directors who have no direct or indirect interest in the transaction or matter. A transaction or non-financial matter may not be authorized, approved or ratified under this section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction or matter votes to authorize, approve or ratify the transaction or matter, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction or matter does not affect the validity of any action taken under clause (i) of section 8.1(d) if the transaction or matter is otherwise approved as provided in section 8.1(d).

(f) A conflict-of-interest financial transaction is neither voidable nor the basis for imposing liability on the Church Individual if the financial transaction is fair to the Church at the time the Church entered into the financial transaction. A financial transaction is presumed to be fair if the transaction is approved as provided in section 8.1.

(g) The Joint Board of Directors will adopt a policy that: (i) requires Church Individuals to disclose any interest that constitutes or could result in a conflict-of-interest; and (ii) sets out procedures for reviewing and resolving such matters in accordance with law.

8.2 Inspection of Books and Records. Directors, Elders, and Deacons may request to inspect corporate records required to be maintained by the corporation pursuant to ORS 65.771. Trustees and other officers may inspect corporate records required to be maintained by the corporation pursuant to ORS 65.771 upon the approval by the Joint Board of Directors. A church member or congregational attendee may inspect and obtain copies of the following records upon the approval of the Joint Board of Directors:

- (a) That individual's own personal information on file with the Church, except for records or information excluded by Church policy (for example, counseling records);
- (b) Church Bylaws and Articles of Incorporation;
- (c) Minutes of regular and special member meetings for the past three years;
- (d) Minutes of public Joint Board of Directors meetings for the past three years;
- (e) Financial reports to the members for the past three years;
- (f) Approved annual budgets for the past three years; and
- (g) Annual audit reports for the past three years.

8.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Church must be signed or endorsed by the person or persons and in such manner that may be determined from time to time by resolution of the Joint Board of Directors.

8.4 Deposits. All funds of the Church not otherwise employed must be deposited to the credit of the Church in those banks, trust companies or other depositories as the Joint Board of Directors select or be invested as authorized by the Joint Board of Directors.

8.5 Loans. The Church may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the Joint Board of Directors. This authority may be general or confined to specific instances.

8.6 Execution of Documents. The Joint Board of Directors may, except as otherwise provided in these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Church. This authority may be general or confined to specific instances. Unless authorized by the Joint Board of Directors, no Director,

officer, agent or employee will have any power or authority to bind the Church by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

8.7 Fiscal Year. The fiscal year of the Church shall begin on the first day of December and end on the last day in November in each year.

8.8 Liability Insurance. The Church shall purchase and maintain liability insurance on behalf of any and all persons who are or were a Director, Elder, Deacon, Trustee, officer, employee or volunteer of the Church, while serving in their capacity as such. Liability insurance will be purchased for the purpose of protecting such persons, or their estates, from covered loss resulting in liability asserted against the above individuals in connection with their activities on behalf of the Church.

8.9 Indemnification Requests.

(a) Indemnification may only be considered if the Joint Board of Directors is satisfied that:

(i) The individual acted in good faith;

(ii) The individual reasonably believed that his or her conduct was in the best interest of the Church or at least not opposed to the Church's best interest;

(iii) The individual acted with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(iv) In the case of a criminal proceeding, the individual did not have reasonable cause to believe his or her conduct was unlawful.

(b) Should any Director, Elder, Deacon, Trustee, officer, employee or volunteer of the Church, or their estate, incur any liability as a result of their affiliation with or service to the Church that is not covered by the Church's insurance policy and should such liability result in any out-of-pocket cost to such individual, the individual may request indemnification from the Church. An indemnification request is limited to reasonable expenses incurred in connection with the matter and to the extent not otherwise compensated, indemnified or reimbursed by insurance. This indemnification shall apply also in respect to any amount paid to compromise any such action, suit, proceeding, or claim, including expenses, counsel fees and costs reasonably incurred in connection therewith, provided the Joint Board of Directors shall have first approved such proposed compromise settlement and determined that the individual involved was not guilty of negligence or gross misconduct. The granting of full or partial indemnification shall be at the discretion of the Joint Board of Directors.

(c) In relation to any indemnification request made pursuant to this section 8.8, if such request is made by an individual, or his or her estate, who is not currently serving on the Joint Board of Directors, then the indemnification decision regarding whether to indemnify the requesting individual and the dollar amount of such indemnification will be made by the Joint Board of Directors. If the indemnification request is being made by a person who is currently serving on the Joint Board of Directors, then the indemnification decision regarding whether to indemnify the requesting party and the dollar amount of such

indemnification will be made by the remaining disinterested members of the Joint Board of Directors, whether or not a quorum is present. In all cases, the decision of the Joint Board of Directors will be final.

8.10 Amendment of Bylaws.

(a) The Joint Board of Directors or one or more Church members may propose to amend, modify or repeal these Bylaws as follows:

(i) By a two-thirds (2/3) vote of the Joint Board of Directors present and voting at any duly convened meeting to consider the matter; or

(ii) By submission of a petition signed by twenty (20) percent or more members indicating support of the amendment, modification or repeal. The petition must be typed, state the full text of the proposed amendment and include each member's name, mailing address, phone number and e-mail address. The record date for determining the minimum number of members required for the petition to be valid is the date the petition was delivered to the Chair of the Joint Board of Directors.

(b) A proposed amendment, modification or repeal of these Bylaws shall be submitted to the Chair of the Joint Board of Directors no less than ninety (90) days prior to the annual church business meeting or special church meeting. The Joint Board of Directors may allow for an exception if a majority of the Board agrees that it is in the best interest of the Church. The Joint Board of Directors may modify the form, but not the substance, of the proposed amendment, modification or repeal. The Chair of the Joint Board of Directors shall notify the Church membership of the proposed action no less than thirty (30) days prior to the annual church business meeting or special church meeting date during which the proposed action will be considered.

(c) These Bylaws may be amended, modified, or repealed only by a two-thirds (2/3) vote of the members present and voting at any duly convened meeting to consider the matter. All amendments or revisions to the Bylaws shall immediately go into effect upon their adoption.

8.11 Emergency Powers. During an emergency, the Joint Board of Directors may:

(a) Modify lines of succession to accommodate the incapacity of any Board member, officer, employee, volunteer or agent;

(b) Relocate the principal office, designate alternate principal offices or authorize Board members to do so;

(c) Provide notice of meeting of the Joint Board of Directors to only those Board members whom it is feasible to reach in a practicable manner;

(d) May deem one or more officers or agents present at the meeting of the Joint Board of Directors to be Board members for the purpose of the meeting and as is necessary to achieve a quorum; and

(e) Take corporate action in good faith to further the affairs of the Church during the emergency.

8.12 Emergency Bylaws.

(a) The Joint Board of Directors may adopt, amend or repeal bylaws to be effective due to a present or imminent catastrophic event. Emergency bylaws are subject to amendment or repeal by the members of the Church. For the purposes of this section, an emergency exists if a quorum of the Joint Board of Directors cannot readily be assembled because of a present or imminent catastrophic event.

(b) Emergency bylaws may contain all provisions necessary for managing the Church during an emergency, including:

- (i) Procedures for calling a meeting of the Joint Board of Directors;
- (ii) Quorum requirements for the meeting;
- (iii) Designation of additional or substitute Board members; and
- (iv) Other areas of overseeing and regulating the affairs and needs of the Church.

(c) All provisions of the regular bylaws consistent with the Emergency Bylaws remain in effect during the emergency. The Emergency Bylaws are not effective after the emergency ends. Action taken in good faith in accordance with the Emergency Bylaws binds the Church and may not be used to impose liability on a Church Board member, officer, employee, volunteer or agent.

8.13 Dissolution. Any action to dissolve the Church requires a Joint Board of Directors' resolution recommending the Church be dissolved and directing the recommendation of dissolution to the Church membership for a vote. The Joint Board of Directors resolution must receive a two-thirds (2/3) vote of the Directors present at a duly called meeting to consider the matter in order for the resolution to be referred to the membership. The Joint Board of Directors shall give notice to the membership. Notice shall include a copy of the resolution, a summary of the plan for dissolution, and the date and time of the special church meeting to vote on the matter. Notice shall preferably be given thirty (30) days but no fewer than seven (7) days in advance of the meeting. Any action to dissolve the Church must be approved by a two-thirds (2/3) vote of eligible voting members present at a duly called meeting to consider the matter. The Church shall provide notice of dissolution to the Attorney General per ORS 65.627(1) and shall not transfer nor convey any assets until the provisions of ORS 65.627(2) have been fulfilled.

8.14 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these Bylaws.

This is to certify that I am the duly elected, qualified and serving Chair of the Joint Board of Directors of the Marion Church of God (Seventh Day) and that the preceding Restated Bylaws were submitted to the membership and were ratified and adopted on _____, 2020, by the required vote of the membership entitled to exercise the voting power of said Church.

Signature

Date

Print Name
Chair, Board of Directors

PROPOSED