

BY-LAWS
of
CONVERGE SOUTHWEST

Approved by Board of Trustees: September 17, 2019

Approved by Delegates: _____

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**BY-LAWS
of Converge Southwest**

ARTICLE ONE – NAME, ORGANIZATION, IDENTITY, AND AFFILIATION

1.1 Name.

1.1.1 Legal Name. The legal name of this organization shall be Converge Southwest (the “District”).

1.1.2 Assumed Name. The District shall be entitled to operate as Converge Southwest.

1.2 Organization.

1.2.1 Date of Organization. The District was organized sometime past and incorporated in the State of California on December 6, 1961, as Southwest Baptist Conference, currently Converge Southwest.

1.2.2 Basis of Organization. The District is currently incorporated as a California nonprofit corporation.

1.3 Identity. The District is a voluntary fellowship or association of Baptist churches. The District is a fellowship of churches whose theology is Biblically evangelical; whose character is multiethnic; whose spirit is positive and affirmative; whose purpose is to fulfill the Great Commission through evangelism, discipleship, and church planting; and whose people celebrate openness and freedom in the context of Christ’s Lordship. We do this by starting and strengthening churches together worldwide. We purpose to help people meet, know and follow Jesus.

1.4 Affiliation. The District is affiliated with Converge (formerly Converge Worldwide).

ARTICLE TWO – STATEMENT OF PURPOSE AND MISSION, VISION, AND VALUES

2.1 Purpose. The purpose of the District is to be a religious entity in accord with the California General Not-For-Profit Act and § 501(c)(3) of the United States of Internal Revenue Code of 1986 (the “Code”), or the corresponding provisions of any future California not-for-profit corporation law or United States Internal Revenue Law.

2.2 Mission, Vision, and Values.

2.2.1 Mission. The mission of the District is to glorify God through a catalytic movement of reproducing churches.

2.2.2 Vision. The vision of the District is to glorify God through Spirit led movements of churches that transform lives and impact communities by reproducing the life of Christ in disciples, leaders and congregations.

2.2.3 Values. The values of the District are the following:

2.2.3.1 Spiritually Dynamic. We glorify God in all we do, trusting in the authority of his Word, the sufficiency of his Son, the power of the Holy Spirit and his delight in prevailing prayer.

2.2.3.2 Missionally Driven. We multiply transformational churches, reproducing the life of Christ in disciples, leaders and congregations worldwide.

2.2.3.3 Relationally Devoted. We display Christ's love in our relationships and ministry partnerships, expressing his compassion, generosity and irenic spirit.

2.2.3.4 Culturally Diverse. We advance Christ's destiny for his church – a church that reflects the beauty and synergy of worshipers from all peoples and cultures.

ARTICLE THREE – AFFIRMATION OF FAITH

- 3.1 The Word of God.** We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct.
- 3.2 The Trinity.** We believe that there is one living and true God, eternally existing in three persons, that these are equal in every divine perfection and that they execute distinct but harmonious offices in the work of creation, providence and redemption.
- 3.3 God the Father.** We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.
- 3.4 Jesus Christ.** We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth.
- 3.5 The Holy Spirit.** We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide.

- 3.6 Regeneration.** We believe that all people are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.
- 3.7 The District.** We believe in the universal Church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local Church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work, and fellowship. We believe that God has laid upon the members of the local Church the primary task of giving the gospel of Jesus Christ to a lost world.
- 3.8 Christian Conduct.** We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be blameless before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and others the full stature of maturity in Christ.
- 3.9 The Ordinances.** We believe that the Lord Jesus Christ has committed two ordinances to the local Church: baptism and the Lord's Supper. We believe that Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.
- 3.10 Religious Liberty.** We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each Church is independent and must be free from interference by any ecclesiastical or political authority; that, therefore, church and state must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other.
- 3.11 Church Cooperation.** We believe that local Churches can best promote the cause of Jesus Christ by cooperating with one another in an association. Such an association, whether it is Converge or one of its district Districts, exists and functions by the will of the Churches. Cooperation in a District is voluntary and may be terminated at any time. Churches may likewise cooperate with interdenominational fellowships on a voluntary independent basis.
- 3.12 The Last Things.** We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His Kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous, and the endless suffering of the wicked.

ARTICLE FOUR – LIMITATIONS ON CORPORATE AUTHORITY

- 4.1 Distributions to Exempt Organizations.** The District, being organized exclusively for religious purposes, may make distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Code.
- 4.2 No Distributions to Private Persons.** No part of the net earnings of the District shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, Staff, or any other private person, except that the District shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two.

4.3 Prohibited Activities. Notwithstanding any other provisions of these By-Laws, the District shall not carry on any activities not permitted to be carried on by: (a) a corporate entity exempt from federal income tax under § 501(c)(3) of the Code; or (b) a corporate entity, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE FIVE – MEMBERS

5.1 Existence of Members. The District at all times shall have Members, and the duties and powers of the Members shall be as set forth in this Article 5. Each Member shall be a “Member” of the District, as such term is defined. Members shall be subject to these By-Laws.

5.2 Types of Members.

5.2.1 Member Churches. The District at all times shall have Member Churches.

5.2.2 Member Church Plants. The District at any time may have Member Church Plants.

5.3 Duties of Members. Members shall participate through prayer, regular financial support, and personal involvement in the mission and ministries of the District and Converge.

5.4 Powers of Members. The following powers shall belong exclusively to the Members. For purposes of this Article 5, an affirmative vote Majority is 50% and a Super Majority vote is 75%. Proxy and absentee voting is permitted if previously approved by the Board of Trustees.

5.4.1 Amendment of the By-Laws. The Members shall have the exclusive power to affirm an amendment of these By-Laws. Any action taken pursuant to this paragraph shall require a Super-Majority Vote.

5.4.2 Admission and Deletion of Member Churches. The Members shall have the exclusive power to affirm the admission or deletion of Member Churches. Any action taken pursuant to this paragraph shall require a Majority Vote.

5.4.3 Appointment and Removal of Members of the Board of Trustees. The Members shall have the exclusive power to affirm the appointment and removal of members of the Board of Trustees; *provided, however,* that in the event a member of the board of Trustees resigns or is removed as a member of the Board of Trustees prior to the end of the person’s term, then the Board of Trustees may appoint a person to fill the vacancy until the date of the next Biennial Meeting without having obtained the affirmation of the Members.

5.4.4 Dissolution. The Members shall have the exclusive power to dissolve the District. Any action taken pursuant to this paragraph shall require a 75% Vote.

5.4.5 Referral by Board of Trustees. The Members shall have the exclusive power to decide any matter that the members of the Board of Trustees, by affirmative vote, refer to the Members for decision. Any action taken pursuant to this paragraph shall require either a 50% Vote or a 75% Vote, as the members of the Board of Trustees, may set forth in the referral.

5.5 Eligibility Criteria.

5.5.1 Eligibility Criteria for Member Churches. To be eligible to be a Member Church, a church shall meet the following criteria:

5.5.1.1 Affirmation of Faith. The church shall subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws.

5.5.1.2 Baptism. The church shall practice only believer's baptism by immersion.

5.5.1.3 Doctrinal Agreement. The church shall affirm the District's mission and vision and value statements found in Article 2 of these By-Laws and also shall affirm the purpose and mission statements as found in the Baptist General District's By-Laws.

5.5.1.4 Government. The church shall have some form of congregational input or affirmation in reference to its governance such as Elders, Deacons or Overseers.

5.5.2 Eligibility Criteria for Member Church Plants. To be eligible to be a Member Church Plant, a church plant shall meet the following criteria:

5.5.2.1 Affirmation of Faith. The church plant shall be led by a church planter and directors who subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws.

5.5.2.2 Baptism. The church plant shall be led by a church planter and directors (leaders) who practice only Believer's baptism by immersion.

5.5.2.3 Doctrinal Agreement. The church plant shall be led by a church planter and directors who affirm the District's mission, vision and value statements found in Article 2 of these By-Laws and who also affirm the purpose and mission statements as found in the Baptist General District's by-laws.

5.5.2.4 Government. The church plant shall be led by a church planter who has been confirmed by the District Executive Minister, and which shall have entered into a mutually agreed upon formal relationship with the District in such form as from time-to-time may be prescribed by the Board of Trustees.

5.6 Admission and Deletion of Members.

5.6.1 Admission and Deletion of Member Churches.

5.6.1.1 Admission. If a church meets the eligibility requirements for being a Member Church as set forth in this Article 5 and submits a written application to the District on a form prescribed by the Board of Trustees asking to be admitted as a Member Church, and commits in writing to the responsibility of a member as prescribed in Article 5.3, then the church shall be admitted as a Member Church if: (a) the Board of Trustees, by affirmative vote following procedures that it may adopt, determines that the church meets the eligibility requirements to become a Member Church as set forth in this Article 5 and determines, in its discretion, to admit the church as a Member Church; and (b) informs the Members.

5.6.1.2 Deletion

5.6.1.2.1 Voluntary Deletion. If a Member Church submits to the District a written request that it be deleted as a Member Church, then the church shall cease to be a Member Church upon review and approval by the Board of Trustees. Such deletion shall not relieve the church of any contractual obligations, financial or otherwise, that the church may have to the District. The Board of Trustees will notify the Members.

5.6.1.2.2 Involuntary Deletion. If the District involuntarily deletes a church as a Member Church, then the church shall cease to be a Member Church. The District may delete a church as a Member Church if the Board of Trustees, by affirmative vote following procedures that it may adopt, determines that the church has ceased to meet the eligibility requirements for being a Member Church as set forth in this Article 5 and/or has ceased to fulfill the duties of a Member Church as set forth in this Article 5 and determines, in its discretion, to delete the church as a Member Church. Such deletion shall not relieve the church of any contractual obligations, financial or otherwise, that the church may have to the District. Any failure by the District to delete a Member Church under this Article 5.6.1.22 on any one or more occasions shall not be deemed a waiver by the District of its right to delete a Member Church under this Article 5.6.1.2.2 on any one or more subsequent occasions.

5.6.2 Admission and Deletion of Member Church Plants.

5.6.2.1 Admission. If a church plant meets the eligibility requirements for being a Member Church Plant as set forth in this Article 5, then the church plant shall be admitted as a Member Church Plant if the Board of Trustees, by affirmative vote following procedures that it may adopt, determines that the church plant meets the eligibility requirements to become a Member Church Plant as set forth in this Article 5 and determines, in its discretion, to admit the church plant as a Member Church Plant.

5.6.2.2 Deletion.

5.6.2.2.1 Voluntary Deletion. If a Member Church Plant submits to the District a written request that it be deleted as a Member Church Plant, then the church shall cease to be a Member Church Plant upon review and approval by the Board of Trustees. Such deletion shall not relieve the church plant of any contractual obligations, financial or otherwise, that the church plant may have to the District.

5.6.2.2.2 Involuntary Deletion. If the District involuntarily deletes a church plant as a Member Church Plant, then the church plant shall cease to be a Member Church Plant. The District may delete a church plant as a Member Church Plant if the Board of Trustees, by affirmative vote following procedures that it may adopt, determines that the church plant has ceased to meet the eligibility requirements for being a Member Church Plant as set forth in this Article 5 and/or has ceased to fulfill the duties of a Member Church Plant as set forth in this Article 5 or in the contract between the District and the Member Church Plant and determines, in its discretion, to delete the church plant as a Member Church Plant. Such deletion shall be effective upon the affirmative vote of the Board of Trustees; Trustees will then notify Members. Such deletion shall not relieve the church plant of any contractual obligations, financial or otherwise, that the church plant may have to the District. Any failure by the District to delete a Member Church Plant under this Article 5.6.2.2.2 on any one or more occasions shall not be deemed a waiver by the District of its right to delete a Member Church under this Article 5.6.2.2.2 on any one or more subsequent occasions.

5.7 Meeting of Members.

5.7.1 Types of Meetings.

5.7.1.1 Biennial Meeting. The Board of trustees shall cause a Biennial Meeting of the Members to be held every other year. The Board of Trustees shall cause such Biennial Meeting to be held at any time during the year in which a Biennial meeting had not been held. The Board of Trustees, by affirmative vote and subject to the requirements of this Article 5, shall determine the place, the date, and the time for such meeting. The Board of Trustees shall establish the agenda for the meeting. Such agenda shall include the following matters: (a) the affirmation of members of the Board of Trustees whose terms shall commence upon the end of the meeting, if any; (b) the affirmation of members of the Board of Trustees who are fulfilling unexpired terms of individuals who have resigned or been removed as members of the Board of Trustees, if any; and (c) any matter that the Board of Trustees, by affirmative vote, determines to include in the agenda. Members may recommend to the Board of Trustees, in writing, two weeks in advance of scheduled meeting, that certain matters be included in the agenda. The Board of Trustees, however, shall have the exclusive power to establish the agenda for the meeting.

5.7.1.2 Special Meetings. The Board of Trustees, by affirmative vote, may cause a Special Meeting of the Members to be held. The Board of Trustees, by affirmative vote and subject to the requirements of this Article 5, shall determine the place, the date, and the time for such meeting. The Board of Trustees, by affirmative vote, shall establish the agenda for the meeting. The Board of Trustees shall have the exclusive power to establish the agenda for the meeting.

5.7.2 Location of Meetings. All meetings of the Members shall take place in the United States of America and in the State in which at least one Member maintains its principle place of operations. The Board of Trustees, by affirmative vote, may allow Members to vote, to participate in, and to act at any meeting through the use of a District telephone or interactive technology, including, but not limited to, electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

5.7.3 Notice of Meetings.

5.7.3.1 Biennial Meeting. The Board of Trustees shall give written notice, via electronic mail, electronic newsletters and website postings, to the Members of the place, the date, the time, and the purpose of a Biennial Meeting of the Members no fewer than sixty (6) calendar days before the date of the meeting.

5.7.3.2 Special Meeting. The Board of Trustees shall give written notice to the Members of the place, the date, the time, and the purpose of a Special Meeting of the Members no fewer than thirty (30) calendar days before the date of the meeting.

5.7.4 Attendance at Meetings. Members shall be represented at meetings of the Members by delegates. Each Member Church shall be entitled to up to three (3) delegates.

5.7.5 Quorum at Meetings. A quorum shall be considered met by those participating in the meeting, provided that proper notice of the meeting has been made to Member Churches.

5.7.6 Moderator of Meetings. The Chair of the Board of Trustees shall moderate a Meeting of the Members. If the Chair of the Board of Trustees is not present at the meeting, then the meeting shall be moderated by the Vice-Chair of the Board of Trustees. If the Chair and the Vice-Chair of the Board of Trustees both are not present at the meeting, then the meeting shall be moderated by a member of the Board of Trustees that the members of the Board of Trustees, by affirmative vote prior to or at the time of the meeting, select to moderate the meeting.

5.7.7 Recording Secretary of Meetings. The Secretary shall be a person designated by the Trustees, selected by affirmative vote prior to or at the time of the meeting.

5.7.8 Rules of Order at Meetings. Roberts Rules of Order Revised shall be followed in the conduct of all business meetings.

5.7.9 Voting at Meetings. Only delegates may vote at a Meeting of the Members. All voting at a meeting shall be either by 50% Vote or by 75% Vote, as provided for in this Article 5. Proxy voting may be permitted, as previously determined by an affirmative vote of the Board of Trustees and by means it has previously set forth.

ARTICLE SIX – BOARD OF TRUSTEES

6.1 Existence of the Board of Trustees. The District at all times shall have a Board of Trustees, and the duties and powers of the Board of Trustees shall be as set forth in this Article 6. Each member of the Board of Trustees shall be a “Director” of the District.

6.2 Duties of the Board of Trustees. The Board of Trustees shall oversee the ministries and resources of the District. The Board of Trustees shall be responsible, among other things, for: (a) pursuing the mission, vision, and values of the District; (b) establishing appropriate policies and securing appropriate executive leadership for the District; (c) managing and caring for the properties and financial accounts of the District; (d) overseeing the executive leadership of the District; (e) managing the legal affairs of the District; (f) approving an annual budget for the District; (g) at its discretion require a review or an audit of financial statements for the District; (h) appointing a Finance Committee as defined in Article 8; (i) making periodic reports to the Members concerning the activities and affairs of the District, including submitting a Biennial report to the Members that summarizes the activities and affairs of the District and that contains the financial statements for the District; (j) raising of the total District budget, and to receive and disburse District funds; and (k) appoint representation to the Converge Board of Overseers as prescribed by Converge.

6.3 Powers of the Board of Trustees. All powers necessary to direct and manage the affairs of the District not granted by these By-Laws to the Members shall belong to the Board of Trustees.

6.4 Eligibility Criteria for Members of the Board of Trustees. To be eligible to be a member of the Board of Trustees, a person: (a) must subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws; (b) shall have undergone believers baptism by immersion; (c) shall affirm the District’s purpose statement and mission, vision, and values statements found in Article 2 of these By-Laws and the mission and vision statements of Converge as found in Converge’s by-laws; and (d) shall have agreed to participate through prayer, financial involvement, and personal involvement in the mission and ministries of the District and Converge.

6.5 Number of Members of the Board of Trustees. The Board of Trustees shall have a number of members as the Board of Trustees, by affirmative vote, from time-to-time may determine; *provided, however:* (a) that the number of members of the Board of Trustees, including the Executive Minister, shall not be fewer than seven (7) persons; (b) that the number of members of the Board of Trustees, including the Executive Minister, shall not exceed twelve (12) persons; and (c) that, not including the Executive Minister, approximately 30% of the total members of the Board of Trustees shall be Member Church laity (d) that the number of members of the Board of Trustees who are not members of a Member Church or regular attendee of a Member Church Plant shall not exceed twenty percent (20%) of the total number of the members of the Board of Trustees.

6.6 Appointment of Members of the Board of Trustees.

6.6.1 Executive Minister. The Executive Minister shall be a member of the Board of Trustees, and serve in the position of officer as President during the term of the relationship between the District and the Executive Minister, without any additional vote or action being necessary or required, and shall be entitled to vote on all matters presented to the Board of Trustees, except on such matters as may relate to the relationship between the District and the Executive Minister.

6.6.2 Other Persons. If a person other than the Executive Minister meets the eligibility criteria for becoming a member of the Board of Trustees, then the person shall become a Member of the Board of Trustees if: (a) the Board of Trustees, by affirmative vote following procedures that it may adopt, appoints such person to be a member of the Board of Trustees; and (b) the Members, by affirmative vote conducted by closed ballot, affirm the appointment of such person as a member of the Board of Trustees; *provided, however,* that in the event a member of the Board of Trustees resigns or is removed as member of the Board of Trustees prior to the end of the person's term, then the Board of Trustees shall be entitled to fill the vacancy until the date of the next Biennial Meeting of the Members without obtaining the affirmation of the Members. Each person selected to be a member of the Board of Trustees shall be voted upon individually by the Board of Trustees, and, where required, affirmed individually by the Members.

6.7 Meetings of the Board of Trustees.

6.7.1 Holding of Meetings. The Board of Trustees shall conduct meetings as reasonably as may be necessary to oversee the ministries and resources of the District. The Chair of the Trustees, the Executive Minister, or any three members of the Board of Trustees acting jointly shall have the power to call a meeting of the Trustees. Members of the Board of Trustees shall be permitted to vote, participate in, and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to, electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting may communicate with each other. Participation in such manners shall constitute attendance and presence in person. Notwithstanding, there shall be a minimum of two (2) meetings held annually.

6.7.2 Notice of Meetings. The person(s) calling a meeting of the Board of Trustees shall give written notice of the place, the date, the time, and the purpose of the meeting to all members of the Board of Trustees. The notice shall be given no fewer than seven (7) calendar days before the date of the meeting. The members of the Board of Trustees may waive this notice provision for a meeting if, prior to or at the time of the meeting, the members of the Board of Trustees, by majority affirmative vote of the members of the Board of Trustees, regardless of attendance at the meeting, determine to waive the notice provision.

6.7.3 Quorum at Meetings. The members of the Board of Trustees may conduct a meeting only if both: (a) more than fifty (50) percent of the members of the Board of Trustees are present at the meeting; and (b) five (5) or more members of the Board of Trustees are present at the meeting.

6.7.4 Moderator of Meetings. The Chair of the Board of Trustees shall moderate a meeting of the Board of Trustees. If the Chair of the Board of Trustees is not present at the meeting, then the meeting shall be moderated by the Vice-Chair. If the Chair and the Vice-Chair of the Board of Trustees both are not present at the meeting, then the meeting shall be moderated by a member of the Board of Trustees that the members of the Board of Trustees, by affirmative vote prior to or at the time of the meeting, select to moderate the meeting.

6.7.5 Recording Secretary of Meetings. The Board of Trustees shall appoint a recording secretary for meetings, who shall record the minutes of the meeting and make available to all Trustees.

6.7.6 Rules of Order at Meetings. The affairs at a meeting of the Board of Trustees shall be governed by the current version of Robert's Rules of Order, Revised in existence at the time of the meeting.

6.7.7 Voting at Meetings. All voting at a meeting of the Board of Trustees shall be by Majority Vote. A Majority Vote shall require an affirmative vote of more than fifty (50) percent of the members of the Board of Trustees present at the meeting. Proxy voting is permitted only as directed by a majority vote of the Board of Trustees.

6.8 Positions on the Board of Trustees

6.8.1 Positions. The Board of Trustees shall have a Chair, a Vice-Chair, and a Secretary.

6.8.2 Appointment. At the first meeting of the Board of Trustees after each Biennial Meeting of the Members, the Board of Trustees, by affirmative vote, shall select a Chair, Vice-Chair, and a Secretary. In addition, if at any time the office of Chair, Vice-Chair, or Secretary becomes or is vacant, then, at the next meeting of the Board of Trustees following the existence of such vacancy, the Board of Trustees, by affirmative vote, shall select a Chair, Vice-Chair, or Secretary, as the case may be.

6.8.3 Term. A person shall serve as the Chair, Vice-Chair, or Secretary of the Board of Trustees, as the case may be, for a term that extends from the appointment of such person to such position through and until the end of the next Biennial Meeting of the Members; *provided, however,* that the term shall sooner end if any one of the following occurs: (a) the person resigns or is removed as a member of the Board of Trustees effective as of a date before the next Biennial Meeting of the Members, in which such case the term shall end on the effective date of the resignation or removal; (b) the person resigns from the position of Chair, Vice-Chair, or Secretary, as the case may be, effective as of a date before the next Biennial Meeting of the Members, in which such case as the term shall end on the effective date of the resignation; or (c) the Board of Trustees, by affirmative vote following procedures that it may adopt, removes such person from the position of Chair, Vice-Chair, or Secretary, as the case may be, before the next Biennial Meeting of the Members, in which such case the term shall end at the time of such affirmative vote.

6.9 Terms of Members of the Board of Trustees.

6.9.1 Executive Minister. An Executive Minister shall become a member of the Board of Trustees upon the commencement of the relationship between the District and the Executive Minister. An Executive Minister shall cease to be a Member of the Board of Trustees upon the effective date of the dissolution of the relationship between the District and the Executive Minister.

6.9.2 Other Members of the Board of Trustees. A person other than the Executive Minister shall serve as a member of the Board of Trustees for a two (2) year term that begins when their appointment is established by the Board of Trustees, to be subsequently affirmed by a vote of the Members. In the event the person resigns or is removed from office effective prior to the end of the term, the Board of Trustees shall appoint a person to serve the remainder of the term. Excluding time a person serves to fulfill the remainder of a term previously held by another person, no person may serve as a member of the Board of Trustees for more than three (3) consecutive terms without one (1) intervening year before the person is eligible to serve again.

6.10 Removal of Members of the Board of Trustees.

6.10.1 Executive Minister. The Executive Minister shall be removed as a member of the Board of Trustees only upon the dissolution of the relationship between the Executive Minister and the District.

6.10.2 Other Members.

6.10.2.1 Permanent Removal. A Trustee may be removed by a 50% Vote of either the Trustees, or the Members, effective upon the affirmative vote.

6.11 No Compensation of Members of the Board of Trustees. No member of the Board of Trustees, including the Executive Minister, shall be compensated for serving as a member of the Board of Trustees.

ARTICLE SEVEN – OFFICERS

7.1 Existence of Officers. The District at all times shall have Officers, and the duties and powers of the Officers shall be set forth in this Article 7.

7.2 Duties of Officers. Officers shall be responsible for serving the needs of the District, subject to the direction and control of the Board of Trustees.

7.3 Powers of Officers. Officers shall have such powers as may be delegated to them by the Board of Trustees.

7.4 Officer Positions. The District shall have the Officer positions set forth below, and such other Officer positions as the Board of Trustees, by affirmative vote, from time-to-time may designate. Officers whose specific duties and powers are not prescribed by these By-Laws shall have the duties and powers that the Board of Trustees, by affirmative vote, from time-to-time may prescribe.

7.4.1 Chair of the Board of Trustees. The Chair shall be the chief executive officer of the District. Subject to the direction and control of the Board of Trustees, the Chair shall: (a) Oversee the affairs and ministries of the District; (b) ensure that the resolutions and directives of the Board of Trustees are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Trustees; (c) in general, ensure that all duties necessary to conduct the business affairs and ministries of the District are carried out; (d) perform a periodic written evaluation of the performance of the Executive Minister.

7.4.2 President. The Executive Minister shall be the President who on a day-to-day basis shall be the principal officer responsible for executing legal documents on behalf of the District and any other duties as may be determined by the Board of Trustees.

7.4.3 Corporate Secretary. The Corporate Secretary shall be the principal person responsible for the maintenance of the records of the District. The Corporate Secretary shall: (a) maintain the records of the District; (b) ensure the proper recording of meeting minutes of the Members; and (c) ensure the proper filing with governmental entities such reports as from time-to-time may be required by law. The Secretary shall be the registered agent of the District as such term is defined by law.

7.4.4 Treasurer. The Treasurer shall be the principal accounting and financial officer of the District. The treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the District; (b) have care and custody of all funds and securities of the District, and be responsible for such funds and securities; (c) serve as the Chair of the Finance Committee; and (c) perform all duties necessary to manage the finances of the District.

7.5 Appointment of Executive Minister

7.5.1 Executive Minister. Upon recommendation to the Members by the Board of Trustees, the Executive Minister of the District shall be called by the Members, by affirmed vote conducted by closed ballot, at the biennial meeting, or at a called meeting, affirming the appointment of such person as the Executive Minister for a period not exceeding six (6) years.

7.6 Removal of Executive Minister

7.6.1 Executive Minister. A person shall be removed as the Executive Minister if: (a) the Board of Trustees, by affirmative vote following procedures that it may adopt, determines to remove the person from the office of Executive Minister; and (b) the Members, by affirmative vote conducted by closed ballot, affirm by a 75% Vote the removal of the person from the office of Executive Minister.

7.7 Duties of Executive Minister

7.7.1 Duties. The Executive Minister shall be the President of the District. Subject to the oversight of the Chair of the Board of Trustees, the Executive Minister shall on a day-to-day basis: (a) manage and be in charge of the affairs and ministries of the District; (b) ensure that the resolutions and directives of the Board of Trustees are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Trustees; and (c) in general, discharge all duties necessary to conduct the business affairs and ministries of the District.

ARTICLE EIGHT – FINANCE COMMITTEE

8.1 Appointment of Finance Committee. The Board of Trustees shall appoint in addition to the Executive Minister, a Finance Committee with a minimum of three (3) and not more than six (6) members. At no time may the committee exceed approximately 40% Board of Trustees representation excluding the Executive Minister. The Treasurer of the Board of Trustees shall serve as Chair of the Finance Committee. Members of the Finance Committee shall be appointed by the Board of Trustees for two-year terms, renewing automatically at the discretion of the Board of Trustees, with no maximum limit.. Each appointee must meet the same eligibility criteria as a Board of Trustee member.

8.2 Duties of the Finance Committee.

8.2.1 To oversee the management of assets, properties and financial affairs of the District under the general direction of the Board of Trustees to whom the committee is responsible.

8.2.2 To give regular reports to the Board of Trustees of financial transactions (income and expense) and the financial condition of the District.

8.2.3 To conduct financial planning for the District.

8.2.4 To prepare an annual budget for the District in consultation with the Executive Minister and the Board of Trustees.

8.2.5 To submit an annual financial report to the Board of Trustees.

8.2.6 Through its Chair, **present a financial report at each of the Board of Trustees meetings,** which report shall include a balance sheet, profit and loss statement, statement of operations, and a brief written narrative explaining significant matters of financial interest or variation in actual financial results as compared with the budget.

8.2.7 To carry out other duties delegated to it by the Board of Trustees or Executive Minister.

ARTICLE NINE – DISTRICT STAFF

9.1 Other Staff. The District may employ such staff as the Executive Minister from time-to-time may determine to be appropriate within the approved budget and within the guidelines of the Human Resource Manual.

ARTICLE TEN – BOOKS AND RECORDS

10.1 Books and Records. The District shall keep correct and complete books and records of accounts. The District also shall keep minutes of the proceedings of the meetings of its Members and the meetings of its Board of Trustees, and shall keep, at the District’s principal office, a record giving the names and addresses of the Members of the District. All books and records of the District shall be open to inspection by any Board of Trustee member in the manner provided by California law, and any Member can, by written request to the Board of Trustees, ask for a copy of the most recent audited financial statements of the District.

ARTICLE ELEVEN – FISCAL YEAR

11.1 Fiscal year. The fiscal year of the District shall be the calendar year.

ARTICLE TWELVE – INDEMNIFICATION

12.1 Members of the Board of Trustees and Officers. The District shall indemnify any person who was or is a party to, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person was or is a member of the Board of Trustees or is an Officer against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in any applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the foregoing provision. The foregoing provision of this Article shall be deemed to be a contract between the District and any person who serves as a member of the Board of Trustees or as an Officer at any time while this Article and the relevant provisions of any applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter, brought or threatened based in whole or in part on any such state of facts.

ARTICLE THIRTEEN – DISSOLUTION

13.1 Right to Dissolve. The Members of the District, by the required affirmative vote, may dissolve the District.

13.2 Disposition of Property upon Dissolution. If the District dissolves or ceases to function as a fellowship of churches, then, after the satisfaction of all obligations, debts, and liabilities of the District, all of the assets of the District, including its personal and real property, appurtenances, and effects, is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. The net assets shall become the property of Converge, if Converge, at that time, exists and is willing and able to accept the assets of the District under the conditions of § 501(c)(3) of the Code. Converge shall distribute such assets as may be determined by Converge and district leaders. In the event that Converge should not then be in existence, the net remaining assets shall be given to a non-profit entity which is organized and operated exclusively for Christian, Evangelical, religious and non-profit purposes similar to this Evangelical corporation, and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE FOURTEEN – AMENDMENT

14.1 Right and Process for Amendment. The Members may amend these By-Laws only as follows: (a) the Board of Trustees, by affirmative 50% Vote, shall approve a proposed amendment; (b) the Board of Trustees shall submit the proposed amendment to the Members by an electronic written notification, sent to the last known email address of each Member; and (c) the Members, by affirmative vote, must approve the proposed amendment at a Biennial Meeting or special meeting that takes place no fewer than thirty (30) calendar days after the date of the electronic notification.