

Bylaws of Blue Oaks Church

A California Religious Corporation

Adopted: December 12, 2016

Contents

Article 1 Offices	4
Section 1. Principal Office	4
Section 2. Change of Address	4
Section 3. Other Offices.....	4
Article 2 Purpose	4
Section 1. Objectives and Purpose.....	4
Article 3 Directors/Elders.....	4
Section 1. Number	4
Section 2. Powers	4
Section 3. Duties	5
Section 4. Terms of Office	5
Section 6. Vacancies	5
Section 7. Compensation	6
Section 8. Place of Meetings	6
Section 9. Regular and Annual Meetings.....	6
Section 10. Special Meetings.....	7
Section 11. Notice of Meetings.....	7
Section 12. Contents of Notice	7
Section 13. Waiver of Notice and Consent to Holding Meetings.....	7
Section 14. Quorum for Meetings.....	7
Section 15. Majority Action as board Action	8
Section 17. Conduct of Meetings.....	8
Section 18. Action by Unanimous Written Consent Without Meeting	8
Section 19. Non-liability of Directors/Elders.....	9
Section 20. Indemnification By Corporation of Directors/Elders, Officers, Employees, and Other Agents.....	9
Section 21. Insurance for Corporate Agents.....	9
Article 4 Officers	9
Section 1. Number of Officers	9
Section 2. Qualification, Election, and Term of Office	9
Section 3. Subordinate Officers.....	9
Section 4. Removal and Resignation	10
Section 5. Vacancies	10
Section 6. Duties of the Chairperson	10
Section 7. Duties of the Vice-Chairperson	11
Section 8. Duties of the Secretary.....	11

Section 9. Duties of the Treasurer.....	12
Article 5 Committees.....	12
1. Compensation Committee	12
Section 2. Other Committees.....	13
Section 3. Meetings and Action of Committees	13
Article 6 Execution of Instruments, Deposits and Funds.....	13
Section 1. Execution of Instruments	13
Section 2. Checks and Notes.....	13
Section 3. Deposits.....	13
Section 4. Gifts	13
Article 7 Corporate Records, Reports and Seal	14
Section 1. Maintenance of Corporate Records	14
Section 2. Corporate Seal.....	14
Section 3. Inspection Rights	14
Section 4. Right to Copy and Make Extracts	14
Article 8 Fiscal Year.....	14
Section 1. Fiscal Year of The Corporation	14
Article 9 Auxiliary Organizations	15
Article 10 Annual Financial Statements	15
Article 11 Amendment of Bylaws	15
Section 1. Amendment	15
Article 12 Amendment of Articles & Church Constitution.....	15
Section 1. Amendment	15
Section 2. Certain Amendments	15
Article 13 Prohibition Against Sharing Corporate Profits and Assets.....	15
Section 1. Prohibition Against Sharing Corporate Profits and Assets.....	15
Article 14 Members.....	16
Section 1. Determination of Members.....	16
Written Consent of Directors/Elders Adopting Bylaws.....	16

Article 1 Offices

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located in Alameda County, California.

Section 2. Change of Address

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors/elders 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 of these bylaws:

4457 Willow Rd Suite 220 Pleasanton CA 94588 Dated: 10/1/2013

5994 West Las Positas Rd Suite 115 Pleasanton CA 94588 Dated: 11/1/2015

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/elders may, from time to time, designate.

Article 2 Purpose

Section 1. Objectives and Purpose

The primary objectives and purposes of this corporation shall be to operate a church according to the New Testament pattern found in Scripture.

Article 3 Directors/Elders

Section 1. Number

The corporation shall have a minimum of seven (7) directors/elders and collectively they shall be known as the board of directors/elders. The number of directors/elders may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

Section 2. Powers

There exists one board serving a dual purpose – each member of the board holds the position of elder in the church, and each serves additionally as a director on the corporate board of directors. For the purposes of these bylaws, this one board shall herein be referred to as the board of directors/elders.

The elder board also serves as the corporate board of directors for the corporation as required by California State Corporations Code Sections 9110, Nonprofit Corporation Law.

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 members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised under the direction of the board of directors/elders.

The co-executives are accountable to the board of directors/elders in all matters relating to finances.

Section 3. Duties

It shall be the duty of the directors/elders to:

- (a) perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this church, by the constitution, or by these bylaws.
- (b) meet at such times and places as required by these bylaws;
- (c) register their e-mail with the secretary of the board and notices of meetings e-mailed to them at such address shall be valid notice thereof.

Concerning corporate matters one of the primary function of the board of directors/elders is to ensure the legal and financial health of the church, overseeing the facilities, legal and financial aspects of the church.

Section 4. Terms of Office

The co-executives are permanent members of the elder board with all voting rights. The term of all other elders is three (3) years. elders may serve up to two (2) consecutive terms after which they are required to rotate off the board for a minimum of one (1) year before becoming eligible for another term. elder term renewals require the unanimous consent of the full elder board. The various terms of board members shall be staggered to provide continuity. It is desirable to have the successor director/elder appointed prior to the departing director's/elder's rotation off the board. As to balance of members, the board shall always remain an independent board, as defined by, and to insure our continued membership in, the Evangelical Council for Financial Accountability

Section 6. Vacancies

Vacancies on the board of directors/elders shall exist (1) on the death, resignation, or removal of any director/elder, and (2) whenever the number of authorized directors/elders is increased.

- (a) removal - If it becomes apparent that a director/elder should not serve in the office of director/elder, he or she may resign, or by 3/4th vote of the directors/elders, excluding the director/elder under consideration, be immediately retired from the office. His or her position will remain vacant until the current directors/elders choose a suitable replacement.
- (b) resignation - Any director/elder may resign at any time by giving written notice to the board of directors/elders or to the chairperson 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.

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/elders relating to the employment of any director/elder of the corporation.

No director/elder may resign if the corporation would then be left without a duly elected director/elder or directors/elders in charge of its affairs.

The board of directors/elders may declare vacant the office of a director/elder who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been removed from office by order of the superior court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation Law.

Section 7. Compensation

Directors/elders shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in section 3 of this article.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board of directors/elders or at such place within or without the state of California which has been designated from time-to-time by resolution of the board of directors/elders. 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/elders 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 of directors/elders.

Any meeting of directors/elders, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) each director/elder participating in the meeting can communicate with all of the other directors/elders concurrently;
- b) each director/elder is provided the means of participating in all matters before the board of directors/elders including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
- c) it is verified 1) that all persons participating in the meeting are members of the board of directors/elders or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board of directors/elders are taken and cast only by members of the board. and not by persons who are not members of the board.

Section 9. Regular and Annual Meetings

Regular meetings of directors/elders shall be held as needed and not less than ten times throughout the fiscal year. The annual meeting of directors/elders shall be held on the 2nd Monday of the first month of each fiscal year.

Section 10. Special Meetings

Special meetings of the board of directors/elders may be called by the chairperson of the board, the board treasurer or by any two directors/elders, 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 11. Notice of Meetings

Regular meetings of the board of directors/elders may be held without notice. Special meetings of the board of directors/elders shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or electronically. If sent by mail or electronically, the notice shall be deemed to be delivered on its deposit in the mail, or release into the electronic mail system. Such notices shall be addressed to each director/elder at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors/elders if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors/elders absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 12. 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 of directors/elders meeting need not be specified in the notice.

Section 13. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the board of directors/elders, 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/elder 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 14. Quorum for Meetings

A quorum shall consist of a majority of the total number of directors/elders then in office. Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, the church constitution, or by law, no business shall be considered by the board of directors /elders at any meeting at which a quorum, as herein defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors/elders present at such meeting may adjourn from time-to-time until the time fixed for the next regular meeting of the board of directors/elders.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this article.

The directors/elders 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/elders 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 the constitution or bylaws of this corporation.

Section 15. Majority Action as Board Action

Only active members of the board of directors/elders may vote. All matters in regular and special board of directors/elders meetings shall be decided by majority vote, unless otherwise specified herein. Election of directors/elders and amendments to these bylaws shall require unanimous vote and all sensitive issues may be decided by secret ballot.

Every act or decision done or made by a majority of the directors/elders present at a meeting duly held at which a quorum is present is the act of the entire board of directors/elders, unless the articles of incorporation, church constitution, 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 of directors/elders.

Section 17. Conduct of Meetings

Meetings of the board of directors/elders shall be presided over by the chairperson of the board or, if no such person has been so designated or, in his or her absence, by the vice - chairperson of the board if one has been appointed, or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors/elders present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board of directors/elders, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. The chairperson shall work closely with the executive director in matters of church business.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time-to-time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation, or with provisions of law.

Section 18. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the board of directors/elders under any provision of law may be taken without a meeting, if all members of the board of directors/elders shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors/elders. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors/elders. 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/elders without a meeting and that the bylaws of this corporation authorize the board of directors/elders to so act, and such statement shall be prima facie evidence of such authority.

Section 19. Non-liability of Directors/Elders

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

Section 20. Indemnification By Corporation of Directors/Elders, Officers, Employees, and Other Agents

To the extent that a person who is, or was, an director/elder, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law.

Section 21. Insurance for Corporate Agents

The board of directors/elders may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director/elder, 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 4 Officers

Section 1. Number of Officers

The officers of the corporation shall be a chairperson, a secretary, and a treasurer. The corporation may also have, as determined by the board of directors/elders a vice-chairperson and other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the chairperson of the board.

Section 2. Qualification, Election, and Term of Office

Except as otherwise stated herein any board member in good standing may serve as an officer of this corporation. Officers shall be elected by the directors/elders, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Subordinate Officers

The board of directors/elders 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 from time-to-time by the board of directors/elders.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by 3/4th vote by the board of directors/elders, at any time. Any officer may resign at any time by giving written notice to the board of directors/elders or to the chairperson 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. 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/elders relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors/elders. In the event of a vacancy in any office other than that of chairperson, such vacancy may be filled temporarily by appointment by the chairperson until such time as the board of directors/elders shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board of directors/elders may or may not be filled as the board shall determine.

Section 6. Duties of the Chairperson

As chairperson of the board, assure that the board of directors/elders fulfills its responsibilities for the governance of the church. Be a partner with the co-executives in helping to achieve the mission of the church. Optimize the relationship between the board of directors/elders and the co-executives.

He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of this corporation, by the church constitution, or by these bylaws, or which may be prescribed from time-to-time by the board of directors/elders. Except as otherwise expressly provided by law, by the articles of incorporation, the constitution, 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 from time-to-time be authorized by the board of directors/elders.

Specific Responsibilities:

- chair meetings of the board of directors/elders.
- with the co-executives develop agendas for board of directors/elders meetings and see that the board of directors/elders functions effectively, interacts with the co-executives optimally, and fulfills all of its duties and responsibilities.
- annually focus the board of director's/elder's attention on matters of institutional governance that relate to its own structure, role, and relationship to the co-executives.
- assist the co-executives in recruiting directors/elders and other talent for whatever special assignments are needed.
- communicate any concerns the co-executives have in regard to the role of the board of directors/elders or individual directors/elders. Communicate to the co-executives

the concerns of the board of directors/elders and other constituencies.

- act as an additional set of eyes and ears for the corporation.
- following approval by the board of directors/elders, the purchase or sale of church real property and such resulting legal documents shall be signed by the board chairperson and at least one of the other listed directors/elders of the corporation. In the event the board chairperson is unavailable to sign, then the legal documents may be signed by any two of the other listed directors/elders.

Section 7. Duties of the Vice-Chairperson

In the absence of the chairperson, or in the event of his or her inability or refusal to act, the vice-chairperson shall perform all the duties of the chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chairperson. The vice-chairperson shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, by the church constitution, or by these bylaws, or as may be prescribed by the board of directors/elders.

Section 8. Duties of the Secretary

The secretary shall:

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.

Keep at the principal office of the corporation or at such other place as the board of directors/elders may determine, a book of minutes of all meetings of the board of directors/elders, and, if applicable, meetings of committees of board of directors/elders, directors/elders and of members, if the organization has corporate members, 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.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

If the organization has corporate members, keep, or cause to be kept at the principal office of the corporation, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director/elder of the church, or to his or her agent or attorney, on request therefore, the church constitution, bylaws, and the minutes of the proceedings of the board of directors/elders.

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, the church constitution, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors/elders.

The secretary shall be authorized to sign any legal documents requiring the signature of the secretary of the Corporation.

Section 9. Duties of the Treasurer

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

Have 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 director/elder board.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors/elders, taking proper vouchers for such disbursements.

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.

Exhibit at all reasonable times the books of account and financial records to any director/elder of the church, or to his or her agent or attorney, on request therefore.

Render to the chairperson (or in his/her absence the board of directors/elders), whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

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, by the church constitution, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors/elders.

Article 5 Committees

1. Compensation Committee

The board of directors/elders may establish a compensation committee to establish the salary of the Executive Director and the Teaching Pastor. The Executive Director and Teaching Pastor shall determine compensation for the remainder of staff, as a part of the annual budget

process. Salaries are not published or discussed in church business meetings.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors/elders. Such other committees may consist of persons who are not also members of the board of directors/elders. These additional committees shall act in an advisory capacity only to the board of directors/elders and shall be clearly titled as "advisory" committees.

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/elders, 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 /elders and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors/elders or by the committee. The time for special meetings of committees may also be fixed by the board of directors/elders. The board of directors/elders 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 6 Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The board of directors/elders, 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/elders, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the chairperson of the board of directors/elders..

Section 3. Deposits

All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors/elders may select.

Section 4. Gifts

The board of directors/elders may accept on behalf of the corporation any contribution, gift, bequest, or devise for the religious purposes of this corporation as deemed appropriate.

Article 7 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/elders, committees of the director/elder board and, if this corporation has members, of all meetings of members, 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;
- a) minutes of all meetings of directors/elders, committees of the director/elder board, and, if this corporation has members, of all meetings of members, 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 record of its members (corporate or otherwise), if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d) a copy of the corporation's articles of incorporation, church constitution, and bylaws as amended to date, which shall be open to inspection by the directors/elders and members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors/elders 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. Inspection Rights

Every director/elder 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. 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 8 Fiscal Year

Section 1. Fiscal Year of The Corporation

The fiscal year of the corporation shall begin on the first day of September and end on the

last day of August in each year.

Article 9 Auxiliary Organizations

Auxiliary organizations of the Church shall be initiated only upon the recommendation of the co-executives and the board of directors/elders.

Article 10 Annual Financial Statements

Annually, the treasurer shall cause to be prepared by an independent, qualified, accountant, financial statements and have the statements sent to all members of the board of directors/elders not later than one hundred twenty (120) days after the close of the fiscal year of the corporation.

Article 11 Amendment of Bylaws

Section 1. Amendment

Subject to any provision in the church constitution or of law applicable to the amendment of bylaws of religious nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors/elders.

Article 12 Amendment of Articles & Church Constitution

Section 1. Amendment

Any amendment of the articles of incorporation or church constitution may be adopted by approval of the board of directors/elders.

Section 2. Certain Amendments

This corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation, of the names and addresses of the initial directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Article 13 Prohibition Against Sharing Corporate Profits and Assets

Section 1. Prohibition Against Sharing Corporate Profits and Assets

No member, director/elder, 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 director/elder board; 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 as required by the articles of incorporation of this corporation and not otherwise.

Article 14 Members

Section 1. Determination of Members

This corporation makes no provision for members pursuant to Section 9310(b) of the Nonprofit Religious Corporation Law of the state of California. Any action which would otherwise, under law or the provisions of the articles of incorporation, church constitution, 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/elders.

Written Consent of Directors/Elders Adopting Bylaws

We, the undersigned, are all director/elders of Blue Oaks Church, a California nonprofit corporation, and, pursuant to the authority granted to the directors/elders, hereby do, adopt the foregoing bylaws, consisting of 17 pages, as the bylaws of this corporation.

Ray Alsdorf

John Carnes

Chris Crawford

Joseph Lyle Hartley

Judith Ann Kintzing

Ruth Margaret McAninch

Matthew VanCleave

Kevin Yamashita

Dated: December 12, 2016

CERTIFICATE

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 directors/elders of the corporation on the date set forth below.

Dated: December 12, 2016

