

**BYLAWS OF  
JOURNEY OF FAITH  
A CALIFORNIA NONPROFIT RELIGIOUS CORPORATION  
APPROVED BY CONGREGATIONAL VOTE JUNE 4, 2023**

**Article I – Name**

The name of this corporation, as incorporated under the laws of the state of California, shall be Journey of Faith, as indicated in the Articles of Incorporation filed with the California Secretary of State's Office, as incorporated on June 27, 1951, as amended April 13, 1973, and March 29, 1976, according to the Merger Agreement filed March 6, 2009, and Restated Articles of Incorporation.

**Article II – Purpose**

This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. This congregation is organized and shall be operated exclusively for religious purposes. In furtherance of, and limited by such purposes, the church and its members shall:

- (1) Share the Good News of salvation to reach lost people for Jesus.
- (2) Conduct gatherings, worship services and other events to build community and worship God in-person or utilizing the radio, television, internet, digital communication, or other methods of communication.
- (3) Help attenders to become fully developed followers of Jesus.
- (4) Administer the ordinances of the New Testament (i.e., Baptism, Communion, Marriage).
- (5) Encourage active participation in the community by meeting in homes and other venues as well as on church campuses.
- (6) Maintain an active program of local and world-wide outreach and evangelism.
- (7) Establish, operate, manage, maintain, administer, and conduct a formal educational program consisting of a Christian School.
- (8) Establish and maintain any other ancillary Christian ministries or programs that support the purposes of this church.

**Article III – Statement of Faith**

**Section 1 – God (The Trinity)**

We believe in one God who eternally exists in three persons: Father, Son, and Holy Spirit. They are equal in every divine perfection and execute distinct but harmonious work in creation, sustaining and caring for the world, and redemption. (Ephesians 4:4-6, 1 Peter 1:2a)

**Section 2 – The Father**

We believe in God the Father, creator of heaven and earth, who is perfect in holiness, power, wisdom, knowledge, and love. He concerns himself mercifully in the affairs of every person, hears and answers prayer, and saves everyone from sin and death who comes to him through Jesus. (Genesis 1:1, Ephesians 1:3-6)

**Section 3 – Jesus**

We believe in Jesus, the Father's one and only Son. He is fully God and fully man, born of a virgin, lived a sinless life, and willingly died on the cross to atone for the sins of the world. He was resurrected and ascended into heaven, where he intercedes for his people until his personal return to earth. (John 1:1-5, 14, Philippians 2:6-8, Acts 1:9-11, Hebrews 1:3, 1 Thessalonians 4:13-17)

#### **Section 4 – The Holy Spirit**

We believe in the Holy Spirit, who is wholly God and sent by the Father to convict the world of sin, righteousness, and judgement. The Holy Spirit comforts, empowers, guides, and gives life to every believer. It is through the Holy Spirit's power and presence that we are able to live for God and be his witnesses. (John 14:16-17, John 16:7-11, Acts 1:8, Romans 8:9-11)

#### **Section 5 – The Bible**

We believe that the Bible is fully inspired by God, without error in the original manuscripts, and the supreme authority in all matters of faith and conduct. (2 Timothy 3:16-17)

#### **Section 6 – Sin and Salvation**

We believe that all people are sinful and need God's forgiveness. We believe that Jesus, who himself will preside over the final judgement of all people, also provided a means for their salvation through his death and resurrection. Those who choose not to follow Jesus will be separated from God forever, while those who make a decision to accept Jesus' forgiveness and leadership will be saved by grace and receive eternal life with God. (Romans 3:23, Romans 6:23, John 3:16)

#### **Section 7 – The Church**

We believe that Jesus is the head of the universal Church and all believing people are members. The local church exists for the purposes of worshiping God, observing the ordinances of the Lord's Supper (communion) and baptism of believers by immersion, encouraging spiritual growth, accountability, evangelism, and service. (Matthew 28:19, 1 Corinthians 11:23-29)

#### **Section 8 – Christian Living**

We believe everyone who follows Jesus should devote their lives to actively loving God and loving others. They should strive to be faithful to God's ways as revealed in Scripture, be wise stewards of their possessions, gifts, and abilities, sacrificially love people as Jesus does, and work together to experience the rich and meaningful life God intends for all of humanity. (Mark 12:29-31, John 10:10)

### **Article IV – General Offices**

The principal office of Journey of Faith shall be located in the county of Los Angeles, and in the State of California. The Board, by appropriate action, shall have authority to change said principal office from one location to another within Los Angeles County.

### **Article V – Church Government**

#### **Section 1 – Congregation**

The church may use the term congregation loosely to refer to the body of believers that participate in the local church body, but for purposes of church governance in these Bylaws the term "Congregation" refers to the members of this church who have been duly admitted into membership, who remain in good standing, and who are eligible to vote in the member vote. The congregation shall vote on the following: a) the selection of the Lead Pastor, b) election of the Board members and Membership Committee, and c) purchase, sale or lease of real property. For clarification purposes, real property owned by the church belongs to the church and does not belong to the members. The eligible members vote to approve the purchase or sale of the church's real property, but the members do not own the real

property. The Members shall also vote on certain issues as identified under Article VI Section 3 or as required under California law.

## **Section 2 – Board**

The Board of Directors (referred to as the Board) shall comprise the Board of Directors of the Corporation. The Board shall consist of directors. The authorized number of directors shall be a minimum of seven (7) and a maximum of fifteen (15) until changed by a duly adopted amendment to these Bylaws, or by repeal of these bylaws and adoption of new bylaws, as provided in these bylaws. The exact number of directors shall be set by the Board from time to time.

The Board may review, revise, or reverse the decision of any lower board, task force, officers, or staff members as it deems appropriate. The Board shall have authority over all areas not specifically assigned to the Members. The Board shall have authority to sell donated real and personal property with proceeds deposited as directed by the donor to the General Fund or to special or restricted funds as they exist from time to time. The board shall maintain a Board Governance Policies Manual which will be the guiding document for board action.

The Board shall annually select the following officers from among the Board Members: Chair of the Board, Treasurer of the Board, and Secretary of the Board. Paid employees of the church shall not be eligible to serve as Chair of the Board, Treasurer of the Board, or Secretary of the Board. The Board may select a Vice-Chair of the Board if the Board so desires. A director is not eligible to serve as an officer, unless the director is currently serving on the board. If the director's term on the board expires or is terminated for any reason, the director's position as Chair of the Board, Vice Chair, Treasurer of the Board, or Secretary of the Board, shall automatically terminate regardless of whether the person gives notice of termination to the Board, and a replacement shall be selected by the remaining directors.

## **Section 3 – Officers**

The Church shall be served by a Chair of the Board, Treasurer, and Secretary who will serve as the officers of the corporation. The Board Treasurer shall serve as the Treasurer of the corporation. The Board Secretary shall serve as the Secretary of the corporation. No employee of the church shall be eligible to serve in these offices. California law currently requires that no person serving as Secretary, Treasurer, or Chief Financial Officer may serve concurrently as the president or chair of the board of a religious corporation (California Corporations Code Section 9213(a).

- 1) Chair of the Board
  - a) The Corporate Chair of the Board shall be the President 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) The Chair of the Board shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation of this corporation, by these bylaws, or which may be prescribed from time to time by the board of directors.
  - c) Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the Chair of the Board, shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

- 2) Treasurer
  - a) The Corporate Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions.
  - b) The Corporate Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.
  - c) The Treasurer shall
    - i) Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate.
    - ii) Disburse, or cause to be disbursed, the corporation's funds as the board may order.
    - iii) Render to the Chair of the Board, and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation.
    - iv) Have such other powers and perform such other duties as the board or the bylaws may require.
  - d) If required by the board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- 3) Secretary
  - a) The Corporate Secretary shall keep or cause to be kept at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include:
    - i) the time and place that the meeting was held.
    - ii) whether the meeting was annual, general, or special, and, if a special meeting, how the special meeting was authorized.
    - iii) the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.
  - b) The Secretary shall keep or cause to be kept at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.
  - c) The Secretary shall keep or cause to be kept at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.
  - d) The Secretary shall give, or cause to be given, notice of all meetings of members of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

## **Article VI – Membership**

### **Section 1 – Definition and Commitment**

Journey of Faith shall receive as members those applicants who publicly profess faith in Jesus Christ alone as their personal Savior and Lord, who have been baptized by immersion in water, and whose lives are evidence of a biblical Christian lifestyle. All applicants must be in agreement with the church's Statement of Faith, in word and in action, must comply with all written and authorized procedures of the church, and must meet all prerequisites for admission to membership, as stated in these Bylaws.

As members of Journey of Faith, we are always seeking to grow towards having every area of our lives reflect God's love and biblical teaching. Through ongoing dialogue and prayer, we support each other in areas such as avoiding substance abuse, not engaging in criminal activity, and using our words and actions to build others up in love, rather than engaging in gossip, slander, dishonesty, vulgarity, or divisive arguments. We also strive to maintain sexual purity, which includes reserving sexual activity for a marriage relationship between a man and a woman. Additionally, our staff and pastors do not perform marriages between same-sex couples. In all of these and other areas of spiritual life, we agree to submit to one another for accountability as we pursue integrity. Our pastors are available to offer encouragement and discuss challenges and questions that our members face in developing a Christ-honoring lifestyle.

## **Section 2 – Admission of Members**

Prospective members shall apply for membership by preparing and submitting the application form, which form shall set forth the criteria for membership and shall be approved by the Board. Such form shall be made available upon the request of any prospective member. Each applicant for membership shall be a self-professed follower of Jesus Christ, committed to and actually and consistently living according to the standards set forth in the Scriptures, including as set forth within the Statement of Faith included within these Bylaws, meet the eligibility requirements of Membership as defined in Article VI Section 1 of these Bylaws, and shall complete any process as determined by the Board.

Members shall be accepted into membership by the Membership Committee. The Membership Committee shall be comprised of three members who are not serving on the board. The board nominating committee shall select candidates for the Membership Committee to be voted on by the congregation at the annual meeting. The Membership Committee does not have the authority to change the Statement of Faith included within these Bylaws. The Membership Committee does not have the authority to accept into membership any person or persons who are not living in accordance with the standards set forth in the Scriptures and with the Statement of Faith.

## **Section 3 – Member Voting**

Eligible Members have the right to vote on the following issues:

- 1) Voting on who will serve on the Board of Directors, Membership Committee, and Lead Pastor
- 2) Removing directors without cause [California Corporations Code 9222]
- 3) Filling director vacancies [California Corporations Code 9224(a-b)]
- 4) Amending articles of incorporation to change the corporation's status to that of a different type of nonprofit corporation, social purpose corporation, business corporation, or cooperative corporation [California Corporations Code 9621]
- 5) Amending certain other applicable articles of incorporation [California Corporations Code 9620(a)]
- 6) Selling, leasing, exchanging, transferring, or making other disposals of all or substantially all assets not in the usual and regular course of the corporation's activities [California Corporations Code 9631(a)(2)]
- 7) Entering into agreements of merger [California Corporations Code 9640(c)]
- 8) Amending merger agreements [California Corporations Code 9640(a)]
- 9) Making certain kinds of voluntary elections to wind up and dissolve [California Corporations Code 9680(b)]

- 10) Revoking a voluntary election to wind up and dissolve if election was previously approved by the members [California Corporations code 9680(a)]

Members are not eligible to vote to amend the bylaws to change the number of directors. [California Corporations Code 9151(b)]

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Members may not cumulate votes for the election of directors.

#### **Section 4 – Termination of Membership**

- 1) Any member may voluntarily withdraw his or her membership by written notice to the Membership Committee.
- 2) Any member who is found to live or teach in a manner contrary to the Word of God or the Statement of Faith shall be admonished to change by persons formally authorized by the Board. If there is no repentance, upon recommendation and vote of the Board, membership shall be terminated (Matthew 18:15-17 and I Corinthians 5:9-13). The reason for the termination shall be stated in a letter to the terminated member, sent by certified mail, return receipt requested.
- 3) A member who has been removed from the church membership and desires reinstatement may be restored to membership by giving evidence of repentance and reformation to the satisfaction of the Board.
- 4) Any member who indicates a lack of interest in the ministry of the church for a period of one year as evidenced by lack of attendance or financial support shall be subject to having his or her membership terminated by the Membership Committee without notice.

### **Article VII – Board**

#### **Section 1. Eligibility**

Members who have been in good standing for a minimum of two years are eligible to serve on the Board. Every member selected to serve on the Board must be committed to the mission of Journey of Faith.

#### **Section 2. Board Selection**

- 1) Notice
  - a) At least two (2) weeks' notice shall be given to the congregation before nominations will be accepted for directors. Notice shall be given at all services at all locations of the church or via electronic communication to solicit written nominations from the members.
- 2) Nominations
  - a) Nominations shall be submitted in writing (electronically or hard copy) from members in good standing with the church. Anonymous nominations will therefore not be accepted.
  - b) The Board may appoint a committee to review, investigate, and make recommendations to the members for, the nominations received.
- 3) Voting
  - a) A member may cast as many votes as there are open seats on the Board up during the election, though a member may not cast more than one vote for a nominee.
  - b) Votes must be made in writing by members in good standing with the church. Anonymous votes will therefore not be accepted.

### **Section 3. Number of Directors**

The Board shall consist of a minimum of seven directors, which shall be six unpaid, non-staff church members in addition to the Lead Pastor. The Board will be served by a Chair, Secretary, and Treasurer chosen from the non-staff Board members selected in accordance with the Policy Governance Manual. The Board may be served by a Vice-Chair chosen from the non-staff Board members selected in accordance with the Board Policy Governance Manual.

### **Section 4. Term**

The Board elected to office shall serve a four-year term, after which they must wait at least one year before being eligible to be serve again.

### **Section 5. Voting**

Each director shall have one vote on each matter presented to the board of directors for action. No director may vote by proxy.

### **Section 6. Vacancies and Removal**

A board member shall be presumed to have vacated office by ceasing to be a member in good standing, moving from the community, or no longer attending the church. A board member may also be removed from office upon a unanimous vote of the Board for failure to attend, without reasonable cause, three consecutive regular meetings of the Board or for conduct impairing the efficiency of the Board. If the vacancy results in less than the required minimum number of Board members, then the Board shall call a Special Meeting of the congregation to fill the vacancy for the remainder of their term.

### **Section 7. Board Meetings**

The Board shall meet as often as needed to govern the church. Sixty percent of the Board shall constitute a quorum for all Board meetings. Board meetings may also be held by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination. All Board Members participating via remote electronic communications shall be deemed present at such meetings.

### **Section 8. Duties**

It shall be the duty of the Board to oversee the affairs of the corporation per the Board Governance Policies Handbook.

## **Article VIII – Administration**

### **Section 1**

The Lead Pastor shall give directional leadership to Journey of Faith. Joining with the Board and the rest of the ministry staff, the Lead Pastor shall ensure that public worship services are conducted, the Word of God is proclaimed, the ordinances of the New Testament administered, and purposes of this church are fulfilled. The Lead Pastor shall be available for spiritual guidance to all organizations of the church and shall be considered a member of all boards, committees, and organizations of the church, with the exception of the Lead Pastor Evaluation Committee (as defined by the Board Governance Policies Manual) to avoid any real or perceived conflict of interest.

## **Section 2**

Upon the resignation or removal of the Lead Pastor, the Board shall establish a Search Team to develop a process, timeline, qualification, and logistics to identify candidates to fill the role of Lead Pastor. The Search Team shall recommend candidates to the Board which shall present the candidate(s) to the congregation for a vote.

## **Article IX – Staff**

Journey of Faith may call and retain appropriately credentialed staff who will fulfill its mission. All hiring and retention decisions shall be made by the Lead Pastor in accordance with the Employee Handbook and Board Governance Policies Manual.

## **Article X – Fiscal Year**

The fiscal year of Journey of Faith shall be from July 1st of the calendar year until June 30th of the succeeding calendar year.

## **Article XI – Membership Meetings**

### **Section 1. Annual Meeting**

The Board shall convene an annual meeting of the membership to present a “State of the Church” update, to vote on new Board members, to vote for the Membership Committee members, and any other business as the board shall choose to bring to the membership. Members shall be given three weeks’ notice before the meeting. The meeting shall be convened by the Chair of the Board or an alternate board member selected by the Chair of the Board.

### **Section 2. Quorum**

According to California Corporations Code Section 9412(a) One-third of the voting power, represented in person, by written ballot, or by proxy, shall constitute a quorum at a meeting of members.

### **Section 3. Special Meeting**

- 1) The Board shall convene a Special Meeting to call a new Lead Pastor in the case of a vacancy. The call of a Lead Pastor shall require 75% of the votes cast at such a meeting of Members and will constitute a call for an indefinite period of time.
- 2) The Board may call a Special Meeting for other purposes with an affirmative vote of 60% of the Board.

### **Section 4. Written Ballot**

The Board may choose to allow Members to participate in one or more Membership Meetings via Written Ballot. If the Board chooses, via written board resolution, the Board shall circulate a Written Ballot to Members. Such Written Ballot shall state on the Written Ballot the manner of Members to submit their votes. The board is authorized to allow for Written Ballots to be submitted in any manner consistent with current California law, including, but not limited to, electronic means such as email, in person, via mail, via facsimile. The Board shall specify the deadline for such Written Ballots to be received by the church. The Written Ballot shall specify the votes (affirmative or negative) for each issue that the board is placing before the membership for vote. Any written ballots that are not received by the church by the deadline given and via the authorized manner shall not count for purposes of quorum or for the votes (whether affirmative or negative). Written Ballots shall not be authorized by anyone or anybody except for the Board.

### **Section 5. Proxy**

Any member may vote in a membership meeting via Proxy, however, the only class of persons entitled to serve as proxyholder is the current corporate secretary, or if the corporate secretary position is vacant, the current Chair of the Board. The proxy must contain a provision that allows the proxyholder to vote only as directed by the issuing member. The church shall provide a template proxy which includes such provision to any member who requests a template proxy.

## **Article XII – Lobbying and Private Inurement**

### **Section 1. Inurement**

No part of the net earnings of the Journey of Faith shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Journey of Faith shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

### **Section 2. Political Activities**

No substantial part of the activities of Journey of Faith shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Journey of Faith shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **Section 3. Non-Exempt Purpose**

Notwithstanding any other provision of these articles, Journey of Faith shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article XIII – Indemnification**

The board of directors may indemnify any and all of its directors or officers, former directors or officers, employees, agents, volunteers, or any other person who may have served the corporation with knowledge of the officers or the board of directors. The board of directors will choose to what extent the person may be indemnified by the corporation (including whether any or none of the following: attorney's fees, judgments, fines, amounts paid in settlement should be paid) and the board of directors will choose whether to advance expenses or funds including for payment of attorney's fees.

## **Article XIV – Amendments**

These Bylaws may be altered, added to, or amended by the Board and affirmed by a majority vote of the Members eligible to vote at any Annual Meeting or Special Meeting. Notice of proposed changes shall be posted two weeks before the meeting is held.

## **Article XV – Previous Governing Documents**

The Bylaws contained in this document, once approved by the voting members, will hereby supersede and nullify all previous governing documents including Bylaws or Constitution, though nullifying the Constitution will require a final vote after twelve months from these Bylaws being approved by the voting members.