



**BYLAWS
OF
TRANSFORMATION MINISTRIES**

*A California
Nonprofit Religious Corporation*

Amended ~ October 22, 2010



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ARTICLE 1.

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of TRANSFORMATION MINISTRIES or the “Ministry” for the transaction of its business is located in Los Angeles County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation’s principal office may be changed only by amendment of these *Bylaws* and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment to these *Bylaws*.

_____ Dated: _____
_____ Dated: _____
_____ Dated: _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may designate.

ARTICLE 2.

PURPOSES

SECTION 1. EXCLUSIVELY RELIGIOUS

- A. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these *Bylaws* or of the *Articles of Incorporation*, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in any political campaign (including the publishing or

distribution of statements) on behalf of, or in opposition to, any candidate for public office.

SECTION 2. OBJECTIVES AND PURPOSES

Transformation Ministries is an association of ethnically- and culturally-diverse Covenanting Churches, adhering to baptistic convictions. The purposes of this corporation shall be:

- A. To strengthen it's Covenanting Churches in carrying out the mission of Jesus Christ locally and worldwide so that all may know Jesus Christ as Savior and Lord, and to grow as disciples of Jesus Christ who are committed to change their worlds for Christ, bringing the influence of the Christian faith into the life of society under the guidance and in the power of the Holy Spirit.
- B. To identify strategic objectives, developing resources and staff to fulfill the *Covenant of Transformation Ministries Churches* ("Covenant").
- C. To encourage associational relationships among its Covenanting Churches in which they seek counsel with and assist one another under the guidance of the Holy Spirit, regarding their life and mission, and to hold each other accountable for faithfulness to the gospel.

ARTICLE 3.

CONSTITUENCIES

SECTION 1. COVENANTING CHURCHES

- A. **Qualifications:** The constituencies of Covenanting Churches shall consist of all churches, which have signed the *Covenant*, and have been approved by the Transformation Ministries Board of Directors.
- B. **Procedure:** A church desirous of becoming a Covenanting Church shall file an application for such status with the Ministry pursuant to the written procedures. A church, so presented to the Ministry and approved by the Board of Directors, shall be a Covenanting Church of the Ministry. The Mission Lead, on behalf of the Ministry, shall report to each church its acceptance as a Covenanting Church.
- C. **Responsibilities of Covenanting Churches** are outlined in the *Covenant* and its appendices. These responsibilities include:

1. Contribute a "faith share" to support the mission of Transformation Ministries;
2. Participate in conferences, seminars and projects of Transformation Ministries;
3. Recommend potential members for the Transformation Ministries Board of Directors;
4. Provide opportunities for communicating Transformation Ministries' mission priorities with the church leadership and/or congregation;
5. Affirm the *Convictions of Transformation Ministries* and *Core Values and Baptistic Distinctives of Transformation Ministries*; and
6. Send an Annual Report describing the church's mission accomplishments, blessings and concerns.

D. Procedure for Withdrawal and/or Dismissal:

1. Withdrawal: If a Covenanting Church no longer agrees with the *Convictions of Transformation Ministries* or *Core Values and Baptistic Distinctives of Transformation Ministries*, or is otherwise out of compliance with the *Covenant*, the Ministry will seek reconciliation. If reconciliation is unsuccessful, the church may withdraw from Transformation Ministries by notifying the Board of Directors of its withdrawal.
2. Dismissal: If a Covenanting Church no longer agrees with the *Convictions of Transformation Ministries* or *Core Values and Baptistic Distinctives of Transformation Ministries*, or is otherwise out of compliance with the *Covenant*, the Mission Lead shall seek reconciliation between the Covenanting Church and the Ministry.
 - a. If reconciliation is unsuccessful, the Mission Lead shall recommend the dismissal of the church to the Executive Committee of Transformation Ministries. If the Executive Committee recommends to the Board of Directors the dismissal of the church, the church will be given an opportunity to appeal the recommendation.
 - b. The appeal process will include the following:
 - 1) The church will be notified of the Executive Committee's recommendation of dismissal within seven (7) working days.
 - 2) If the church desires to appeal the recommendation to dismiss, the church must file its appeal with the President of the Transformation Ministries Board of Directors within thirty (30) days of receiving the notification from the Executive Committee.
 - c. The Board will consider the recommendation of dismissal and the appeal at its next regularly scheduled meeting. After considering the

recommendation and any appeal, the decision of the Board of Directors will be final.

SECTION 2. COVENANTS

- A. The relationship between the Covenanting Churches is described in the *Covenant of Transformation Ministries Churches*. The Covenanting Churches and the Board of Directors shall periodically review this *Covenant*.
- B. The Covenanting Churches and the Ministry may adopt with other groups or organizations such other covenants and agreements not otherwise provided for in these *Bylaws* as are not inconsistent with the covenants already established, in these *Bylaws*, or applicable law.
- C. Amendment and Termination: The covenants authorized by this Article may be terminated or amended only in accordance with procedures stated therein and/or in these *Bylaws*.

SECTION 3. RELATED ORGANIZATIONS

Related organizations representing specific groups which are related to and recognized by Transformation Ministries may become auxiliaries of the Ministry.

ARTICLE 4.

DELEGATES

SECTION 1. QUALIFICATIONS

- A. In determining the qualifications of Delegates to each Transformation Ministries annual conference, the Ministry acknowledges that the baptism of believers by immersion on their confession of faith in Jesus Christ is an historic and continuing practice among its Covenanting Churches and further recognizes the autonomy of each Covenanting Church.
- B. In accordance with these acknowledgments, a Delegate shall be a person who is a member of Covenanting Church and who has been duly elected as a Delegate to such Transformation Ministries annual conference pursuant to these *Bylaws*. In addition, members of the Board of Directors shall be Delegates.

SECTION 2. ELECTION AND REGISTRATION

- A. Election: Each Covenanting Church may elect from its membership:
1. five (5) Delegates;
 2. one (1) additional Delegate for every one hundred (100) members of such church in excess of the first one hundred (100) members;
 3. one (1) additional Delegate if such church's per capita giving to Transformation Ministries in the calendar year preceding the Ministry's annual conference equaled \$30 or more; and,
 4. In addition to the foregoing, the Senior Pastor of any Covenanting Church may serve as a Delegate.

If any question shall arise with regard to the number of Delegates to which a Covenanting Church is entitled, the determination of the Mission Lead shall be conclusive with respect thereto.

- B. Registration: The names of Delegates from each Covenanting Church shall be registered with the Mission Lead fifteen (15) days prior to the convening of an annual or special meeting.

SECTION 3. DETERMINATION AND RIGHTS OF DELEGATES

Except as expressly provided in or authorized by the *Articles of Incorporation* or *Bylaws* of this corporation, all Delegates shall have the same rights, privileges, restrictions and conditions.

SECTION 4. TRANSFORMATION MINISTRIES ANNUAL CONFERENCE

- A. Time and Place of Conferences.

Delegates shall meet annually at such time and place as shall be fixed by action of the Board of Directors. Such time and place shall be set forth in the notice of the Conference, which shall be published, not less than ninety (90) days prior to the Conference, in the official publication of the Ministry, distributed to Covenanting Churches.

- B. Action by Delegates.

1. Quorum: At each Transformation Ministries annual conference, one-third (1/3) of the Delegates registered with the Mission Lead prior to convening the Delegates for the first order of business of the annual conference, present in person, shall constitute a quorum; provided that at least one Delegate is registered from each of at least one-tenth (1/10) of the Covenanting Churches. When a quorum is once present to organize an annual conference, it shall not be broken by the subsequent absence of any Delegates from the conference. If at any annual conference there shall be no quorum present, the Delegates present shall have

power to adjourn the conference until a quorum is present and no notice of any such adjourned conference need be given.

2. Vote: Except as otherwise provided by applicable law or these *Bylaws*, a majority of the votes cast by the Delegates present, as provided herein, shall determine the vote of the Delegates. Voting by proxy is not permitted. Each Delegate entitled to vote may cast one (1) vote on each matter submitted to a vote of the Delegates.

C. Chair of the Annual Conference.

The President or, in the President's absence or inability, the Vice President, or in the absence of both, a person chosen by the conference, shall preside at all annual conferences.

D. List of Delegates.

The Mission Lead shall cause to be prepared by the close of the final session of every annual conference a list of names and addresses of the Delegates registered from each Covenanting Church. Such list shall be designated for historical purposes as the official list of the Delegates for that annual conference. Such list shall be kept at the corporation's principal office and shall be available for inspection by any Director or Delegate of the corporation during regular business hours.

E. Functions of Transformation Ministries Annual Conference.

The functions of the Transformation Ministries annual conference shall include: celebration; inspiration; training in mission and leadership skills; fellowship; the sharing of information relating to actions of the Board of Directors; receipt and review of the Annual Report described in Article 5, Section 6; and such other functions as the Board of Directors shall determine.

SECTION 5. SPECIAL MEETINGS OF DELEGATES

The Board of Directors, the President or the Mission Lead may call a special meeting of Delegates for any lawful purpose at any time. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting. Such time

and place of a special meeting shall be set forth in a notice which shall be published not less than ninety (90) days prior to the special meeting in the official publication of the Ministry distributed to Covenanting Churches. Rules for qualification, election, rights, quorum, and voting at special meetings of Delegates shall be the same as described within this Article. Any business or action authorized or required to be taken at the Transformation Ministries annual conference may be taken at a special meeting of Delegates.

ARTICLE 5.

DIRECTORS OF THE CORPORATION

SECTION 1. MEMBERS OF THE CORPORATION

This corporation shall have no voting members within the meaning of the California Nonprofit Religious Corporation Law other than the members of the Board of Directors. The corporation's Board of Directors shall provide for Delegates to annual and special meetings of Transformation Ministries with such rights and obligations as identified in these *Bylaws* (Article 4) or as the Board finds appropriate.

Pursuant to Section 9310(b) of the California Nonprofit Religious Corporation Law, any action which would otherwise, under the law or provisions of the *Articles of Incorporation* or *Bylaws* of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors unless such action is specifically reserved to the Delegates.

SECTION 2. REPRESENTATIVES SERVING AS DIRECTORS

Directors are representatives of Covenanting Churches, nominated and elected in accordance with these *Bylaws* and the *Guiding Principles of the Board of Directors of Transformation Ministries*. They, along with the immediate Past President of the Ministry (as an *ex officio* member with vote), shall serve as the Board of Directors of the corporation and constitute the voting corporate members of the corporation within the meaning of the California Nonprofit Religious Corporation Law. Directors shall each be entitled to one (1) vote at any meeting of the Board of Directors at which they are present.

SECTION 3. ELECTION OF DIRECTORS

- A. Annually, the Nominating Committee, composed of the members of the Executive Committee of the Board of Directors, shall send a written nominations request for positions to be filled for the year following the Transformation Ministries annual conference. Approximately one-third (1/3) of the Directors will be elected annually. Each letter shall include a copy of the *Code of Conduct for Board Members, Procedures to Nominate Candidates for the Board of Directors, Board of Directors Composition*, and Board of Directors nomination form.
- B. Nominations of candidates for election as Directors may be made by Covenanting Churches, auxiliaries, caucuses or groups recognized by the Ministry.
- C. A nominee for election as a Director to be qualified for consideration shall:
 1. Be an active member in good standing of a Covenanting Church, shall be at least eighteen (18) years of age, and shall not, while serving as a Director, be a staff member of the Ministry;
 2. Maintain a vital spiritual life through personal Bible study, faithful worship and tithing;
 3. Demonstrate commitment to and the achievement in the mission priorities of the Ministry and/or possess skills deemed strategic to the Board of Directors' achievement of its mission; and

4. Be willing to comply with the *Guiding Principles of the Board of Directors of Transformation Ministries* and *Board Member Code of Conduct (Guiding Principle AP1.2.5)*.
- D. The Nominating Committee shall seek to balance Board membership to reflect the diversity of congregations covenanting with Transformation Ministries, including demographic, racial and ethnic composition, geographic distribution and size. To this end, the Nominating Committee shall contact pastors, Covenanting Churches and leaders of groups recognized by the Ministry to locate qualified candidates. Nominees may also be selected for skills needed on the Board. Rules and procedures designed to ensure the composition of the Board of Directors is in compliance with these standards shall be included in the *Guiding Principles of the Board of Directors of Transformation Ministries*, shall be reviewed annually by the Executive Committee and shall be published on the website and in the Annual Report of the Ministry.
- E. Nominations shall be sent to the Nominating Committee care of the office of the Mission Lead.
- F. The Nominating Committee shall finalize a Slate of Candidates for election as Directors and present this slate to the Board of Directors at their September meeting. The nominations shall comply with the requirements of this Article.
- G. The Board of Directors shall elect Directors to take office at the next Transformation Ministries annual conference, and such elected Directors shall be notified by the President no later than October 1 of that year.

SECTION 4. TERMS OF SERVICE

Except as hereinafter provided, each Director shall serve for a term of three (3) years, and until the election or designation of such Director's successor, commencing on the conclusion of the annual conference following such Director's election. The Directors shall be divided into three (3) classes with each class consisting of approximately one-third (1/3) of the Directors. The terms of service for the three (3) classes shall be staggered so that the term of service of one class shall expire each year at the annual conference. These amended *Bylaws* continue the Ministry's previously adopted three (3) class staggered term Board of Directors, and shall not change the terms of office for current Directors (formerly known as "Representatives"). A person who has served the whole or part of two (2) consecutive terms as a Director shall not thereafter be eligible for election as a Director until the expiration of one (1) year following the termination of such service.

SECTION 5. CREDENTIALS

The Board of Directors shall be the judge of the nomination, election and qualifications of any person elected to serve as a Director.

SECTION 6. NUMBERS

The Board of Directors shall consist of at least fifteen (15) but no more than twenty (20) Directors unless changed by amendment to these *Bylaws*, as provided in these *Bylaws*. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

The Board shall consist at all times solely of those persons then serving as Directors in accordance with these *Bylaws* and elected in accordance with this Article, as well as the Mission Lead and the immediate Past President of the Ministry. The Mission Lead and immediate Past President shall each serve as an *ex officio* member with vote. The immediate Past President of the Ministry may not serve as an *ex officio* member of the Board for more than one (1) year following his or her term as President.

SECTION 7. POWERS AND DUTIES

Subject to the provisions of the California Nonprofit Religious Corporation Law and any limitations in the *Articles of Incorporation* and *Bylaws* relating to action required or permitted to be taken or approved by the Delegates, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the limitations herein set forth, the Board of Directors shall have the following powers and duties:

- A. Give general policy oversight and direction to the life and mission of the Ministry, setting policy in the areas of program functions, planning, coordination, and evaluation, and adopting goals and objectives for the Ministry;
- B. Determine the membership of the Ministry in religious bodies and elect or appoint the Directors or Delegates of the Ministry to such bodies in accordance with these *Bylaws*;
- C. Elect or appoint certain Officers of the Ministry and members or Officers of certain committees, commissions, task forces, divisions, or other units of the Board of Directors and other bodies, all in the manner and as provided for in these *Bylaws*;
- D. Adopt such managerial policies as it may deem proper, including those for the financial control, management, investment, acquisition and disposition of the real and personal property of the Ministry, not inconsistent with the *Articles of Incorporation* of the Ministry, its *Covenants*, these *Bylaws* and the law. Require the appointment of an independent CPA to audit the financial affairs of the corporation, annually;
- E. Adopt such procedures and processes as it may deem proper relating to the adoption, amendment, and termination of any covenants, to which the Ministry may be or become a party;
- F. Determine functions for itself and for committees, commissions, or task forces of the Board of Directors, for the Mission Lead and other Officers of the Ministry;
- G. Formulate policies regarding any public statements made by the Ministry in accordance with these *Bylaws*, and establish policies and criteria for the implementation and systematic review of such statements;
- H. Appoint, elect and remove, employ and discharge, and, except as otherwise provided in these *Bylaws*, prescribe the duties and fix the compensation, if any, of all Officers of the corporation as defined in Article 6, Section 1;

- I. Provide policies for the preparation of an Annual Report for review at the annual meeting of the Board of Directors and the Transformation Ministries annual conference, which shall be verified by a majority of the members of the Board or certified by an independent CPA selected by the Board, showing in appropriate details the following:
 - 1. The assets and liabilities, including the trust funds, of the Ministry as of the end of the twelve (12) month fiscal period in an audit completed not more than six (6) months prior to the meeting at which the report is published;
 - 2. The principal changes in assets and liabilities, including trust funds, of the Ministry during the year immediately preceding the date of the report;
 - 3. The revenue or receipts of the Ministry, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;
 - 4. The expenses or disbursements of the Ministry, for both general and restricted purposes, during the year immediately preceding the date of the report;
 - 5. The trends in the Ministry's fiscal affairs for the preceding five (5) years; and
 - 6. The number of Directors as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report.
- J. Meet at such times and places as required by these *Bylaws*;
- K. Perform any and all duties imposed on them collectively or individually by law, by the *Articles of Incorporation* of this corporation, or by these *Bylaws* and exercise such other powers as are conferred upon such Board by law; and
- L. Register their addresses and any e-mail addresses, and telephone and fax numbers with the Secretary of the corporation.

SECTION 8. REMOVAL OF DIRECTORS

- A. A Director may be removed from office by the Board for two (2) consecutive unexcused absences or three (3) unexcused absences in two (2) years, following fifteen (15) days written notice, which notice shall specify the reason for removal. The President shall determine whether the absences are excused.
- B. A Director may be removed from office who becomes mentally incompetent, has been convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 9223 of the California Nonprofit Religious Corporation Law.
- C. A Director may be removed from office who ceases to be a member of a Covenanting Church, who no longer agrees with Transformation Ministries' *A Confession of Our Common Faith*, or who engages in behavior that is inconsistent with the high standards of

Biblical teaching and morality described in the *Guiding Principles of the Board of Directors of Transformation Ministries*.

- D. Removal of a Director will require the vote of two-thirds (2/3) of the Directors present and voting in favor of removal.

SECTION 9. VACANCIES

- A. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following:
 - 1. The death, resignation or removal of any Director;
 - 2. The increase of the authorized number of Directors; or
 - 3. The failure of the Board, at any meeting at which Directors are to be elected, to elect a full complement of Directors.
- B. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Mission Lead or the Secretary of the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without a duly elected Director in charge of its affairs.
- C. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
- D. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by:
 - 1. The unanimous written consent of the Directors then in office;
 - 2. The affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with this Article and these *Bylaws*; or
 - 3. A sole remaining Director.
- E. A person elected to fill a vacancy as provided in this section shall hold office for the unexpired term of the Director replaced and until his or her successor is elected and qualifies.

SECTION 10. RATIFICATION OF DECISIONS BY DELEGATES IN TRANSFORMATION MINISTRIES ANNUAL CONFERENCE

The Board of Directors shall have no authority to take any of the following actions unless the proposed action is ratified by two-thirds (2/3) of the votes cast by Delegates at the Transformation Ministries annual conference:

- A. A plan of merger of the Ministry with or into any other religious body or corporation, including but not limited to approval of the principal terms of a merger pursuant to Section 9640(c) of the California Nonprofit Religious Corporation Law or amendments to an agreement of merger pursuant to Section 6015(a) and 9640 of the California Nonprofit Religious Corporation Law;
- B. Disposal of all, or substantially all, corporate assets pursuant to Section 9631(a) of the California Nonprofit Religious Corporation Law;
- C. Amendment of the *Articles of Incorporation* pursuant to Sections 9620 and 5812 of the California Nonprofit Religious Corporation Law;
- D. To change the “free church” polity of the Ministry; or
- E. An election to voluntarily wind up and dissolve the corporation pursuant to Section 9680(b) of the California Nonprofit Religious Corporation Law.

The Board of Directors, at its discretion, may submit any other proposed Board action for ratification by the Delegates during a Transformation Ministries’ annual conference or special meeting of Delegates.

SECTION 11. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this Article.

SECTION 12. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone, video screen communication or similar communications equipment, as long as all Directors participating in such meeting can hear one another. The provisions of California Nonprofit Religious Corporation Law Section 9211(a)(6) shall apply.

SECTION 13. REGULAR MEETINGS

Regular meetings of Directors shall be held quarterly on the second Thursday of February, May, September and December at 9:30 a.m., at the principle office of the corporation, or, with notice, at such other time and place determined by the President, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

SECTION 14. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Mission Lead, or by a least twenty-five percent (25%) of the Directors then serving, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 15. NOTICE OF MEETINGS

A. Regular meetings of the Board may be held without notice except when the time or place of the meeting is different than as provided in Section 13 above, in which instance notice shall be as provided for special meetings. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

1. By personal delivery of written notice;
2. By first-class mail, postage paid;
3. By telephone communication, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director;

4. Facsimile;
5. Electronic mail; or
6. Other electronic means.

All such notices shall be given or sent to the Director's address or telephone number as shown on the corporation's records.

- B. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or electronic mail shall be delivered, telephoned or sent at least 48 hours before the time set for the meeting. If sent by first class or overnight mail, the notice shall be deemed to be delivered on its deposit in the mails. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twelve (12) hours. If the original meeting is adjourned for more than twelve (12) hours, notice of the time and place shall be given before the time of the resumption of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 16. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting shall be specified in the notice.

SECTION 17. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 18. QUORUM FOR MEETINGS

At each meeting of the Board of Directors one (1) person more than fifty percent (50%) of those persons then constituting the Board shall constitute a quorum. Except as otherwise provided in these *Bylaws* or in the *Articles of Incorporation* of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, with notice as provided for in Section 15.B. of this Article.

The Directors present at a duly called and held meeting, at which a quorum is initially present, may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be

approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the *Articles of Incorporation* or *Bylaws* of this corporation.

SECTION 19. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the *Articles of Incorporation* or *Bylaws* of this corporation, or provisions of the California Nonprofit Religious Corporation Law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts or transactions in which a Director has a material financial interest (Section 9243) and indemnification of Directors (Section 9246e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 20. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the Presiding Officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by *Robert's Rules of Order*, as such rules may be revised, insofar as such rules are not inconsistent with or in conflict with these *Bylaws*, with the *Articles of Incorporation* of this corporation, with the *Guiding Principles of the Board of Directors of Transformation Ministries*, or with provisions of law. At all meetings of the Board, each Director shall be entitled to one (1) vote.

Persons who are not members of the Board of Directors and Ministry ministers shall have the right to speak when invited to attend meetings of the Board of Directors.

SECTION 21. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the *Bylaws* of this corporation authorize the Directors to so act, and such statement shall be *prima facie* evidence of authority.

SECTION 22. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 23. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- A. To the fullest extent permitted by law, this corporation may, in its discretion, indemnify its Directors, Officers, Employees, and other persons described in Section 9246(a) of the California Nonprofit Religious Corporation Law, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 9246(a) of the California Nonprofit Religious Corporation Law.
- B. On written request to the Board by any person seeking indemnification under Section 9246(b) or Section 9246(c) of the California Nonprofit Religious Corporation Law, the Board shall promptly determine in accordance with Section 9246(a) of the California Nonprofit Religious Corporation Law whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) has been met and, if it has, the Board shall authorize indemnification.
- C. To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Paragraphs A and B of this Section 23 in defending any proceeding covered by those Paragraphs shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 24. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, Employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

ARTICLE 6.

OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of the corporation shall be a President, Vice President, Secretary, Treasurer (who shall be the corporate Chief Financial Officer) and a Chief Executive Officer Mission Lead. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

- A. The Officers of the corporation shall be members in good standing of churches of the corporation shall be at least eighteen (18) years of age, and shall not, while serving as Officers of the Ministry, with the exception of the Mission Lead, be Staff Members of the Ministry.
- B. President, Vice President, Secretary and Treasurer of the corporation shall be elected by the Board of Directors from those persons serving as members of the Board of Directors. The Nominating Committee shall prepare a Slate of Nominees and submit it to the Board of Directors. The Board of Directors shall consider those nominated and elect a President, Vice President, Secretary and Treasurer of the corporation for a term of one (1) year commencing on the conclusion of the Transformation Ministries annual conference, and until their successors are elected. Those elected, may be re-elected to such office by the Board of Directors for one additional one-year (1) term. A Director may not serve as President beyond his/her term as a Director. A Director may serve beyond his/her term as a Director for one (1) additional year as Past President. In proposing nominees for the office of President, the Nominating Committee shall give consideration to rotating such nominees between:
1. clergy (male and female); and
 2. laity (male and female), with equal and fair consideration given to all persons regardless of ethnic and language group.

The foregoing notwithstanding, the person elected Treasurer may be re-elected to such office by the Board of Directors for up to four (4) additional one-year (1) terms. All Officers of the corporation must also be Directors of the corporation.

- C. Mission Lead: The Mission Lead shall be called by a vote equal to at least a majority of the Board of Directors for a term of five (5) years (or such shorter term as the Board of Directors may specify) and may thereafter be re-elected to such office by the Board of Directors for any number of additional terms. The Board of Directors is authorized to enter into a written agreement with the Mission Lead which shall set out the terms and conditions of employment of the Mission Lead.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

- A. Any Officer of the corporation may be removed from office, with or without cause, by a majority vote of the Board of Directors.
- B. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- C. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

SECTION 5. VACANCIES

- A. In case of a vacancy in the office of the President, the Vice President shall thereupon become President for the remainder of the term so vacated. When a vacancy occurs in the office of Vice President, the Board of Directors shall elect from among its number a Vice President to serve for the remainder of the term so vacated.
- B. Any other vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors for the remainder of the term so vacated. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be an *ex officio* member of all committees, commissions, and task forces of the Ministry and of the Board of Directors and shall also, subject to the approval and control of the Board of Directors:

- A. Preside at the annual meeting of Delegates, including the annual conference, and at the meetings of the Board of Directors and the Executive Committee at which the President is present;
- B. In consultation with the Mission Lead, nominate for election by the Board of Directors the members and the chair, not otherwise provided for in these *Bylaws* of such committees, and task forces of the Ministry as may be required for the work of the Ministry; nominations for committee members and chairs may also be made by members of the Board of Directors;
- C. Represent the Ministry at appropriate meetings and serve as the ceremonial head of the Ministry;
- D. Make recommendations to the Board of Directors and the Mission Lead on matters of importance to the mission of the Ministry; and
- E. Perform such other duties as may be assigned by the Board of Directors and those set forth in the *Guiding Principles of the Board of Directors of Transformation Ministries*.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have

other powers and perform such other duties as may be prescribed by law, by the *Articles of Incorporation*, by these *Bylaws*, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- A. Certify and keep at the principal office of the corporation the original, or a copy of these *Bylaws* as amended or otherwise altered to date.
- B. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, all meetings of committees of Directors and for all meetings of the Transformation Ministries annual conference, and the Delegates, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- C. See that all notices are duly given in accordance with the provisions of these *Bylaws* or as required by law.
- D. Be custodian of the records and of the seal, if any, of the corporation.
- E. Keep at the principal office of the corporation a membership book containing the name and address of each present and former Director.
- F. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the *Bylaws*, the membership book and the minutes of the proceedings of the Directors of the corporation.
- G. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the *Articles of Incorporation* of this corporation, or by these *Bylaws*, or which may be assigned to him or her by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

- A. The Treasurer shall serve on the Finance Committee, which shall also oversee the annual corporation audit.
- B. Subject to the provisions of these *Bylaws* relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall ensure that the following are accomplished by the Treasurer, or such agents or Employees of the corporation under the direction of the Treasurer as authorized by the Board of Directors unless otherwise designated in operating procedures adopted by the Board:
 - 1. Take charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

2. Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever;
 3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
 4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 5. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore;
 6. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation; and
 7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- C. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the *Articles of Incorporation* of the corporation, by these *Bylaws*, or which may be assigned to him or her by the Board of Directors.

SECTION 10. DUTIES OF MISSION LEAD

- A. The Mission Lead shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers.
- B. Subject to the general direction and supervision of the Board of Directors, the Mission Lead shall fulfill pastoral, ecclesiastical, administrative and prophetic roles, and to those ends shall:
1. Manage the affairs of the corporation and further the stated purposes of the corporation as the Chief Executive Officer, and to implement the policies and decisions of the annual conference and/or the Board of Directors;
 2. Be responsible for coordinating the implementation of any public statements of the Transformation Ministries annual conference and/or the Board of Directors;
 3. Supervise and control all of the salaried Officers, Agents and Employees of the corporation and through them to provide staff services for the annual conferences, meetings of Delegates and the Board of Directors, the Secretary and Treasurer of the Board, for all committees, commissions, and task forces of the Ministry and of the Board of Directors, except as otherwise provided in these *Bylaws*;

- C. Except as otherwise expressly provided by law, by the *Articles of Incorporation*, or by these *Bylaws*, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may be authorized by the Board of Directors.
- D. In general, perform all duties incident to the office of Mission Lead and such other duties as may be required by law, by the *Articles of Incorporation* of the corporation, by these *Bylaws*, or which may be assigned to him or her by the Board of Directors.

SECTION 11. COMPENSATION

The salaries of the Officers, if any, shall be fixed by resolution of the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation. No Director shall participate in the discussion or vote by the Board of Directors on any salary or other compensation for the Director as a Director or Officer of the corporation. In all cases, any salaries received by Officers of this corporation shall be reasonable and given in return for services actually rendered to the corporation which relate to the performance of the religious purposes of this corporation.

ARTICLE 7.

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate five (5) or more of its members, which shall include the President, the Vice President, the Secretary, the Treasurer and the Mission Lead, to constitute an Executive Committee. The Past President will serve on the Executive Committee for one (1) year, as *ex officio* with vote. The Board of Directors may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- A. The approval of any action which, under law or the provisions of these *Bylaws*, requires the approval of the members or of a majority of all of the members;
- B. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- C. The amendment or repeal of *Bylaws* or the adoption of new *Bylaws*;
- D. The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable;
- E. The appointment of committees of the Board or the members thereof;
- F. The Executive Committee shall carry the following responsibilities as Personnel Committee for the Ministry:
 - 1. Appraise the work of the Mission Lead and report to the Board of Directors at least every two (2) years with respect thereto;

2. Establish the compensation levels of the Executive Officers of the Ministry (the Mission Lead and Chief Financial Officer); and
 3. Approve the Personnel Manual of the Ministry as prepared by the Mission Lead.
 4. The Mission Lead shall not participate in the discussion or vote by the Executive Committee when evaluating the work of the Mission Lead or establishing the work of the Mission Lead or establishing the compensation of the Mission Lead.
- G. The Executive Committee shall be the Nominating Committee which will recommend nominees for the Officers of the Ministry and members of the Board of Directors. (When the Executive Committee evaluates standing Officers for a second one-year (1) term, the Officer being so considered will exclude himself/herself from that discussion.)
- H. Any action, other than stated above, shall be reviewed and must be ratified at the next meeting of the Board of Directors.
- I. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board as the Board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees (e.g., camp committee) as may be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act only in an advisory capacity to the Board unless the Board resolution establishing them directs otherwise.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these *Bylaws* concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these *Bylaws*.

ARTICLE 8.

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these *Bylaws*, may by resolution authorize any Officer or Agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Agent or Employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, as otherwise required by law, checks, draft, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chief Financial Officer and/or the Mission Lead or the Emergency Successor of the Mission Lead (as defined in the *Guiding Principles of the Board of Directors of Transformation Ministries*) or a person so designated by the Board of Directors and if a second signature is required, countersigned by any one of the named Officers of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the religious purposes of this corporation. However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as stated in the *Articles of Incorporation* and these *Bylaws*.

ARTICLE 9.

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- A. Minutes of all meetings of Directors, committees of the Board and Delegates, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A copy of the corporation's *Articles of Incorporation* and *Bylaws* as amended to date; and

D. A record of all current Directors' and Delegates' names and addresses.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. DELEGATES' INSPECTION RIGHTS

Every Delegate shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Delegate while they so serve:

- A. To inspect and copy the record of all Directors' and Delegates' names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand on the corporation, for a stated purpose reasonably related to such person's interest as a Delegate;
- B. To inspect at any reasonable time the books, records, or minutes of proceedings of the Delegates or of the Board or committees of the Board, upon written demand on the corporation, for a stated purpose reasonably related to such person's interests as a Delegate; and
- C. To inspect the corporation's *Articles of Incorporation* and *Bylaws* as amended, to date, at all reasonable times during office hours.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 10.

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE 11.

AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of *Bylaws* of nonprofit religious corporations, these *Bylaws*, or any of them, may be altered, amended, or repealed and new *Bylaws* adopted by approval of the Delegates from Covenanting Churches at any Transformation Ministries annual conference, provided that notice of such proposed action has been given to the Delegates upon the recommendation of the entities described below, either:

- A. At least ninety (90) days prior to the annual conference at which such proposed alteration, amendment or repeal is to be voted upon; or

- B. Immediately preceding the annual conference at which such proposed alteration, amendment or repeal is to be voted upon.

The alteration, amendment or repeal shall be approved by a majority of the votes cast by the Delegates present provided, however, that any such action with respect to Article 1, Article 2, Article 3, Article 4, Article 5, or this Article 11 must be approved by at least two-thirds (2/3) of the votes cast by the Delegates present. Voting by the Delegates shall be in accordance with Article 4, Section 4.B. The alteration, amendment, or repeal of these *Bylaws* may be recommended:

- A. By a majority vote of those Directors present at a meeting of the Board of Directors;
- B. At the previous annual conference by a majority of the votes cast by the Delegates from Covenanting Churches present; or
- C. By petition to the Board of Directors signed by at least fifteen (15) Covenanting Churches.

ARTICLE 12.

AMENDMENT OF ARTICLES

Amendment of the *Articles of Incorporation* may be adopted by the recommendation of the Board of Directors and by the approval of the Transformation Ministries Annual conference by a two-thirds (2/3) vote of the Delegates.

ARTICLE 13.

ESTABLISHING SALARY AND COMPENSATION

The Executive Committee shall, as a Personnel Committee for the Ministry, establish the compensation levels of the Executive Officers of the Ministry (the Mission Lead and Chief Financial Officer). In addition, the salary ranges and salaries of all salaried Employees shall be reviewed and determined by the Executive Committee upon the recommendation of the Mission Lead. Final approval of all salaries rests with the Board of Directors.

ARTICLE 14.

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

The assets of this corporation are irrevocably dedicated to religious purposes. No member, Director, Officer, Employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these *Bylaws* and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax exempt status under that section, as required by the *Articles of Incorporation* of this corporation.

ARTICLE 15.

DEFINITIONS

- A. "Auxiliaries" shall mean organizations so defined by the Board of Directors such as, women's ministries, Hispanic Ministry Churches, Asian American Churches and Native American Churches.
- B. "Board of Directors," also referred to in these *Bylaws* as "Board," shall mean the body of persons who constitute the voting corporate members of the corporation within the meaning of the California Nonprofit Religious Corporation Law (see Article 5).
- C. "Caucus" shall mean a group of individuals who have the same ethnic group or background, having similar and common concerns, problems, and challenges and are members of Covenanting Churches.
- D. "Covenant" shall mean the *Covenant of Transformation Ministries Churches*.
- E. "Covenanting Church" shall mean a church which has signed the *Covenant of Transformation Ministries Churches*, and has been approved by the Transformation Ministries Board of Directors (see Article 3).

- F. "Covenants" shall mean those agreements adopted by the Board of Directors and/or other appropriate bodies to enable a relationship of mutual support and accountability between the Covenanting Churches and the Ministry (see Article 3, Section 2), and between the Ministry and other organizations.
- G. "Delegates" shall mean those persons who are members of a Covenanting Church and who have been duly elected or appointed as Delegates to a Transformation Ministries annual conference or special meeting pursuant to these *Bylaws*. In addition, members of the Board of Directors of the Ministry shall be voting Delegates.
- H. "Directors" shall mean those individuals who are elected by the Transformation Ministries Board of Directors to serve as members of the Board.

TRANSFORMATION MINISTRIES

As Amended effective October 29, 1994,
 Revised July 22, 1997,
 Amended October 22, 1999,
 Amended October 25, 2002,
 Amended October 24, 2003,
 Amended October 20, 2004,
 Amended October 21, 2006,
 Revised October 26, 2007
 Amended October 23, 2009
 Amended October 22, 2010

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the *Bylaws* of the corporation named in the title thereto and that such *Bylaws* were duly adopted by the Delegates at the Annual Meeting of said corporation on the date set forth below.

Dated: October 22, 2010

By:

Verdean Gueste

Secretary, Verdean Gueste

Attested:

Neil E. Frey

President, Neil E. Frey

