

**BYLAWS OF
HEART OF THE CANYONS CHURCH, INC.**

A California Nonprofit Religious Corporation

**ARTICLE I
Name and Principal Office**

The name of the Corporation is Heart of the Canyons Church, Inc. The Corporation will be referred to hereinafter as the "Church." The Church maintains its principal address at 24551 Valley Street, Newhall, California. The Officers of the Church shall have full power and authority to change the principal office from one location to another.

**ARTICLE II
Purpose**

The Church is a body of baptized believers, which has the Bible as its authority and the 2000 Baptist Faith & Message as its guide for faith and practice. The 2000 Baptist Faith & Message does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. The Church shall be Christ-centered, pastor-led, staff-directed, team-advised, and congregationally-approved. Additionally, the Church is to reach people with the Gospel of Jesus Christ, provide a community of worship, and foster, encourage, support, organize and assist all Great Commission work.

**ARTICLE III
Affiliation**

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church voluntarily affiliates with the Southern Baptist Convention in its international, national, state, and local expressions.

**ARTICLE IV
Membership**

Section I: Qualifications for Membership

To qualify for membership in the Church, a person must commit to a personal relationship with Jesus Christ and be baptized by immersion. In addition, new members may be asked to fulfill the requirements of a "new member" class, and existing members may be asked to sign

commitment documents as developed by the Lead Pastor and approved by the Voting Members from time to time.

With regard to persons who meet the above qualifications for membership, the Church has two classes of members:

- A. Voting Members are members who are at least 18 years of age; and
- B. Youth Members are members who are less than 18 years of age.

The Church Secretary will maintain a roll reflecting the names and other necessary information of all members, which may be updated from time to time.

Section II: Rights of Voting Members

All Voting Members are expected to participate in and contribute to the activities of the Church in accordance with these Bylaws and the policies of the Church.

Section III: Voting by Voting Members

At all meetings of the members, each Voting Member physically present at the meeting shall be entitled to cast one vote on all matters submitted to the members. The vote of a majority of the total number of Voting Members present at a meeting shall be required for approval of all matters submitted for a vote of the members. Voting Members may not vote by proxy. The taking of any of the following actions shall require the approval of the Voting Members:

1. Calling of a Lead Pastor
2. Removal of a Lead Pastor
3. Adoption or amendment of the Church budget
4. Purchase, sale, or lease of real estate and related indebtedness
5. Disposing of all or substantially all of the Church's assets
6. Adopting, amending or repealing these Bylaws or the articles of incorporation of the Church
7. Approving proposed Leadership Team members
8. Adopting or amending a merger agreement
9. Approving the election to wind up and dissolve the Church

The Board of Directors may submit any other matters to a vote of the Voting Members.

Section IV: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church
3. By personal request of the member
4. The failure to return any of the required commitment documents, including the annual commitment form, within a reasonable time
5. Dismissal by the Lead Pastor under the following conditions:
 - a. The member's life and conduct are lived in such a way that the member is:
 - i. Hindering the ministry influence of the Church in the community
 - ii. Hindering the operation of the Church
 - iii. In the Lead Pastor's judgment, the best interests of the Church would be served by amputative discipline of the member
6. The procedure for dismissal of the member shall be according to Matthew 18:15-17, with approval by a panel of designated leaders of the Church.

Section V: Restoration of Membership

Members dismissed by the Lead Pastor and leaders of the church may be restored to membership by the Lead Pastor, with approval by a panel of designated leaders of the church.

ARTICLE V Membership Meetings

Section I: Place and Manner of Meetings

Meetings of the members shall be held at the principal office of the Church or such other location as is designated by the Officers or the Lead Pastor. The Lead Pastor or his designee (or if there is no Lead Pastor, the Interim Pastor) shall moderate all meetings, and those Voting Members in attendance shall constitute a quorum. All motions made during the meeting must be brought to the floor through the Lead Pastor (or if there is no Lead Pastor, the Interim Pastor) or a Leadership Team. The New Testament shall serve as the authority and guide for conduct of all member meetings. The conduct of all members is to be in a superseding spirit of love for one another and in submission to the authority of our Lord and Savior, Jesus Christ.

Section II: Annual and Quarterly Meetings

The Church shall hold an annual meeting, and may hold quarterly meetings of the members at such times as determined by the Officers or the Lead Pastor. The purpose of the annual and quarterly meetings shall be to elect the Officers, approve the proposed Leadership Teams of the Church, and adopt the annual budget. Any other business may be conducted at the annual

or quarterly meetings. All motions to submit a matter to a vote of the members during the annual and quarterly meetings must be made by the Lead Pastor or the chairperson of a Leadership Team. Notice of the date, time and place of each annual and quarterly meeting shall be provided through the Church bulletin at least two (2) weeks prior to the date of the meeting or announced at all worship services at least two (2) Sundays prior to the date of the meeting.

Section III: Special Meetings

Special meetings may be called at any time by the Officers, the Lead Pastor, or the chairperson of a Leadership Team for any purpose. The Lead Pastor (or, if there is no Lead Pastor, the Interim Pastor) shall moderate the special meeting, and those Voting Members in attendance shall constitute a quorum. All motions made during the special meeting must be made by the Lead Pastor (or if there is no Lead Pastor, the Interim Pastor) or the chairperson of a Leadership or Pastor Search Team. Notice of the date, time, place and purpose of each special meeting shall be provided through the Church bulletin and announced at all worship services at least two (2) Sundays prior to the date of the special meeting, except that if the special meeting is to be held on a Sunday after all of the morning worship services on that day, that Sunday may be counted as one of the two Sundays for notice purposes.

ARTICLE VI
Officers and Directors

Section I: Directors

The Officers shall be and constitute the Board of Directors. There shall be five (5) Directors serving on the Board. The term for each Director shall be one (1) year. However, a Director may serve successive terms so long as qualified and approved by the Voting Members of the Church in accordance with these Bylaws. The Officers and Directors are referred to herein as the Officers of the Church.

Section II: Officers

The Officers of the Church shall be a Chairman, two Vice Chairmen, a Secretary and a Treasurer. All Officers must be Voting Members of the Church. To remain consistent with 1 Timothy 2:12, 1 Timothy 3:1-7 and Titus 1:5-9, the Chairman and Vice Chairmen must be male, as it is possible for them to become the overall leader of the church in some circumstances. The Lead Pastor will serve as President of the Church and will participate in meetings of the Officers on a non-voting basis. The Officers of the Church will be nominated by the Nominating Team and elected by the Voting Members at a meeting of the members.

Section III: Duties of Officers

Chairman: The Chairman of the Board of Directors shall conduct or be responsible for conducting all meetings of the Officers. The Chairman of the Board of Directors shall also be the Chairman of the Executive Team.

Vice Chairmen: In the temporary absence or inability of the Chairman to perform his duties, the Lead Pastor will select a Vice Chairman to serve as the acting Chairman, with all the rights, privileges and powers as if he had been the duly elected Chairman.

Secretary: The Secretary shall be responsible for keeping an accurate record of all meetings of the Officers and the members and shall accurately record and certify all actions taken at such meetings. The Secretary shall be the custodian of the corporate seal and all corporate records except the financial records, and shall be responsible for authenticating all corporate records. The Secretary shall be responsible for providing notices of all meetings of the Officers and shall perform such other duties as are incidental to the office of Secretary.

Treasurer: The Treasurer shall have custody of the financial records of the Church and shall be the Officers' liaison with the Finance Team and may participate in Finance Team meetings. The Treasurer shall perform all duties as are incidental to the office of Treasurer.

Section IV: Election of Officers

The Officers of the Church will be nominated by the Nominating Team and elected by the Voting Members at a meeting of the members. Each Officer shall serve a term of one year or until his or her successor is qualified and elected, and may serve successive terms.

Section V: Removal of Officers

All Officers may be removed, with or without cause, by the Voting Members at any meeting of the members, without prejudice to any economic rights that may exist under any written contract of employment.

Section VI: Officer Vacancies

If any Officer position becomes vacant for any reason, a successor to such vacancy may be elected to serve the balance of the current term of office by the vote of a majority of the remaining Officers, provided such successor has been recommended by the Nominating Team and approved by the Lead Pastor.

Section VII: Powers

General corporate powers. Subject to the provisions and limitations of California Nonprofit Corporation Law, any limitations in the Articles of Incorporation or these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Officers. The Officers are directed to serve in the best interests of the Church and the purposes of these Bylaws.

Specific Powers. The Officers shall have the power to execute and deliver all documents, pay all fees and expenses, and take all such other actions as may be necessary, desirable or expedient to implement actions approved by the Voting Members in accordance with these Bylaws, including to:

1. Purchase, sell, or lease real estate and related indebtedness
2. Disposing of all or substantially all of the Church's assets
3. Any other actions specifically directed and approved by the Voting Members of the Church.

ARTICLE VII Meetings of the Officers

Section I: Meetings of Officers

All meetings of the Officers shall be held on such date and at such time and place as they deem appropriate or as called by the Lead Pastor. All meetings may be held in person or through secured electronic means.

Section II: Quorum

A minimum of three (3) Officers must participate at a meeting of the Officers to constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Officers participating at a meeting duly held at which a quorum is present shall be the act of the Officers. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the departure of any Officer.

ARTICLE VIII Lead Pastor, Leadership Teams, and Leadership Council

Section I: Lead Pastor

The Lead Pastor of the Church shall be called by the Voting Members at a regular or special meeting for which proper notice has been given in accordance with these Bylaws. The Lead Pastor shall serve as the organizational and spiritual leader of the Church as prescribed in the New Testament.

For purposes of the Church's faith, doctrine, practice, policy and discipline, the Lead Pastor is the Church's final interpretive authority on the Bible's meaning and application.

The Lead Pastor or his designee shall employ to assist him such ministerial personnel and pastors as he determines shall be necessary and as provided for by the Church budget. The Lead Pastor will serve as President of the Church and oversee all operational aspects of the church. The Lead Pastor shall have supervisory authority over all employees of the Church, including the authority to terminate employment.

Removal or Resignation: The Lead Pastor may be removed, with or without cause, only by the vote of at least two-thirds (2/3) of the members of the Leadership Council at a meeting called in

accordance with these Bylaws, followed by a vote of at least two-thirds (2/3) of the Voting Members of the Church at a regular or special meeting for which proper notice has been given in accordance with these Bylaws. The Lead Pastor may resign by delivering a written letter of resignation to the Chairman of the Board of Directors stating that he is resigning and the effective date of such resignation.

Procedure for Selection of New Lead Pastor: Upon incapacity, death, resignation or removal of the Lead Pastor, the Chairman of the Board of Directors, and the Chairperson of each of the Leadership Teams (i.e., Finance, Personnel, and Nominating Teams) shall automatically become the Executive Team. The Chairman of the Board of Directors shall serve as the Chairman of the Executive Team. The Executive Team shall promptly convene to select a Pastor Search Team of not more than nine (9) and not less than seven (7) members, each of whom shall be a Voting Member. The Executive Team shall select the Chairman of the Pastor Search Team. The Executive Team will appoint an Interim Pastor to perform all Lead Pastor duties until the Church calls a new Lead Pastor. Until the Church calls a Lead Pastor, the Interim Pastor and the Pastor Search Team shall be accountable to the Executive Team. The vote of at least two-thirds (2/3) of the members of the Pastor Search Team shall be required to recommend a new Lead Pastor to the Church. The Executive Team may remove and appoint interim pastors as it deems necessary or desirable.

Role of the Executive Team: The Executive Team, as constituted above, serves to provide operational leadership and accountability for the Church in the absence of a Lead Pastor. It comes into being as a result of the incapacity, death, resignation or removal of the Lead Pastor and dissolves upon the calling of a new Lead Pastor and his assumption of the role.

Section II: Leadership Council

The Leadership Council shall consist of the Officers, Church Staff of the Lead Pastor's choosing, and the members of the Leadership Teams. The Lead Pastor, or in his absence the Chairman of the Board of Directors, will lead and serve as chairman for all meetings of the Leadership Council. The Lead Pastor may convene meetings of the Leadership Council to obtain advice and recommendations, as necessary or desirable. Meetings of the Leadership Council may also be called by a majority of the Officers. Meetings of the Leadership Council shall be called by notice given to each member at least 48 hours prior to the time of the meeting and shall be held at the principal office of the Church. Notice may be given by mail, telephone, electronic communication, text message or any other means by which it may be actually received by the intended recipient.

Role of the Leadership Council: The Leadership Council, as constituted above, serves to advise the Lead Pastor and provide feedback and recommendations based on the needs of the Church. The Leadership Council also plays a role in the removal of a Lead Pastor as described in Article VIII – Section I.

Section III: Leadership Teams

The Leadership Teams provide guidance and also ensure accountability of the Lead Pastor and Officers to the Church. The Leadership Teams of the Church shall include the Nominating, Finance, and Personnel Teams, and any Pastor Search Team. Each Leadership Team shall consist of at least five (5) Voting Members of the Church. The members of the Leadership Teams shall be selected annually by the Nominating Team, approved by the Lead Pastor, and affirmed by vote of the Voting Members. It is the responsibility of the Leadership Teams to have and acquire the information and knowledge necessary to make recommendations to the Lead Pastor and membership, if necessary, regarding the subject matter for which the team was formed.

The general purposes for the Leadership Teams are the following:

Nominating Team: This team recommends all Officers and Team members to the Lead Pastor and the Church.

Finance Team: This team advises and proposes the Annual Budget to the Church for approval, and meets monthly to review the financial status and commitments of the Church.

Personnel Team: This team works with the Lead Pastor to set compensation policies and procedures for the Church. This team will be responsible for the setting of the compensation of the Lead Pastor.

ARTICLE IX

Statement on Gender, Marriage and Sexuality

The Church believes that God created human beings in his image in two sexual kinds-male and female (Gen. 1:26-27). Gender is a part of God's good creation, a revealed biological reality, identifiable at birth, and evident in the course of everyday life in expressions of masculinity and femininity.

God designed men and women to unite in marriage, which is a complementary (involving one of each sexual gender), comprehensive (involving all of life, including physical sexual union), exclusive (monogamous and faithful), permanent (until separated by death), and generative union (designed for and oriented toward the bearing and rearing of children) (Gen. 2: 18-25). Through this union, a husband and wife picture for humanity the relationship between Christ and his church (Eph. 5 22-33).

A part of God's benevolent design, marriage is basic to human flourishing and arises in cultures across history from realities that are discernable in creation (Ro. 1:18-27): the anthropological reality that men and women are different and complementary; the biological reality that they *unite* to create new life; the sociological reality that children deserve to be with the mother and father that created them. Only men and women can *unite* in marriage since only a man and a woman can *unite* in a way that honors the nature of human sexuality.

Sexual intimacy is the exclusive privilege and responsibility of a husband and wife (1 Cor. 6:18; 7:2-5; Heb. 13:4). Because of Adam's sin, every human being is born sexually perverted, creatively and destructively seeking sexual fulfillment in ways that ignore the Creator, reject his design, and distort his intent. Any form of sexual immorality (including adultery, fornication, homosexual behavior, incest, and use of pornography) is sinful and offensive to God (Matt 15:18-20; 1 Cor. 6:9-10).

While all people are sexual sinners, God offers redemption to all who confess and repent of their sin, seeking His mercy for forgiveness through Jesus Christ. By means of God's Spirit, his Word, in the context of the church, real transformation is possible for sexual sinners of every kind, even if final glorification awaits us in the new creation.

All persons-regardless of what they may believe or practice-are worthy of kindness, dignity, and respect because they are made in the image of God. Love for God and people requires that Christians speak about these things and that they do so in a manner consistent with the compassion and conviction of the Lord Jesus Christ.

ARTICLE X **Statement on Sanctity of Human Life**

The Church believes in the sanctity of human life. 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. We are therefore called to defend, protect, and value all human life.

ARTICLE XI **Indemnification of Directors, Officers, Employees, or Other Agents**

Section I: Definitions

As used in this Article:

"Agent" shall mean any current or former Director, Officer, employee, or other agent of the Church who was or is serving within the course and scope of their duties as a Director, Officer, employee, or agent of the Church;

"Proceeding" shall mean any threatened or actual claim, legal action, or proceeding, whether civil, criminal, administrative, or investigative; and

"Expenses" shall mean and include, without limitation, all attorneys' fees and legal expenses reasonably incurred in the defense of any Proceeding against an Agent, along with all attorneys'

fees and legal expenses reasonably incurred in establishing entitlement to indemnification under this Article.

Section II: Entitlement to Indemnity

An Agent who has successfully defended against any Proceeding, as evidenced by a final judgment that is no longer subject to appeal, shall be indemnified by the Church for all Expenses. If the Proceeding settles prior to judgment or the Agent sustains a judgment imposing liability on the Agent, the Agent shall be indemnified by the Church for any settled or completed Proceeding for all Expenses if the following conditions are met:

1. *Required Standard of Conduct.* The Agent must be found to have acted in good faith, in a manner which the Agent believed to be in the best interest of the Church, and with such care as an ordinarily prudent person in a like position would have exercised under similar circumstances. The termination of the Proceeding by adverse judgment or settlement shall not, in and of itself, create a presumption that the Agent did not act in good faith or in a manner which the Agent reasonably believed to be in the best interest of the Church. However, the Agent must have had no reasonable cause to believe that his or her conduct was unlawful, if applicable.
2. *Manner of Determination of Standard of Conduct.* The determination of whether the Agent met the required standard of conduct shall be made by:
 - a. The Officers, by a majority vote of the disinterested Officers who were not parties to the Proceeding; or
 - b. The court in which the Proceeding was or is pending. Such determination may be made on application brought by the Church or the Agent.

Section III: Limit of Indemnity

The Agent shall be entitled to indemnification unless prohibited by California law.

Section IV: Advancement of Expenses

In its discretion, the Church may pay the Expenses incurred by an Agent entitled to indemnification under the terms of this Article in advance of the final disposition of the Proceeding.

Section V: Insurance

Subject to the provisions of this Article, the Officers may authorize the Church to purchase and maintain one or more policies of insurance providing coverage to any Agent of the Church against any liability asserted against or incurred by the Agent in such capacity or arising out of Agent's status as such, regardless of whether the Church has the obligation to indemnify the Agent.

ARTICLE XII
Maintenance of Official Books and Records

The Church shall maintain all books and records as required by California law.

ARTICLE XIII
Amendments to the Bylaws

These Bylaws or any provision of them may be altered, amended, or repealed, and new bylaws may be adopted, by the Voting Members in accordance with these Bylaws. The proposed action to be taken and proposed changes shall be posted on the Church's website at least thirty (30) days prior to the meeting at which the vote is to be taken.

CERTIFICATION OF ADOPTION

These Bylaws of the Church have been duly adopted this 2nd day of June, 2019, by the members of the Heart of the Canyons Church pursuant to, and in accordance with, the requirements of the Bylaws that were in existence at that time.

IN TESTIMONY WHEREOF, witness the hand of the undersigned as Secretary of the Church on such date, and approved by the Chairman of the Church.

Heart of the Canyons Church

By: _____
Secretary

Approved by:

Heart of the Canyons Church

By: _____
Chairman