

1 **DRAFT 6.3 (8.25.15)**

2 **BY-LAWS**

3 **OF**

4 **GOOD SHEPHERD PRESBYTERIAN CHURCH**

5 **11600 Los Alamitos Boulevard**

6 **Los Alamitos, California 90720**

7
8 **ARTICLE I**

9 **NAME AND LOCATION**

10 **Section 1.1 Established Name.** The name of this church shall be Good Shepherd
11 Presbyterian Church of Orange County, Los Alamitos, California. This church was organized by
12 the Presbytery of Los Angeles, United Presbyterian Church in the United States of America on
13 January 21, 1962 and incorporated by the State of California on March 30, 1973. Good Shepherd
14 is a member of A Covenant Order of Evangelical Presbyterians (ECO)

15 **Section 1.2 Governing Documents¹.** The Good Shepherd Presbyterian Church (referred to
16 herein as either the “Church” or the “corporation”) is a member congregation of “A Covenant
17 Order of Evangelical Presbyterians-(ECO)”. As such, the Church is governed by the Holy
18 Scriptures, by the ECO *Polity* and *Rules of Discipline*, and the ECO *Essential Tenets*
19 respectively. The *Polity* and *Rules of Discipline, and Essential Tenets*, collectively constitute the
20 ECO *Constitution*, which is incorporated into and made a part of this document.

21 **Section 1.3 Principal Location.** The principal office for the transaction of the business of
22 the Church including its corporate affairs shall be at 11600 Los Alamitos Boulevard, Los
23 Alamitos, California, 90720.

24 **ARTICLE II**

25 **CONGREGATIONAL MEMBERSHIP AND MEETINGS**

26 **Section 2.1 Status and Voting Rights.** The congregational members of the Church
27 referred to in the ECO *Constitution* and these bylaws as covenant partners shall be those
28 individuals who have been elected to membership by the Session, and who have subsequently
29 neither resigned their membership, nor been removed from membership by the Session. Each
30 covenant partner shall be entitled to one (1) vote at any meeting where they are present to cast a
31 vote on matters requiring membership approval. Without limitation, the following actions
32 require approval of the covenant partners:

- 1) Electing elders, trustees, and deacons.
- 2) Calling a pastor/head of staff, associate pastor, or to request the dissolution of such a call.
- 3) Buying, mortgaging, transferring or selling real property.
- 4) Requesting the presbytery dismiss the congregation to another presbytery of ECO or requesting that the presbytery dismiss the congregation to another Reformed body. (Both of these actions require a two-thirds (2/3) majority vote at a meeting called for the purpose of this vote.)
- 5) Approving any amendments to the congregation's articles of incorporation, bylaws or other corporate governing documents and dissolution, merger and any other corporate action requiring the voting member approval.

Whenever permitted by law, both ecclesiastical and corporate business may be conducted at the same congregational meeting.

Section 2.2 Meetings. An annual meeting of the covenant partners shall be held during the first quarter of each calendar year at the time and place as determined by the Session to elect an at-large member of the Nominating Committee, and for the transaction of such other business as may be scheduled for the meeting. A special meeting of the covenant partners, for any purpose or purposes, may be called by the Session or Presbytery, and shall be called by the Session upon the written request of one-fourth (1/4) of all covenant partners.

(a) Notice of Meetings Except as otherwise prescribed by these By-Laws, notice of any meeting of the covenant partners stating the place, date and time of the meeting, and, the purpose or purposes, including the specific actions proposed, for which the meeting is called, shall be given in each worship service for two (2) weeks prior to the meeting. All appropriate means of notification shall be used. No meeting may be held sooner than fourteen (14) days after the first notice.

(b) Approval of Actions Except as otherwise provided in these bylaws, ten (10) percent of the voting covenant partners shall constitute a quorum of the covenant partners for action on a matter, and actions will be approved by a simple majority vote of covenant partners present at the meeting except where otherwise noted (3.3(e), 4.75.2, and 9.1).

(c) Presiding over Meetings The pastor/head of staff shall ordinarily moderate all meetings of the congregation. If it is impractical, or if considering actions pertaining to the pastor/head of staff, the pastor may ask another pastor or elder to preside with the session's approval. The Clerk of Session shall act as clerk, or if unavailable to act, a clerk shall be designated by the Session.

(d) Rules for Conduct of Meetings Meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*. Exceptions to this section for Session Meetings may be made in the Administrative Practices, Procedures and Policies Manual (See 4.8).

(e) Minutes of Meetings The minutes of a Congregational meeting shall be referred to the Session for approval at its next stated meeting, and upon approval shall be incorporated in Session records.

ARTICLE III.

NOMINATION AND ELECTION OF ECCLESIASTICAL OFFICERS

Section 3.1 Officer Nominating Committee. The Church Officer Nominating Committee shall consist of up to nine (9) covenant partners. Each year at its December stated meeting of Session shall elect two (2) of its members, one (1) as Chairperson and one (1) as Vice-Chairperson. The Vice-Chairperson should have at least one (1) year tenure beyond the current year with the intent of being the Chairperson in the following year. The Deacons shall elect one (1) of their members to serve on the committee. Five (5) members of the committee may consist of one (1) member each representing the Senior Ministry; Women's Ministry; Youth, Children, and Family Ministry; the Choir; and Men's Ministry. These 5 groups are entitled to have a representative on the Officer Nominating Committee, but are not required to provide a representative. If a representative is not provided for the Officer Nominating Committee, additional Covenant Partners may fill the vacant position(s) as additional at large members. The Officer Nominating Committee from the prior year shall nominate one (1) member-at-large, who is not a current church officer, as a candidate to be elected to the Officer Nominating Committee by the covenant partners at the Annual Congregational Meeting. Nominations for the member-at-large may be made from the floor provided that the nominee has given prior consent to the nomination. If there is more than one (1) candidate, the vote must be by ballot. The candidate receiving the most votes will be considered elected to the position. The Moderator of Session shall be an ex-officio member of the Nominating Committee without a vote.

(a) Term for Committee Members Nominating Committee members are elected for a term of one (1) year. No member may serve more than three (3) consecutive terms.

(b) Nominations for Elders and Deacons The Nominating Committee shall present one (1) covenant partner for each office of Elder and Deacons to be filled. The nominating committee shall solicit from the congregation names of potential candidates, and shall, if required in the *Polity*, examine individuals prior to their nomination by the committee. Covenant partners may nominate from the floor candidates for elder or deacon, at any meeting at which an election of elders or deacons is held. Any person

nominated from the floor shall have given prior consent to the nomination. In the event of more than one nomination for a given position, the person nominating shall have one (1) minute to state why their nomination should be considered; then the Nominating Committee shall have one (1) minute to state why their nomination should be considered. The nominating committee shall also nominate candidates for election at special meetings to fill vacancies in these offices as necessary. Public notice of the names of the nominees shall be given at least two weeks prior to election.

Section 3.2 Election of Elders and Deacons. In the fourth (4th) quarter, a Congregational Meeting shall be called for the purpose of electing Elders and Deacons. If there is only one (1) candidate for an office, the election may be by acclamation. If there are two (2) or more candidates for an office, the election shall be by ballot, and the candidate receiving the most votes will be elected. Elders and Deacons shall be installed, and ordained in a regular worship service designated by the Session.

(a) Classes of Elders and Deacons There shall always be three (3) classes of Elders and Deacons with as nearly equal number as possible in each class. The term of only one (1) class will expire at the end of each year.

(b) Terms of Elders and Deacons Elders and Deacons shall be elected for a three (3) year term at a meeting of the Congregation called for this purpose by the Session. An Elder or Deacon may not be elected to serve more than two (2) consecutive terms. At the completion of the second full term of service an elder or deacon will be ineligible for reelection for a period of one (1) year. To fill an unexpected vacancy or balance the number of Elders or Deacons in any class, an Elder or Deacon may be elected for a shorter term of office. If the elder or deacon is currently in active service, the change of duties will not alter the original term for which the elder or deacon was elected. If an elder or deacon is elected to serve a partial term the 'consecutive term' limit will apply only if the partial term is more than eighteen (18) months. No elder may serve more than 2 terms for any single elder position. Session may make an exception for one additional term at the recommendation and request of the Nominating Committee and approved by a 2/3 vote of the Session.

Section 3.3 Election of Pastors. The covenant partners shall elect/call each Pastor/Head of Staff or Associate Pastor at a meeting called by the Session for such purpose. The pastor-elect shall not take office until properly installed by the Presbytery. A pastor shall hold such office until such time as the pastoral relationship is dissolved.

(a) Pastor/Head of Staff Nominating Committee (PNC) In the event of an actual or pending vacancy in the position of Pastor/Head of Staff, the Session shall call a special

meeting of the covenant partners to elect a Pastor/Head of Staff (or co-pastor) Nominating Committee. The PNC will consist of five (5) members. One (1) shall be nominated by the Session and must be an Elder in active service. That Elder will moderate the PNC. One (1) shall be nominated by the Deacons and must be a Deacon in active service. Three (3) shall be recommended by the Session and elected by the covenant partners. Other covenant partners may be nominated from the floor during this meeting. In the event of such a nomination, refer to Section 3.1(b).

(b) Associate Pastor Nominating Committee (APNC) In the event of an actual or pending vacancy in the position of associate pastor position, the Session shall follow the procedure set out in 3.3(a).

(c) Assistant Pastors The Session may, upon an action of the covenant partners in a Congregational Meeting to establish and approve a position of Assistant Pastor, call an Assistant Pastor. Such action by the covenant partners shall include the terms of call.

(d) Transitional Pastors If the congregation finds itself without a Pastor/Head of Staff, Session may, but is not required to call a transitional pastor to fill the position until such time as a new Pastor/Head of Staff is installed.

(e) Voting for a Pastor/Associate Pastor When a PNC, APNC, has determined a candidate, the Session shall call a meeting of the covenant partners to vote on such candidate. A quorum for this meeting will be twenty (20) percent of the covenant partners and unless otherwise directed, the candidate will be considered elected by a two thirds (2/3)) majority.

(f) Installation Installation of a pastor is required by the Presbytery, and shall be deemed to have occurred when an individual is appointed to a pastoral office in the Church by a formal vote of the Presbytery, unless the Presbytery action provides otherwise. Such formal vote differs from any worship service celebrating installation.

Section 3.4 Terms of Call. Establishing and approving the terms of Call of all Pastors, and changing those terms shall be the business of the covenant partners at a Congregational Meeting.

Section 3.5 Dissolution of Pastoral Relationships. A pastoral relationship may be dissolved by a voluntary action as when the pastor retires, accepts a call to another congregation, wishes to leave the ministry, or involuntary action as when the Board of Directors feels that for the peace and harmony of the church the relationship should be dissolved. Prior to an involuntary action, the Board of Directors will engage the Presbytery in a discussion of the matter.

(a) Voluntary Dissolution If the dissolution is voluntary Session will initiate a search for a replacement pastor as specified in Section 3.3 of these bylaws. Session will propose the terms of the dissolution for approval by the covenant partners.

(b) Involuntary Dissolution If the dissolution is involuntary, the active Elders will elect two (2) of their members who will, along with the elected clerk of Session, meet with representatives of the Presbytery to draft recommended terms of dissolution. The Session shall approve the terms of dissolution. The Session will then call a congregational meeting to approve the terms of dissolution. The quorum and majority requirements in 3.3(e) shall apply. If approved, the terms of dissolution will be forwarded to Presbytery for confirmation. If the terms of dissolution are confirmed by Presbytery, Session will initiate a search for a replacement pastor as specified in Section 3.3 of these bylaws.

Section 3.6 Removal of Elders or Deacons. An Elder or Deacon may be removed by:

(a) Removal by Session The Session may remove any Elder or Deacon in at any time by a three quarter (3/4) majority vote of the elders in active service. During the removal process, Session may restrict any Elder or Deacon from active participation in the affairs of the Church (other than Session meetings) pending resolution of the removal action.

(b) Removal by Congregation The Congregation may remove an Elder(s) or Deacon(s) at any time by causing a Congregational meeting to be called (Section 2.2). At that meeting and for this purpose, a quorum twenty (20) percent of the covenant partners is required and a two-thirds (2/3) majority vote approving removal is required to remove an Elder(s) or Deacon(s).

(c) Resignation For good cause, an Elder or Deacon may resign from office with the consent of the Session. Vacancies shall be filled as soon as practicable and in the same manner as the original elections.

ARTICLE IV

SESSION

Section 4.1 General Powers. The Session shall have authority over all the affairs and activities of this church, including administrative responsibility both ecclesiastical and corporate. The Session shall be composed of no fewer than nine (9) but no more than fifteen (15) Elders

who are covenant partners. These Elders are in ‘active’ service. An elder may be asked to preach and teach, and with proper instruction approved by the Session, administer the sacraments.

Section 4.2 Clerk. The Session shall elect a Clerk from within or without its own membership. The Clerk shall keep the minutes of all Session and Congregational Meetings and shall publish all Action Items, unless taken in Executive Session, voted on by Session. Such publication may take place on the Church website.

Section 4.3 Ministry Teams. Elders will be elected at a special congregational meeting to serve as the chair of a designated Ministry Team or as an ‘at large’ member. Covenant partners and/or participants may be added to any of its Ministry Teams as needed. Membership on a Ministry Team will be reported to Session. Session may delegate tasks to any Ministry Team, however the responsibility for decision making resides with the Session.

Section 4.4 Meetings. Session shall meet monthly. Special Session meetings may be called by the Moderator upon notice to all members, upon the request of any two (2) members, or upon the direction of the Presbytery. When a meeting is requested by two (2) members or the Presbytery, it shall take place within seven (7) days of such a request or direction. The call for a special meeting will include the time and place of that meeting. A quorum for the transaction of business shall be a majority of the Elders in active service. All meetings of the Session shall be open unless the Session is in Executive Session.

Section 4.5 Presiding over Meetings. The pastor/head of staff shall ordinarily moderate all meetings of the Session. If it is impractical, or if considering actions pertaining to the pastor/head of staff, the pastor may ask another pastor or elder to preside with the Session’s approval.

Section 4.6 Notice of Meetings. The agenda with any required attachments will be provided Session members prior to the regular meeting. Notice of a special meeting will be given to Session members at least two (2) days prior to the meeting. Members of Session will establish the method by which they wish to receive notices at the beginning of their term of office.

Section 4.7 Administrative Policies, Procedures and Practices Manual. (AP3) The Session shall develop and maintain an Administrative Policies, Procedures and Practices Manual that covers the working operations of the Session and its Ministry Teams and Deacons. It may be revised from time to time by a two-thirds (2/3) majority vote of the Session.

- (a) This manual and the By-Laws shall be reviewed and part of elder and deacon training at a seminar each year. In addition, prior to election, each candidate shall attend a seminar on these documents.

252 **ARTICLE V**

253 **BUDGET AND FINANCE**

254 **Section 5.1 Budget.** Securing of revenues to support the budget is a responsibility of the
255 Session. The Session shall be responsible for collection, holding, dispersing and accounting of
256 all church funds. Session shall prepare a budget every year.. Once approved by Session, it must
257 be presented at the annual Congregational meeting to the Covenant Partners and Participants for
258 their information and review

259 **Section 5.2 Property.²** The church holds the deed to the property noted in Section 1.3. The
260 church may sell, mortgage or otherwise encumber any of its real property, or may acquire other
261 real property subject to any encumbrance or condition. As an exception to the voting
262 requirements as set forth in Section 2.2(b) of these bylaws, the following is required for this
263 section:

264 (a) Mortgage or Purchase Real Property To mortgage real property or to purchase
265 additional real property, the quorum shall be twenty (20) percent of the covenant partners
266 and a two thirds (2/3) majority vote for approval.

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268 (b) Sell or Allow to Become Encumbered Real Property To sell or otherwise
269 encumber the real property, the quorum shall be twenty (20) percent of the covenant
270 partners and a two thirds (2/3) majority vote for approval.

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272 (c) Amendments to Section 5.2 To amend any element of Section 5.2 the
273 quorum and vote shall be the same as is required for the section under consideration for
274 amendment.

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276 (d) Pastor's Housing For the purpose of clarity "shared equity" in Pastor's
277 Housing is not included in this section. While not part of the 'terms of call', changes in the
278 shared equity policy shall be approved by the Board of Directors by a three-quarters (3/4)
279 majority vote.

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281 (e) Property Use The property noted in these By-Laws is to be used for Christian
282 worship and other Christian centered activities that are consistent with the Essential Tenets
283 noted in Section 1.2. Under no circumstances are any activities to be construed as a public
284 accommodation. Those using the facilities shall comply with the guidelines set forth in the
285 AP3 Manual.

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287 The Board of Directors shall act under section 5.2(a),(b),(c) only after the approval of the
288 congregation granted in a duly constituted Congregational meeting.

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ARTICLE VI

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FIDUCIARY MATTERS

291 **Section 6.1** Indemnification of Elders, Officers, Employees, and Other Agents. To the fullest
292 extent permitted by law, the Corporation must indemnify members of the Session and the Board,
293 officers, employees, and other persons described in California Corporations Code ("CCC")
294 section 9246(a), including persons formerly occupying any such positions, against all expenses,
295 judgments, fines, settlements, and other amounts actually and reasonably incurred by them in
296 connection with any "proceeding," as that term is used in CCC section 9246(a), including an
297 action by or in the right of the Corporation, by reason of the fact that the person is or was a
298 person described in that section. The term "expenses," as used in this Section 10.01, have the
299 same meaning as in CCC section 9246(a). Upon written request to the Board by any person
300 seeking indemnification under CCC section 9246(b) or section 9246(c), the Board must promptly
301 decide under CCC section 9246(e) whether the applicable standard of conduct set forth in CCC
302 section 9246(b) or section 9246(c) has been met and, if so, the Board must authorize
303 indemnification. To the fullest extent permitted by law and except as otherwise determined by
304 the Board in a specific instance, expenses incurred by a person seeking indemnification in
305 defending any proceeding covered by these Bylaws must be advanced by the Corporation before
306 final disposition of the proceeding. The Corporation must first receive an agreement by or on
307 behalf of that person that the advance will be repaid unless it is ultimately found that the person
308 is entitled to indemnification for those expenses.

309 **Section 6.2** **Loans to Elders in Active Service and Officers Prohibited.** No loans shall be
310 made by the corporation to any of its Elder in Active Service or corporate officers. Any Session
311 member or corporate officer who assents to or participates in the making of any such loan shall
312 be liable to the corporation for the amount of such loan until the repayment thereof.

313 **Section 6.3** **Shared Equity Agreements with Pastors.** Shared Equity Agreements with
314 Pastors for the express purpose of purchasing a primary residence shall be covered by a separate
315 agreement and shall be approved by the Session and the Congregation.

316 **Section 6.4** **Compensation.** Elders shall not receive compensation for their services as
317 Elders. However, elders may receive reasonable compensation for services rendered to, or for
318 the benefit of the corporation. Terms of service must be approved by Session. Such services must
319 fall within the normal professional or service expertise of the Elder.

320 **Section 6.5** **Financial Review.** Arrange for an independent financial review annually, and
321 shall publish the report to the congregation and to the presbytery.

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325 **ARTICLE VII**

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327 **BOARD OF TRUSTEES**

328 **Section 7.1 Members.** The Elders in active service shall constitute the voting membership
329 of the Board of Trustees, herein called the Board. The Board of Trustees and Board of Directors
330 are synonymous terms.
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332 **Section 7.2 Powers.** The Board shall meet to process formal corporate documents and to
333 perform duties required of it by law. The Board may meet to consider other actions as they deem
334 appropriate, not reserved by *Polity* to the Session. The Session normally will handle all matters
335 regarding this church not requiring formal corporate action. The corporate powers of this
336 Corporation shall be exercised by the Board. Subject to these bylaws, the Board shall have all
337 powers granted to a nonprofit Corporation by the laws of California.

338 **Section 7.3 Nonprofit Corporation.** A nonprofit corporation of a congregation so
339 formed, or the individual Board Members, shall have all powers of a nonprofit corporation under
340 applicable law, including the power to:

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- 342 1) Receive, hold, encumber, manage, and transfer property, real or personal,
343 provided that in buying, selling, and mortgaging real property, the trustees shall act
344 only after the approval of the congregation, granted at a duly constituted meeting.
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- 346 2) Accept and execute deeds of title to such property, and hold and defend title to
347 such property.
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- 349 3) Manage any permanent special funds for the mission of the congregation.

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351 **Section 7.4 Meetings.** Meetings of the Board may be held at the same time and place as
352 Session meetings. A quorum for the transaction of business shall be a majority of the Board
353 Members, and actions approved by a simple majority. Meetings may be held in executive session
354 if appropriate. The Board shall have, at a minimum, an annual meeting.

355 **Section 7.5 Delegation of Authority.** No officer, agent or employee shall have any power
356 or authority to bind this Corporation by any contract or agreement without the approval of the
357 Board. Unless otherwise prohibited, the Board may authorize any officer or officers to enter into
358 any contract and execute any instrument in the name of, and on behalf of, this Corporation.

359 **Section 7.6 Officers.** The officers of this Corporation shall be President Vice President,
360 Secretary (Clerk of Session), and Treasurer (CFO). The President, and Vice President shall be
361 Elders in active service and serve for the period of their active service. The Vice-President shall

be elected at the first meeting of the Board of Trustees. Unless otherwise restricted, there is no limit to the terms the secretary or treasurer of the corporation may serve. A vacancy in secretary or treasurer, caused by death, resignation, removal, or any other cause, shall be filled by the Board at any regular or special meeting of the Session. A vacancy in the office of President shall be filled by a vote of the covenant partners.

Section 7.7 Authority and Duties of Corporate Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Session or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President The President shall chair the meetings of the Board and, subject to the direction and supervision of the board: (i) have authority to execute legal instruments and documents on behalf of the corporation as directed by the board; and (ii) perform all other duties as from time to time may be assigned to such office by the board.

(b) Vice President The Vice President will assume the duties and responsibilities of the President in the absence of the President.

(c) Secretary The Secretary shall (i) keep the minutes of the proceedings of the board and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the board.

(d) Treasurer The Treasurer shall (i) be the chief financial officer (CFO) of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness, real property, and other personal property in accordance with the instructions of the board; (ii) upon request of the board, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the president or the board.

ARTICLE VIII

BOARD OF DEACONS

Section 8.1 General Organization. The Deacons shall consist of not less than six (6) members elected by the congregation at the fourth (4th) quarter Congregational Meeting. The Pastors shall be advisory members. The Board of Deacons shall elect a moderator and a secretary from among its members. Meetings shall be held regularly, or upon call of the moderator, or when directed by the Session. The records of the Board of Deacons will be submitted to the Session at least annually.

Section 8.2 Duties of Deacons. Deacons lead ministries that nurture fellowship and caregiving within and beyond the congregation. A deacon may be asked to preach and teach and/or administer the sacraments. Deacons will be elected at the annual congregational meeting. The Session shall oversee and direct the ministry of the deacons.

ARTICLE IX

AMENDMENTS

Section 9.1 Amendments. Amendments to these bylaws may be proposed by any covenant partner to Session and adopted at any called Congregational meeting as specified in Section 2.2 (a) of these bylaws. A written notice containing the proposed changes shall be given to the congregation when the call for the meeting is made and at least two (2) weeks before the meeting. A quorum for this meeting shall be twenty (20) percent of the covenant partners and shall require a two-thirds (2/3) majority approval by the covenant partners present unless a different quorum and voting threshold has been set (3.3(e), 4.75.2, 9.1).

ARTICLE X

DISSOLUTION OF CORPORATION

Section 10.1 Dissolution. In the event this corporation no longer is deemed to be a viable entity, at a specially called meeting and by majority vote of all covenant partners, Good Shepherd Presbyterian Church will cease to exist as a California religious corporation.

Section 10.2 Disposition of Real Property. Disposition of real property will be done in accordance with the specified guidance provided by the governing Presbytery using the process as specified in the AP3 Manual.

ARTICLE XI

IMPLEMENTATION

These By Laws were adopted by a vote of the Covenant Partners on xxx, xx 2015 under the ECO denominational affiliation. Upon adoption of these By-Laws, the implementation shall take place as soon as is practicable but no more than ninety (90) days from the date of adoption.

CERTIFICATE OF CLERK

I certify that I am the duly elected clerk of the Good Shepherd Presbyterian Church of Los Alamitos, a California religious corporation; and that these bylaws,

consisting of 13 pages including this certificate, are the bylaws of the Corporation as adopted by the Congregation on xxxx xx, 2015; and that these bylaws have not been amended or modified since that date.

Executed on xxxx xx, 2015, at Los Alamitos, California.

By: _____
Andy Biolchino, Clerk

Footnote #1 (Section 1.2)

For the purpose of clarity, the *ECO Essential Tenets* are incorporated in whole into this document. In particular, reference *ECO Essential Tenet III.E.7* adding the phrase “as biologically designated by birth” after the phrase “man and woman”.

Footnote #2 (Section 5.2)

If prior to June 7, 2019 Good Shepherd Presbyterian Church of Los Alamitos closes or ceases its affiliation with ECO: A Covenant Order of Evangelical Presbyterians and fails to maintain association with a reformed denomination as so approved by the Presbytery of Los Ranchos or the World Council of Reformed Churches as of that date, the Presbytery of Los Ranchos shall have the right to demand written proof of intent by Good Shepherd Presbyterian Church of Los Alamitos to join or maintain association with another reformed denomination as so approved as of the date of demand, and at the discretion of Good Shepherd Presbyterian Church of Los Alamitos.

In the event Good Shepherd Presbyterian Church of Los Alamitos is unable to provide such written proof of intent within 30 days of demand, the Presbytery of Los Ranchos may exercise a Power of Termination in conformance with the Civil Code Section 885.105 *et. seq.*, as follows:

- a. Presbytery of Los Ranchos shall return to Good Shepherd Presbyterian Church of Los Alamitos any and all payments made by Good Shepherd Presbyterian Church of Los Alamitos pursuant to its terms of dismissal from the Presbyterian Church (USA) as a condition precedent for further action under this section;
- b. Presbytery of Los Ranchos may effectuate the Power of Termination by giving notice to Good Shepherd Presbyterian Church of Los Alamitos, which notice shall be recorded and which shall immediately effectuate the reversion of fee title to the real property; and
- c. Presbytery of Los Ranchos may also bring action in the Superior Court of California, Orange County to enforce the terms of this power of termination and may, upon the bringing of that suit, and within the discretion of the court, be entitled to the following remedies:

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- i. Upon application, award of a preliminary injunction returning the status of Presbytery of Los Ranchos as a Trustee of title documents to the real property described herein; and
- ii. Summary judgment pursuant to Code of Civil Procedure, section 437(c); and
- iii. An award of attorneys' fees and costs to the prevailing party as applicable.

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If conditions of this addendum as stated in paragraph 1 above have been fulfilled, this addendum to the By-Laws of Good Shepherd Presbyterian Church of Los Alamitos will be removed without any further action required by the congregation.

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END

DRAFT