



POTTER VALLEY BIBLE CHURCH

BYLAWS

<u>C O N T E N T S</u>	<u>P A G E</u>
Article I: Location of Offices	2
Article II: Purpose	2
Article III: Doctrinal Statement	2
Article IV: Corporate Membership	2
Article V: Church Membership	3-6
Article VI: Elders	6-12
Article VII: The Pastor-Teacher	12-14
Article VIII: Deacons and Deaconesses	14-16
Article IX: Settlement of Disputes	16
Article X: Receipt, Investment, and Disbursement of Funds	16-17
Article XI: Other Provisions	17
Article XII: Political Activities	18
Article XIII: Dissolution	18



ARTICLE I: LOCATION OF OFFICES

The name of this Corporation is Potter Valley Bible Church. It is a California nonprofit religious Corporation with its principal offices in Potter Valley, California.

ARTICLE II: PURPOSE

Potter Valley Bible Church is organized exclusively for religious purposes. Our foundation, purpose and priorities of ministry are summarized as follows:

(a) Foundation: The foundation of this church is the Lord Jesus Christ (1 Corinthians 3:11), and its code of guidance in all its affairs is the Word of God.

(b) Purpose: The ultimate purpose of this church is to promote the glory of God (1 Corinthians 10:31; Ephesians 3:21; 1 Peter 4:11).

(c) Priorities: The priorities of this church flow from the vision of its purpose. In dependence upon His grace we endeavor to fulfill the following top priorities:

1. To worship God corporately according to the teaching of His revealed Word (John 4:24);
2. To nurture one another's walk with God through education in the Scriptures, fellowship and discipleship (1 Corinthians 14:26; Ephesians 4:12-16; 2 Peter 3:18); and
3. To spread the good news of God's saving grace in evangelism, missions, and loving deeds (Matthew 5:16, 28:18-20; 1 Peter 2:9, 3:15).

ARTICLE III: DOCTRINAL STATEMENT

The Doctrinal Statement of this Church is that which has been established by the Church, as approved by the Elders, concisely stating that which we hold to be biblical truth.

ARTICLE IV: CORPORATE MEMBERSHIP

Section 1. Corporate Members

The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board of Elders. All rights that would otherwise vest in the members shall vest in the Board of Elders.

Section 2. Members of the Fellowship

Nothing contained in Section 1 of this Article shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as members even though such persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the



election of officers or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE V – CHURCH MEMBERSHIP

Section 1. Purpose of the Fellowship

The congregation of Christian believers who have applied for membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in Article II of these Bylaws.

Section 2. Active Membership

Active membership in Potter Valley Bible Church shall be open to all persons who confess Christ as their Lord and Savior and who have been baptized.

Section 3. Voting Privileges

Membership in this church shall not vest in any member any proprietary rights in the Corporation, but shall only entitle the member to vote at a meeting of the members on those matters that the Board of Elders chooses to submit to the church membership for affirmation. In such cases, voting privileges are restricted to members who are in good standing, who are not under any disciplinary action, and who have passed their sixteenth (16) birthday. Membership shall not be assignable or transferable.

Section 4. Applications for Membership

All requests for membership shall be made to a Pastor, Elder, or Deacon. Upon making such a request, the person shall be given an application for membership, along with a copy of the Doctrinal Statement and a copy of the Bylaws. A Pastor or Elder shall meet with the applicant following receipt of the application. Each applicant shall assent to the Doctrinal Statement, subscribe to the Bylaws, and shall testify publicly before the Elders.

Section 5. Denial of Membership

Upon review of an application for membership and/or after meeting with a prospective member, the Elders may deny membership to an applicant for any substantive, spiritual reason; for example, when an applicant (1) does not confess Jesus Christ as Savior and Lord; (2) clearly and consistently lacks evidence of a godly lifestyle indicative of true conversion in the estimation of the Elders; (3) gives reasonable doubt as to their willingness and desire to abide by the church's Bylaws; (4) disagrees with one or more doctrines contained in the Doctrinal Statement which the Elders deem essential; (5) is a member of, or participant in, a fraternal or secret organization which is contrary to, or not open to, the evaluation of the Scriptures (freemasonry, new age groups, et al.); (6) is under the discipline of another local church. The decision of denial of membership made by the Elders shall be final, and there shall be no appeal to any court from that decision.



Section 6. Admission of Applicants

Applicants admitted to membership shall present themselves at a worship service designated by the Pastor-Teacher and Board of Elders, at which service such applicants shall publicly affirm their membership commitment and be publicly acknowledged as members.

Section 7. Responsibilities of Members

Members shall seek to exercise their spiritual gifts for the mutual benefit of all the church body and shall submit to the loving rule of the Elders. Every member shall endeavor to keep the unity of the Spirit in the bond of peace, and if at any time they find themselves opposed to the fundamental doctrines or policies of this church, they will not seek to disrupt its fellowship. (Romans 12:3-8; 1 Corinthians 12-14; Ephesians 4:1-3; Hebrews 13:17; 1 Peter 4:10-11)

Section 8. Church Discipline

(a) The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

(b) Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however:

1. It shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then
2. The warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval. If the erring individual still refuses to heed this warning, then
3. It shall be brought to the attention of the Elders. If the Elders determine after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19 that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then



4. He or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Elders, then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

(c) Notwithstanding the foregoing, the elders in the exercise of their discretion may proceed directly to the third stage of church discipline, (i.e. the informing of the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e. the dismissal from the fellowship and/or membership of the church) when one or more of the following have occurred:

1. Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole Church (1 Corinthians 5:1-5);
2. Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the elders, then chosen to disregard the direction and reproof of the elders (Romans 16:17); or
3. Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).

(d) The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraphs, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

(e) Separate and apart from the process of church discipline, but subject to the discretion and approval of the elders (or a duly constituted subcommittee thereof), a member, non-member regular attender, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

(f) Separate and apart from the process of church discipline, but subject to the discretion and approval of the elders (or a duly constituted subcommittee thereof), the names of any members who have not attended a worship service, Sunday School class session or weekly Bible Study of Potter Valley Bible Church for a period of six months or longer may be removed from the membership rolls.

Section 9. Regular Meetings

A regular annual meeting of the church members shall be held at the principal office of the church (as the same shall be from time to time designated in the minutes of the Elders) in January of each year. At such regular annual meeting, the members shall consider reports of



the affairs of the Church, and transact such other business as the Elders determine shall be brought before the meeting.

Section 10. Special Meetings

Special meetings of the members may be called at any time by the Pastor-Teacher, the Chairman of the Board of Elders, or by a majority of the members of the Board of Elders. The Elders shall determine the agenda and chairman of any special meeting.

Section 11. Notice of Meetings

Notice of regular meetings shall be given from the pulpit by the Pastor for two successive Sundays prior to the date of the meeting. In addition, notice shall be published in the regular church bulletin for two successive Sundays prior to such meeting. Notice of special meetings shall be given from the pulpit at least seven (7) days prior to the meeting and shall also be published in the regular church bulletin on the Sunday immediately preceding the meeting.

Section 12. Quorum

At all meetings of the members, whether regular, special or adjourned, the members present shall constitute a quorum for the transaction of business.

Section 13. Voting Rights

Those admitted to church membership do not constitute a legislative body, nor do they constitute members of the Corporation, and they cannot vote, pass resolutions binding upon the Corporation, nor shall they have any equity in the real property of the Corporation, or rights to vote on its disposal.

ARTICLE VI: ELDERS

We acknowledge no ecclesiastical authority other than our Lord Jesus Christ, who is Head of the Church, the Chief Shepherd, and who directs the affairs of each local church through Elders chosen and ordained according to the precepts of Holy Scripture (Acts 20:17-32; Ephesians 4:11-16; 1 Timothy 3:1-7, 5:17; Titus 1:5-9; Hebrews 13:17; 1 Peter 5:1-4). This being true, the Elders themselves are under-shepherds who stand under the authority of the Scriptures and are accountable to God and one another.

Section 1. Definitions

We understand the New Testament terms pastor-elder-bishop-overseer as referring to one and the same office (Acts 20:17,28; 1 Peter 5:1-3).

Section 2. Equality of Elders

Scripturally all elders, by calling, desire, responsibility, and accountability before the Lord of the Church, are to be recognized and respected equally as pastors-elders-overseers.



Section 3. Qualifications

Each member of the Board of Elders must be an active member of this church for at least one year and possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9. He shall be:

- (a) He shall be a man (1 Timothy 2:12, 3:1)
- (b) Blameless as a steward of God; above reproach (1 Timothy 3:2; Titus 1:6-7)
- (c) Husband of one wife; a one-woman man (1 Timothy 3:2; Titus 1:6)
- (d) Temperate, sober, vigilant (1 Timothy 3:2)
- (e) Sober-minded, prudent (1 Timothy 3:2; Titus 1:8)
- (f) Of good behavior; orderly, respectable (1 Timothy 3:2)
- (g) Given to hospitality (1 Timothy 3:2, Titus 1:8)
- (h) Able to teach; he can exhort believers and refute false teaching (1 Timothy 3:2, Titus 1:9)
- (i) Not given to wine (1 Timothy 3:3; Titus 1:7)
- (j) Not violent; not pugnacious (1 Timothy 3:3, Titus 1:7)
- (k) Patient, moderate, forbearing, gentle (1 Timothy 3:3)
- (l) Not a brawler; uncontentious; not soon angry or quick-tempered (1 Timothy 3:3, Titus 1:7)
- (m) Not covetous; not a lover of money; not fond of sordid gain (1 Timothy 3:3, Titus 1:7)
- (n) Rules well his own house; keeping his children under control with all dignity; his children are faithful, not accused of dissipation or rebellion (1 Timothy 3:4, Titus 1:6)
- (o) Not a novice; not a new convert (1 Timothy 3:6)
- (p) Has a good report or reputation with outsiders (1 Timothy 3:7)
- (q) Not self-willed (Titus 1:7)
- (r) A lover of good men and things (Titus 1:8)
- (s) Just, fair (Titus 1:8)
- (t) Holy, devout (Titus 1:8)
- (u) Self-controlled (Titus 1:8)

An elder's life must provide an example to be followed (1 Timothy 4:12, 1 Peter 5:3, Hebrews 13:7) because he is following the example of Jesus Christ (1 Corinthians 11:1). All elders must be in full agreement with the Doctrinal Statement of Potter Valley Bible Church.

Section 4. Appointment and Termination

Elders will be added to the Elder Board through a unanimous decision of the Elder Board either from among those "desiring the office" and presenting themselves in expression of that desire (1 Timothy 3:1), or from those groomed and trained by the Elders in an ongoing ministry to raise up godly leaders (Acts 14:23; 1 Timothy 2:2; Titus 1:5). The Elders shall determine that all candidates for the office shall meet the Scriptural qualifications as outlined in Article VI, Section 3.

To assist them in this process, the Elders will present the candidates to the church for their consideration. The entire Body will be given one month to express concerns or reservations to the Elders, personally and in the form of a qualifications questionnaire that will be made available to all member families.



After the Elders have acted upon the input of the congregation and if the Elders are in unanimous agreement that the individual has indeed been qualified by the grace of God for leadership within the church, the Elders will affirm what God has already done in the man's life

by setting him apart as an elder at any regular meeting, and he will be recognized by the church from that time forward as a member of the Elders. Elders shall serve an indefinite term. Periodically, at least annually, the elders shall evaluate themselves and one another with regards to the question of continued service in the office of Elder.

Any elder may be removed from office at any regular or special meeting of the Elders if he is found to be physically or mentally incapacitated or spiritually unqualified (according to pertinent Scripture, including 1 Timothy 3:1-7 and Titus 1:5-9), after thorough corroborating investigation by the Elders, in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18. No accusation against an elder will be acted on unless there are two or three witnesses (1 Timothy 5:19), and these witnesses must have firsthand knowledge of the charge or charges being brought. Hearsay evidence is not acceptable. Such accusations need to be explicitly stated in writing. When an elder is removed because of sin that is deemed sufficient to disqualify him from shepherding, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the church and the congregation thereof at a regularly scheduled worship service as prescribed in 1 Timothy 5:20. , an elder's office may also be terminated for failure to continue to display the qualifications required in 1 Timothy 3:1-7 and Titus 1:6-9. When an elder ceases to meet those qualifications, he shall be asked by the Elders to step aside for a time so that he may get his life in order in that area. Such a request from the other elders shall be made only when they are in unanimous agreement (see Article VI, Section 8-b). an Elder may resign if he feels that is God's will; or if the opportunities and/or obligations of his life or work render his continuing service impracticable; or if he is no longer in agreement with the purposes or doctrines of the church.

Secondly, an elder's office may also be terminated for failure to continue to display the qualifications required in 1 Timothy 3:1-7 and Titus 1:6-9. When an elder ceases to meet those qualifications, he shall be asked by the Elders to step aside for a time so that he may get his life in order in that area. Such a request from the other elders shall be made only when they are in unanimous agreement (see Article VI, Section 8-b).

Thirdly, an Elder may resign if he feels that is God's will; or if the opportunities and/or obligations of his life or work render his continuing service impracticable; or if he is no longer in agreement with the purposes or doctrines of the church.

Section 5. Overall Elder Priorities and Duties

The Elders shall meet regularly (at least once monthly) for the purpose of administrating the business and spiritual welfare of the church. They shall choose their own Chairman to preside over the meetings and their own Secretary to keep and maintain minutes of all meetings;



different elders may occupy these offices from time to time. The Elders, for all legal purposes, shall function as the Trustees of the Corporation.

Besides possessing the essential qualifications outlined in Section 3, Elders are to function in accordance with the biblical principles detailed in Acts 20:17-38, Ephesians 4:11-16, Titus 1:9, and 1 Peter 5:1-7. These duties include:

(a) To be devoted to prayer and the study of God's Word (Acts 6:4) and sustain a caring ministry for the flock, which involves:

1. Serving as partners together for the church's spiritual growth;
2. Praying for the sick and visiting the congregation;
3. Providing sound biblical counseling; and
4. Overseeing the process of church discipline (Matthew 18:15-17).

(b) To teach and exhort as well as refute those who contradict the truth (Titus 1:9), which involves:

1. Insuring that all instructors, Bible study leaders and youth leaders are properly qualified;
2. Insuring that any and all curriculum utilized reflects the biblical convictions of this church;
3. Arranging for pulpit supply whenever necessary;
4. Arranging for preaching at special occasions such as Bible conferences, retreats etc.;
5. Perpetuating the eldership by providing instruction, mentoring and nurture for those men who have a desire to learn biblical ministry;
6. Defining and articulating the doctrine of the church and preserving its purity; and
7. Equipping the membership of the church for the work of service (Ephesians 4:11-12).

(c) To lead by Christ-like example, which involves:

1. Consistently modeling spiritual character, attitudes, values, and behavior among the flock of God (1 Timothy 4:12);
2. Providing and inviting the opportunity for frequent and ongoing contact with members of the congregation; and
3. Conducting affairs of the church in an atmosphere of openness and mutual sensitivity, focusing as much on nurturing one another as on making decisions.

(d) To oversee the affairs of the church, which involves:

1. Being responsible for the employment, terms of employment, direction, and termination of employed pastoral staff, deacons, and any other staff and employees of Potter Valley Bible Church;
2. Publicly installing any and all Pastor-Teachers;
3. Approving and overseeing all subordinate organizations or committees of the church;
4. Maintaining the legal status of the church;



5. Being responsible for the disbursement of funds necessary to meet the current expenses of the church;
6. Conducting the Annual and special business meetings of the church;
7. Submitting the approved budget to the congregation at the Annual Business Meeting of the church;
8. Approving nominations for the Council of Elders and Deacons/Deaconesses as set forth in these Bylaws;
9. Communicating to the congregation on a regular basis concerning the activities and concerns of the Elders;
10. Examining prospective members and acquainting them with the Doctrinal Statement, and Bylaws; and
11. Overseeing the work of the Deacons/Deaconesses.

(e) To perform other constitutional, scriptural, and general duties of oversight.

In all of the above, Elders should increasingly seek to reflect the heart and concerns of the SHEPHERD (1 Peter 2:25), "the Great One" (Hebrews 13:20), i.e., the Chief One (1 Peter 5:4); of the OVERSEER (1 Peter 2:25); of the Master TEACHER (John 3:2, 13-14). Christ Himself must be their ultimate Model for all ministry (Matthew 20:25-28; Luke 22:24-27; John 10:1-18, 13:12-17). Consequently, they must always guard themselves first; then they must humbly and faithfully protect and provide for the flock as detailed above (1 Timothy 4:14-16).

Section 6. Powers

Subject to the limitations of this constitution, all the activities and affairs of Potter Valley Bible Church shall be exercised by or under the direction of the Elders, who are responsible for the shepherding and spiritual oversight of the church membership (Acts 20:28, Hebrews 13:17, 1 Peter 5:1-3). Also, it is hereby expressly declared that the Elders shall have the following powers in addition to the other powers enumerated in these Bylaws.

- (a) To appoint and remove all the officers, agents, pastor-teachers, deacons, staff and employees of Potter Valley Bible Church; prescribe such duties for them as are consistent with law and this constitution; and fix the terms of their offices and their compensation;
- (b) To make such disbursements from the funds and properties of Potter Valley Bible Church as are required to fulfill the purposes of this church and generally to conduct, manage and control the activities and affairs of the Church and to make such rules and regulations consistent with law and this constitution, as they may deem best;
- (c) To adopt, make and use the Corporate seal and to alter the form of such seal from time to time as they may deem best;
- (d) To establish policies, positions and practices for Potter Valley Bible Church consistent with the purposes of the Church;
- (e) To borrow money and incur indebtedness for the purposes of Potter Valley Bible Church and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities;



- (f) To carry on a business consistent with the principles and purposes in these Bylaws and the Articles of Incorporation and to apply any such profit that results from the business activity as seems fit to the Elders;
- (g) To assist pastor-teachers in the administration of the ordinances of baptism and communion; and
- (h) To modify or amend the Doctrinal Statement. Any doctrinal change would be possible only by the unanimous vote of the Elders (Article VI, Section 8-b) and major changes would be shared with the congregation.

Section 7. Accountability of Elders

Elder accountability is first and foremost unto God (1 Peter 5:1-5). It is mandatory, however, that the Elders must also be accountable to one another at all times and must also be supportive of the decisions of the Elders as explained below.

Section 8. Decision Making

(a) Definition of a Quorum

Except as otherwise provided herein, a majority of the Elders actively serving (i.e., not on a temporary leave) shall constitute a quorum. Whenever the matter to be considered concerns calling or dismissing a pastor-teacher, or buying, selling, mortgaging, or otherwise encumbering the real estate of the Church, a quorum shall consist of all the active members of the Elders. Under no circumstance is any elder allowed to pressure other elders or vote upon any issue involving him in a conflict of interest.

(b) The Principle of Unanimity

Decisions shall be reached after prayerful consideration by the unanimous vote of the required quorum of the Elders (see above). Whenever there is disagreement on a given issue, the decision will be held in abeyance for up to a period of two to three weeks so that the work of the Lord is not unduly delayed. Of course, a decision may have to be delayed somewhat longer in extenuating circumstances. The elders in the minority position will be given an opportunity to defend their minority view from Scripture during this period of abeyance, and after a season of prayer, all will yield to the majority position of the Elders in the spirit of Philippians 2:3. Each elder shall humbly regard one another before himself, thereby preserving the spirit of unanimity that the Elders must maintain to the congregation and the public in general. The net result after all discussions are terminated and binding decisions have been made, is that the Board must have a spirit of unanimity as to the direction the church should take. Any violation of this spirit of unanimity on the part of any elder will be considered a serious breach of elder qualifications. If it should occur more than once, without genuine repentance, this elder will be considered for removal from the Elders in accordance with Article VI, Section 4 (Titus 3:10).



Section 9. Meetings

(a) Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Elders of the Corporation may be held at any place within or without the State of California.

(b) Regular Meetings

Regular meetings of the Board shall be held without call or notice on the second Tuesday of each month, unless otherwise modified by the Board. Regular meetings shall be open to church members.

(c) Special Meetings

Special meetings of the Board of Elders may be called at any time by order of the Chairman, Pastor-teacher or by a majority of the elders actively serving.

(d) Notice of Special Meetings

Special meetings of the Board shall be held upon four days notice by first-class mail or a forty-eight-hour notice given personally or by telephone or other similar means of communication. Any such notice shall be addressed or delivered to each Elder or at such Elder's address.

(e) Adjournment

A majority of the Elders present, whether or not a quorum is present, may adjourn any Elders' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Elders if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

(f) Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be documented by attaching the signed resolution with the minutes of proceedings of the Board.

(g) Rights of Inspection

In accordance with the provisions of Section 9513 of the California Nonprofit Religious Corporation Law, every 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 of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

ARTICLE VII: THE PASTOR-TEACHER

Section 1. Identification

Among the Elders who must all be "able to teach" (1 Timothy 3:2), there will be those who, because of their giftedness, "labor hard at preaching and teaching" (1 Timothy 5:17). One or more of these men may, in response to God's call, devote his vocational life to the ministry of



the Word and prayer in the service of the Church of Jesus Christ. A vocational elder may be a "ruling" elder (an elder vocationally devoted to church oversight in general) or a "preaching and teaching" elder (an elder vocationally devoted to shepherding the flock primarily by teaching and preaching) (1 Timothy 5:17). Those devoted to the task of shepherding the flock

by preaching and teaching are referred to as "Pastor-Teacher" in Ephesians 4:11. According to the Apostle Paul, all elders are entitled to honor but those who rule well or work hard at preaching and teaching are worthy of "double honor." It is not inconsistent with the principle of shared equal leadership to have one or more men who have broader influence and vision. Equality of office does not equate to equality of giftedness. The Pastor-Teacher, by virtue of his gifts and responsibilities, is a leader among leaders though his authority does not extend beyond his single vote among the Elders. Potter Valley Bible Church will endeavor to have at least one vocational Pastor-Teacher on staff to feed the flock of God.

Section 2. Qualifications

A Pastor-Teacher must be called of God (Acts 20:28; Ephesians 4:11) and equipped by Him for the office by the manifest bestowal of the appropriate spiritual gifts (Romans 12:6-7; Ephesians 4:11; 1 Timothy 3:2, 4:14; 1 Peter 4:11). Further, this man (1 Timothy 2:12) must meet the biblical qualifications specified in 1 Timothy 3:1-7, 2 Timothy 2:24-25, Titus 1:6-9; and 1 Peter 5:1-4. A Pastor-Teacher must also be in full agreement with the Doctrinal Statement of Potter Valley Bible Church.

Section 3. Call

When the pastorate is vacant, the Elders shall assume all responsibility for pulpit supply and shall initiate proceedings for establishing a new Pastor-Teacher (cf. Titus 1:5).

A Pastor-Teacher shall be selected by a unanimous decision of the Elders. The Elders shall determine that any candidate for the office meets the Scriptural qualifications as outlined in Article VIII, Section 2. To assist them in this process, the Elders will present the candidate to the church for their consideration. The entire Body will be given one month to express concerns or reservations to the Elders, personally and in the form of a "qualifications questionnaire" that will be made available to all member families.

After the Elders have acted upon the input of the congregation and if the Elders are in unanimous agreement that the man has indeed been qualified by the grace of God for leadership within the church as the Pastor-Teacher, the Elders will affirm what God has already done in the man's life by setting him apart as the Pastor-Teacher at any regular meeting, and he will be recognized by the Church from that time forward as the Pastor-Teacher.

Section 4. Responsibilities

The Pastor-Teacher shall be an ex officio member of all councils and committees, and he shall be responsible to the Board of Elders. The Pastor-Teacher shall arrange for and conduct all public and regular services of the church and shall be responsible for general oversight of the



spiritual welfare of the church. In the absence of the Pastor-Teacher, the Board of Elders shall be responsible to arrange for the public and regular services of the church.

Section 5. Termination

The position of Pastor-Teacher shall be open-ended, with no stipulated time limit. Any accusation against the Pastor-Teacher shall be governed by the principles laid out in Article VI,

Section 4, concerning the Elders. His tenure can be terminated in one of two ways: (1) by resignation or (2) by removal.

(a) In the case of resignation, he must give 30 days written notice to the Elders, but this period may be lessened by mutual agreement. After submitting his written resignation to the Elders, the pastor shall make a public announcement to the congregation at the next Sunday morning service. His resignation shall then be considered official and final. The Elders shall be responsible to formulate and formalize a settlement or severance agreement, which shall include all remuneration, back pay, vacation time, expenses, etc. If the pastor owes the church any money because of loans or salary advances, etc., he will be required to reimburse the church and any such debt will be factored into the severance agreement. Also, the time frame and rate of payoff of the severance agreement will be determined realistically by the Elders in light of the present and future obligations of the church.

(b) In the case of removal through the disciplinary action by the Elders (Article VI, Section 4) the pastor's termination will be immediate, and the Elders shall make a public announcement to the congregation at the next regularly scheduled meeting. While he shall not be eligible for the normal considerations of a severance agreement, the pastor may be given up to but not exceeding one month's salary as settlement at the discretion of the Elders. However, all remuneration due him such as salary, vacation pay, expenses, etc., will be paid immediately. If he owes the church any money because of loans, advances on salary, etc., he will be required to reimburse the church immediately. Any other modifying arrangements will be made upon mutual agreement of the Elders.

ARTICLE VIII: DEACONS AND DEACONESSES

In order to allow the Elders to serve more consistently and faithfully in their primary areas of responsibility, deacons and deaconesses will minister to the Flock in a variety of important ways (Acts 6:1-6). These assistants in service shall consist of members possessing the qualifications described in 1 Timothy 3:8-13. The Deacons and Deaconesses shall help the Elders in the shepherding of the saints, assist at communion and baptismal services, aid in the general spiritual care of the church, and perform other duties as assigned by the Elders.

Section 1. Deacons

A deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding to the mystery of the faith with a clear conscience, first tested and



found beyond reproach. Deacons shall be servants to the church, desiring the responsibilities of the office in order to assist the Elders in the ministry of service to the Body (1 Timothy 3:8-13).

Section 2. Deaconesses

A deaconess shall be dignified, not a malicious gossip, temperate, and faithful in all things. Deaconesses shall be servants of the church, assisting in the care of the sick and needy, giving

special attention to those situations where the ministry of women is especially appropriate (1 Timothy 3:11).

Section 3. Selection

Any male or female member of Potter Valley Bible Church who is respected by the Flock and thought to be biblically qualified as a deacon or deaconess may be nominated by any church member via a letter to the Elders, or the Elders themselves may consider a candidate. The Elders, after inquiring about the desire of an individual to serve and after spending time with the person to confirm his or her qualifications, will submit the person's name to the congregation. The entire Body will be given one month to express concerns or reservations to the Elders, personally and in the form of a "qualifications questionnaire" that will be made available to all member families. Being convinced of the candidate's desire and qualification, the Elders may appoint him or her as deacon or deaconess.

Section 4. Term of Office

A deacon or deaconess shall serve for an indefinite period of time, subject to that person's continuing desire to do so, his or her maintenance of the qualifications for office, and the capacity to carry out his or her responsibilities. Periodically, or at least annually, the deacons and deaconesses shall evaluate themselves, as well as be evaluated by the Elders, with regards to the question of continued service in office. Any decision by the Elders to remove a deacon or deaconess shall be immediate and final. Furthermore, any deacon or deaconess may resign upon giving a 30-day written notice to any member of the Elders.

Section 5. Responsibilities

The Deacons and Deaconesses shall advise and be ready to assist the Elders in any service that shall support and promote the ministry of the Word and the care for the members of the congregation. They are directly accountable to the Elders and their responsibilities may include but are not limited to:

- (a) Assisting in administering a benevolent fund to assist the poor and needy and otherwise providing aid in times of crisis or distress.
- (b) The greeting and welcoming ministries of the church.
- (c) Assisting in administering the ordinances of the Gospel.
- (d) Assisting at fellowship gatherings of the church.
- (e) Caring for and maintaining the church properties.



(f) Assisting in administering the business affairs of the church that pertain to its material assets.

Section 6. Organization

The Deacons and Deaconesses shall organize themselves however the Elders determine to be best in achieving the mission of the church. The Elders or the Deacons may designate any specific deacon/deaconess or group of deacons/deaconesses to specialize in some particular deaconal function. Meetings of the Deacons/Deaconesses, or subcommittees thereof, shall be held as needed to best fulfill their responsibilities. However, no single Deacon

Board consisting of both men and women shall exist or convene in which women take a leading role over men (1 Timothy 2:12).

ARTICLE IX: SETTLEMENT OF DISPUTES

In any dispute arising between church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Board of Elders of the church. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1-3, Philippians 2:3-4).

ARTICLE X: RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 1. Giving

The chief means of financing the work of God in this church will be through the stewardship of God's people in giving (2 Corinthians 9:7-8; 1 Peter 4:10). Giving is based upon God's unspeakable gift (2 Corinthians 9:15); is to be done from a willing mind (2 Corinthians 8:11-12), not grudgingly or of necessity (2 Corinthians 9:7); is according to the principle of sowing and reaping (2 Corinthians 9:69; Galatians 6:6); and the measure of the gift is to be according to a person's ability (2 Corinthians 8:12).

Section 2. Missionary Support

Financial support will be limited to those persons, programs, ministries or mission agencies that are substantially in agreement with our doctrinal statement, positions and policies, as well as our strong views concerning the authority of and accountability of all missionaries and their support ministries to the local church. The church preference will be to directly support primarily those from our own church membership who are sent out from among us in fulfillment of the Great Commission of Christ.

All financial support of any ministry or missionary supported by Potter Valley Bible Church needs the unanimous approval of the Elders. The Elders must continually evaluate the scriptural integrity of all supported ministries or missionaries and take appropriate actions.



Section 3. Receipt of Funds

The Church shall receive all monies or other properties transferred to it for the purposes for which the Church was formed (as shown in Article II). However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Church.

Section 4. Purpose of Funds

The Church shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Church. In addition, this Church recognizes its scriptural responsibility to provide for the material well-being of those who devote themselves to our spiritual well-being (Matthew 10:10; Luke 10:7; 1 Corinthians 9:3-14; Galatians 6:6-9; 1 Timothy 5:17-18).

ARTICLE XI: OTHER PROVISIONS

Section 1. Endorsement of Documents, Contracts

The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Elders, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, when signed jointly by the Chairman, and the Secretary and the Treasurer of this Corporation shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2. Instruments in Writing

All checks, drafts, demands for money and notes of the Corporation and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as the Board of Elders may from time to time by resolution designate.

Section 3. Amendments

These Bylaws may be amended and new and additional Bylaws may be made from time to time at any time by the Board of Elders in the exercise of the power granted to said Board of Elders in these Bylaws. The congregation will be duly notified of all amendments.

Section 4. Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal



with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE XII: POLITICAL ACTIVITIES

No substantial part of the activities of Potter Valley Bible Church shall be the carrying on of political propaganda or the influencing of legislation; and neither shall Potter Valley Bible Church participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Church shall fulfill its mandate to be "salt and light" to a lost world by addressing all political, social and moral issues scripturally through the primary agencies of preaching, teaching and making disciples (Matthew 5:13-16, 28:19-20; Titus 3:1-8).

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of the corporation, all of its debts shall first be fully satisfied. None of its assets or holdings shall be divided among the members or other individuals, but shall be irrevocably designated by the Elders prior to dissolution to such other nonprofit religious corporations which are in agreement with the letter and spirit of the Doctrinal Statement adopted by this church, with purposes similar to that identified in Article II of these Bylaws, and in conformity with the requirements of the United States Internal Revenue Service (IRS) Code.