

# **TCH Constitution**

**A California Nonprofit Religious Corporation**

## **PREAMBLE**

We, as servants of the Lord Jesus Christ, shall teach and encourage those who upon hearing the Good News of our Lord Jesus Christ to believe, baptize and receive the gift of the Holy Spirit. We are called to carry the Gospel to every part of the world. The Bible teaches that all who believe in the name of the Lord Jesus Christ shall be united into one body regardless of race or color and shall be separated from the evil practices of the world.

The Creator who created all things that are in heaven, on earth and beneath the earth is the only true God. We, as humans created by God shall keep and honor others and our own origin, customs, and culture, which are the providence of God.

## **ARTICLE I NAME**

The name of this corporation shall be:

**TRINITY CHRISTIAN HEADQUARTERS**

## **ARTICLE II**

### **OFFICES**

Section 1. Principal Office: The principal office for the transaction of the business of the corporation (principal executive office) is located at 1028 P Street, Sanger, CA 93657. The Board of Governors may change the principal office from one location to another. Any changes of principal location shall be approved by the majority votes of the Board of Governors; and noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

Section 2. Other Offices: The Board of Governors may at any time establish branch or subordinate officers at any place or place where the corporation is qualified to do business.

## **ARTICLE III**

Section 1. Purposes:

This corporation shall be organized and operated exclusively for religious purpose within the meaning of Internal Revenue Code Section 501(c) (3). Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code or by a corporation contribution to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

## Section 2. Objectives:

The objectives of this corporation is to propagate the Gospel of our Lord Jesus Christ according to the Holy Bible. In order to accomplish this objective, the corporation may do any or all of the following: A. Establish and set up local churches in communities as need.

B. Establish Christian materials and bookstores; and build Christian schools and Bible Colleges.

C. Publish and /or distribute Gospel tracts, newsletters and other forms of written literature.

D. Broadcast the Gospel by means of radio or television live or recorded messages.

E. Produce and /or distribute recorded audio messages of the Word by the used of photograph, records, discs, audio cassettes, or other duplicates methods.

F. Establish, maintain and operate farms and other business enterprises for the purpose of training and developing Christian character and leadership qualities for the members and to help provide income to carry out the objective of the corporation.

G. Own, hold, improve, lease, pledge, mortgage, exchange or sell real property, or any part thereof as may be expeditious in the furtherance of the objective of the corporation.

H. Receive contributions, gifts, legacies, bequests, endowments and tithes of money and other property, real or personal, whether tangible or intangible.

I. Provide physical, material and spiritual assistance to those in need, and according to the will of our Lord.

## ARTICLE IV

### NON-PARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above. And it shall be nonprofit and nonpartisan. No Substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## ARTICLE V

### HANDS OFF

Trinity Christian Headquarters its governing boards, administrative officers and other designed agents, according to the justice system of the United States, shall not be deemed responsible for providing legal advice to its members as well as non-members concerning criminal acts suspected to be committed, or committed by such individual (s). However, upon request and based on ability as well as capability, Trinity Christian Headquarters, its governing boards, administrative officers and other designed agents, may assist in providing reference to the needed services, Biblical consultation, spiritual or financial support to the needed individual (s) whether or not a Trinity Christian Organization members.

## ARTICLE VI

### DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties or assets of this corporation in dissolution, or otherwise, shall inure to the benefit of any private person or individual or any member or Board of Governor of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code 501(c)(3).

## ARTICLE VII

### MEMBERS OF TRINITY CHRISTIAN HEADQUARTERS

#### Section 1. Membership Categories:

There shall be two(2) classes of membership at Trinity Christian headquarters with various Biblical qualifications as follow:

*A. Ordained Minister. Qualifications required for a person to become an ordained minister are as follows. 1. A Trinity Christian Headquarters elevated minister:*

I. If married, a marriage license is required to be in possession, or traditional marriage was to take place if such marriage occurred in a country, which by law a marriage license is not required.

II. Must hold an active licensed minister certificate promoted by Trinity Christian Headquarters for six (6) consecutive years, and

III. Must served at least four (4) years as an Assistant or Senior Pastor at a local Trinity Christian Church during the six (6) years of holding such active minister license, or

IV. Must hold or serve in full capacity as an administrative officer during the six (6) years in which the minister license being elevated, or

V. Must served in full capacity as a missionary minister during the six (6) years in which the

minister license was elevated, and

VI. Must apply with Trinity Christian Headquarters to be considered for the ordained minister promotion, and

VII. Must pass the Trinity Christian Headquarters Ordained Minister's test, and

VIII. Approval of the corporation's Board of governors and its Credential Committee is required.

*2. A Trinity Christian member with a college degree (BA) and higher):*

I. If married, a marriage license is required to be in possession, or traditional marriage was to take place if such marriage occurred in a country, which by law a marriage license is not required.

II. Must hold an active licensed minister certificate promoted by Trinity Christian Headquarters for four(4) consecutive years, and

III. Must served four(4) years an Assistant or Senior Pastor at a local Trinity Church during the four(4) years of ministry, or

IV. Must hold or serve in full capacity as an administrative officer during the four(4) years in which the active minister license being elevated, or

V. Must serve in full capacity as a missionary minister during the four(4) years in which the active minister license being elevated, and

VI. Must apply with Trinity Christian Headquarters to be considered for the ordained minister promotion, and

VII. Must pass the Trinity Christian Headquarters Ordained Minister's test, and

VIII. Approval of the corporation's Board of Governors and its Credential Committee is required.

*3. A non-Trinity Christian Headquarters elevated ordained ministers;*

I. If married, a marriage license is required to be in possession, or traditional marriage was take place if such marriage occurred in a country, which by law a marriage license is not required.

II. Must serve four(4) years as Assistant or Senior Pastor at a former local fellowship prior to joining Trinity Christian Headquarters.

III. Must apply with Trinity Christian Headquarters to be considered for the ordained minister promotion, and

IV. Must pass the Trinity Christian Headquarters ordained minister's test and

V. Approval of the corporation's Board of Governors and its Credential Committee is required.

*B. License Minister: Qualifications required for a person to become a licensed minister at Trinity Christian Headquarters are as follow: 1. A Trinity Christian Organization member:*

I. A person must be eighteen(18) years of age or older.

II. A person must be baptized in water and born again in the Holy Spirit (may or may not speak in other tongue).

III. A person must be proved in the eyes of His/her congregation that he/she has lived a true Christian life as described in Article XVI, Section 1 of this bylaws prior to applying for a minister position at Trinity Christian Headquarters.

IV. A Person who is showing strong evident as a call by God to the ministry, or

V. A person graduated from a Bible college with a B.A. Degree or higher.

VI. If married, a marriage license is required to be in possession, or traditional marriage must take place if such marriage occurred in a country, which by law a marriage license is not required.

VII. A Person must submit an application with a written statement explaining the person's personal life and interest to become a servant of the Lord at Trinity Christian Headquarters.

VIII. Approval of the corporation's Board Governors and its Credential Committee is required.

*2. A non-Trinity Christian Headquarters elevated ministers.*

I. A person who is presently holding a licensed minister certificate with another fellowship and wanting to become a member of Trinity Christian Headquarters, and

II. If married, a marriage license is required to be in possession, or traditional marriage must take place if such marriage occurred in a country, which by law a marriage license is not required.

III. A Person must abide by Trinity Christian Headquarters' Twelve Tenets of Faith.

IV. A person must abide by Trinity Christian Headquarters' Constitution and Bylaws.

V. A person must submit an application with a written statement explaining the person's personal life and interest to become a servant of the Lord at Trinity Christian Headquarters.

VI. Approval of the corporation's Board Governors and its Credential Committee is required.

Section 2. Trinity Christian Ministers Characteristics. All ministers at Trinity Christian

Headquarters shall conduct themselves in the following manners. A. Whether or not ministering a local church, a pastor shall not absent from regular church services for unknown reasons. Or must maintain a genuine communication with Trinity Christian Headquarters or the local church while away from home for the purpose of engaging in missionary ministry, joining the arm force, attending colleges, or working for wages.

B. Live a holy life according to the Biblical standard, or the Words of God.

C. Have faith and agree with the local church and Trinity Christian Headquarters teachings.

#### Section 5. Adjourned meeting:

Any members meeting, annual, special, or emergency where a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. In the absence of a quorum, no other business may be transacted at the meeting, (except as provided in this article). Section 5. Adjourned meeting: Any members meeting, annual, special, or emergency where a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. In the absence of a quorum, no other business may be transacted at the meeting, (except as provided in this article).

#### Section 6. Meeting by phone:

Any members meeting, regular, special or emergency may be held by conference telephone or similar communication equipment so long as the Board of Governors participate in the meetings and hear one another and all such Board of Governors shall be deemed to be presented in person at such meeting.

Section 7. Voting rights: Members of Trinity Christian Headquarters are entitled to vote at the corporation's events for the corporation's businesses as follows: A. Eligibility to vote. Each member shall be entitled to one (1) vote on each matter submitted to a vote by the members. B. Voting methods. Voting may be done either by voice or ballot.

#### Section 8. Waiver of notice or consent by absent members:

A. Written waiver or consent. The transaction of any meeting or members, either general, special, or emergency, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice. If a quorum be present, either in person or by proxy, and if either before or after the meeting, each person entitled to vote who was not presented in person or by proxy signs a written waiver of notice or a consent to a holding of the meeting or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of such meeting of members. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

B. Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the

notice of the meeting if that objection is expressly made at the meeting.

Section 9. Action by written consent without a meeting: A. General meeting: Any action that may be taken at any general, special or emergency meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

B. Solicitation of written ballots. All solicitations of written ballots shall indicate the time by which the ballot must be returned to be counted.

C. Quorum. Approval by written about pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast the same as the number of votes cast by ballot.

D. Revocation. No written ballot may be revoked after delivery to the corporation or deposited in the mail whichever first occurred.

Section 10. Proxies: A. Right of members. Every member shall have the right to vote either in person or by one or more agents authorized by a written proxy signed by the person and filed with secretary of the corporation. A proxy shall be deemed signing if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney in fact.

B. Revocability. The proxy of a member may not be irrevocable. A validly giver proxy shall continue in full force and effect unless.

1. Revoked by the member executing it. Before the vote cast pursuant to that proxy by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member.

2. Written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy as counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states in its face that it is irrevocable shall be governed by the provisions of the California Nonprofit Corporation Law.

C. Effective member's death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result there of unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

Section 11. Quorum: A quorum is two-third or sixty (60%) percent of the existed members of the required committee. A. Two-third or sixty (60%) percent: Two-third or sixty (60%) percent of the required members shall constitute a quorum for the transaction of business at a meeting of the members. The members present at a duly called or duly held meeting at which a quorum is present, may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

B. Loss of quorum. If any dully called or dully held meeting attended by less than two-third or

sixty (60%) percent of the required members, it is an action taken without a quorum and deemed invalid

## ARTICLE IX

### BOARD OF GOVERNORS

#### Section 1. The Governing Board:

Trinity Christian Headquarters is governed by the duly elected Board of Governors, which is consisted of its active ordained ministers.

#### Section 2. Number of Board of Governors:

The authorized numbers of Board of Governors shall be five (5). The Board of Governors shall be members of Trinity Christian Headquarters, but need not be resident of the State of California.

#### Section 3. Qualification:

Any active ordained minister member may be eligible to serve on the Board of Governors provided, however, that a man and woman living together without benefit of legal documentation (i.e., marriage license applies to marriage occurred in the United States). A man and woman living together without the legal documentation, i.e., marriage license in accordance to the custom practice of the county where marriage occurred is deemed eligible for serving as the Board of Governors of the corporation.

#### Section 4. Election of the Board of Governors:

The election process of the Board of Governors are as following: A. Solicitation of votes: Each eligible ordained minister who was to solicit votes for a Board of Governor position shall send out a campaign or solicitation application and a complete bibliography of such candidate along with two (2) (2x2) color pictures to Trinity Christian Headquarters for consideration. Upon approval of the Board of Governors, the provided campaign information is to be published throughout the local churches at least three (3) months prior to the election date. Otherwise, a denial of eligibility for campaigning notice shall be sent to the candidate in no fewer than seven (7) weeks days prior to the publication of the current campaign. Without prejudice, decision made by the Board of Governors as whether or not any candidate is allowed to enter the election is final.

B. Time and place of election: The Board of Governors shall be elected in April at the corporation's two years general meetings or revivals and at the locations designed by the Board of Governors. However, if any two years general meeting is not held or the Board of Governors were not elected at any two years general meeting, they may be elected at any special members meeting held for that purpose. Notice of the time and place of the election shall be sent to Trinity Christian Headquarters members and local churches at least three (3) months, or ninety (90) days prior to such election.

C. Voters: Voters of the Board of Governors are members Trinity Christian Headquarters and delegated general members of local Trinity Christian Churches.

D. Election method: The election of the Board of Governors shall be made by secret ballot. The

top five candidates who received the highest number of votes shall be the new elected Board of Governors.

E. Lack of campaigner: If the announcement of the campaign has been made and Trinity Christian Headquarters received no campaign information from no one, nomination are to be made at the election process, unless the election schedule was cancelled by the Board of Governors.

F. The Chairman of the Board of Governors: The Chairman shall be elected the Board of Governors either by secret ballot or nomination. the remaining elected Board of Governors shall be nominated to head the corporation's established departments. Section 5. Office term: The elected Board of Governors shall serve or a specific term such as:

A. An elected Board of Governors shall serve a four (4) years term in office.

B. Any candidate may serve as many terms as being re-elected.

#### Section 6. Beginning and ending of term in office:

The elected Board of Governors shall hold office starting from September 1st of the election year and ending on August 31st at the next election (four years later), unless a Board of Governors is reelected according to election process of this Bylaws. Each Board of Governors, including a Board elected to fill a vacancy r elected at a special members meeting shall hold office until expiration of the term for which elected and until a successor have been elected and qualified.

Section 7. Vacancies: Events causing vacancy. A vacancy or vacancies in the Board of Governors shall be deemed to exist on the occurrence of the following: A. The death, resignation or removal of any Board.

B. The declaration by resolution of the Board of Governors of a vacancy of the office of a Board of Governors who has been declared of unsound mind by an order of court or convinced of a felony.

C. Removal of a Board of Governors in an action in superior court pursuant to Section 9223 of the California Nonprofit Law.

D. The vote of the members to remove a Board of Governor provided that if any provision of the articles or bylaws entitle the members of a class voting as a class to elect one or more Board of Governors, such Board may be removed only by vote of the members of that class.

E. Increasing the authorized number of the Board of Governors; or

F. The failure of the members at any meeting of members at which any Board of Governors or the Board of Governors are to be elected to elect the number of Boards to be elected at such meeting.

G. Resignations, Except as provided in the paragraph. Any Board of Governor may resign, which resignation shall be effective on giving written notice to the Chairman of the Boards, the President, the Secretary, or the Board of Governors unless the notice specifies a later time for the resignation to become effective. If the resignation of a Board of Governor is effected at a future time, the Board of Governors may elect a successor to take office as of the date when resignation becomes effective. No Board of Governor may resign when the corporation would then be left without a duty elected Board or Board of Governors in charge of its affairs.

H. Vacancies filling. Except for a vacancy caused by removal of a Board of Governor by vote of the members, vacancies on the boards may be filled by a majority vote of the Board of Governors then in office, whether or not less than a quorum or by the sole remaining Board of

Governors.

I. No vacancy on reduction of number of Board of Governors. On reduction of the authorized number of Board of Governors shall have the effect of removing any Board before that Board's term of office expired.

Section 8. Meetings of the Board of Governors: As the Governing body of the corporation, the Board of Governors shall hold the following meetings: A. Place of meeting: Regular meetings of the Board of Governors may be held at any place within or outside the state of California that has been designated from time to time by resolution of the board of Governors. In the absence of any such designation, regular meetings shall be held at the principal executive office of the corporation. Such regular meetings may be held without notice. However, the date and time of each future meeting was to be determined by the Board of Governors at the current meeting.

B: Special meeting: The Board of governors, for any corporate business purpose, may be called at any time by the Chairman of the Board or if so designated by the President. Special meetings may be held at any place within or outside the state of California that has been designated in the notice of the meeting, or if not stated in the notice, or if there is not notice given, it shall be held at the principal executive office of the corporation. Notwithstanding the above provisions of this section, a regular or special meeting of the Board of Governors may be held at any place consented to in writing by all Board members either before or after the meeting. Of consents are given, they shall be filed with the minutes of the meeting.

C. Emergency meeting: In case of emergency, such as a proposal to (a) remove a President, Board of Governor, and or an officer without cease, (b) resolve an internal dissolution of the corporation, or (c) other emergency issues understood by the common sense of Trinity Christian organization, then the notice shall specify the place, date and the time of the meeting and the general nature of the proposal. By phone notice, a five (5) days notice shall be given. By mail notice, a ten (10) days notice shall be given.

D. Adjourned meeting: Any Board of Governors meeting, annual, special or emergency where a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. In the absence of a quorum, no business may be transacted at that meeting.

E. Meeting by phone: Any meeting, regular, special or emergency may be held by conference telephone or similar communication equipment so long as the Board of Governors participate in the meetings and hear one another and all such Board of Governors shall be deemed to be present in person at such meeting.

F. Voting rights: Trinity Christian Board of Governors are entitled to vote at the corporation's events for the corporation's businesses as follows:

1. Eligibility to vote. Each Board of Governor shall e entitled to one (1) vote on each matter submitted to a vote by the Boards.
2. Voting methods. Voting may be done either by voice or ballot.

G. Waiver of Notice or Consent by Absent Members:

1. Written waiver or consent: The transactions of any meeting of the Board of Governors, either annual, special, or emergency, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice. If a quorum be present, either in person or by proxy, and if either before or after the meeting, each person entitled to vote who was not present in person or by proxy signs a written waiver of notice or a consent to a holding of the meeting or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of such meeting of members. All such waivers, consents or approvals shall be filed with corporate records or made a part of the minutes of the meeting.

2. Waiver by attendance. Attendance by a Board of Governor at a meeting shall also constitute a waiver of notice of that meeting except when the a Board objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

H. Action by written consent without a meeting:

1. General meeting. Any action that may be taken at any general, special, or emergency meeting of the Board of Governors may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

2. Solicitation of written ballots. All solicitations of written ballots shall indicate the time by which the ballot must be returned to be counted.

I. Authority to call the meeting: The Chairman of the Board of Governors shall call for the meetings, except in the case which someone other than the Chairman of the Boards is designated at the time of a current board meeting to call for such meeting.

J. Other authority to call meeting. In the absence or disability of the Chairman of the Boards, any member of the Board of Governors shall call other Boards to a meeting.

K. Authority in conflict. In the event in which there is a direct conflict with the Chairman of the Boards, without prejudice, any member of the Boards shall call a meeting to discuss, decide, and take action or resolution to such conflict.

L. Participating of the Administrative Officers: The administrative officers are to participate in those meetings that the Boards required them to. They are as well entitle to vote if voting becomes necessary at any particular meeting on any particular issue. However, voting rights is not granted to the administrative officers when votes are to be cast on issues and concerns that or evaluate their work performance, or to remove an officer fro his or her employment. And or any issue that has the same or similar impact.

M. Notice: Notice of the time and place of the meetings shall be given to each Board of Governor by one of the following methods:

1. By personal delivery or written notice;
2. By first class mail postage paid;
3. By telephone communication either directly to the Board of Governor, or to a person at the Board's office who would reasonably be expected to communicate such notice promptly to the Board of Governors; or
4. By telegram, charges prepaid. All such notices shall be giver or sent to the Board of Governors' address or telephone number as shown on the records of the corporation. The notice shall state the time and the place for the meeting. However, it need not specify the purpose of the meeting or the place of the meeting if it is to be held at the principal executive office of the corporation. Section 9. Waiver of notice:

The transaction of any meeting of the board of Governors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and either before or after the meeting, each of the Board of Governors not present signs a written waiver of notice, a consent to hold the meeting or an approval of the minutes. the waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with corporate records or made a part of the minutes of the meeting. Notice if a meeting shall also be deemed given to any Board of Governors who attends the meeting without protesting before or at its commencement about a lack of adequate notice.

#### Section 10. Quorum:

A majority of the authorized number of Board of Governors shall constitute a quorum for the transaction of business, except to adjourn as provided in section (8) (D) of this Article. A. Two-thirds or sixty (60%) percent. Two-third or sixty (60%) of the required members hall constitute a quorum for the transaction of business at a meeting of the Board of Governors. The Boards present at a duly called or duly held meeting at which a quorum is present, may continue to transact business until adjournment notwithstanding the withdrawal of enough boards to leave less than a quorum. Every act or decision done or made by a majority of the Board of Governors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Governors subject to the provisions of the California Nonprofit corporation Law, especially those provisions relating to:

1. Approval of contracts or transactions in which a Board of Governors has a direct or indirect material financial interest.
2. Appointment of committees and
3. Indemnification of Board of Governors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of the Board of Governors if any action taken is approved by at least a majority of the required quorum for the meeting.

B. Loss of quorum. If any dully called or dully held meeting attended by less than two-third or sixty (60%) percent of the required Board of Governors, it is an action taken without a quorum and deemed invalid.

Section 11. Adjournment: A majority of the Board of Governors present whether or not constituting a quorum may adjourn any meeting to another time and place.

Section 12. Multiple Positions:

- A. The Board of Governors cannot hold the position of the Administrative officers, such as the President, Vice President, General Secretary and General Treasurer concurrently.
- B. A Board of Governor who may assume an Administrative Officer's post shall resign from the current Board position prior to be considered for the new post.
- C. A Board of Governors, upon the approval of the majority Boards due to vacancy of other positions, may be the Acting President, Vice president, General Secretary or General Treasurer concurrently with the Board post in a temporary basis, which is until the position is lawfully filled.

Section 10. Quorum: A majority of the authorized number of Board of Governors shall constitute a quorum for the transaction of business, except to adjourn as provided in section (8) (D) of this Article. A. Two-thirds or sixty (60%) percent. Two-third or sixty (60%) of the required members hall constitute a quorum for the transaction of business at a meeting of the Board of Governors. The Boards present at a duly called or duly held meeting at which a quorum is present, may continue to transact business until adjournment notwithstanding the withdrawal of enough boards to leave less than a quorum. Every act or decision done or made by a majority of the Board of Governors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Governors subject to the provisions of the California Nonprofit corporation Law, especially those provisions relating to: 1. Approval of contracts or transactions in which a Board of Governors has a direct or indirect material financial interest. 2. Appointment of committees and 3. Indemnification of Board of Governors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of the Board of Governors if any action taken is approved by at least a majority of the required quorum for the meeting. B. Loss of quorum. If any dully called or dully held meeting attended by less than two-third or sixty (60%) percent of the required Board of Governors, it is an action taken without a quorum and deemed invalid. Section 11. Adjournment: A majority of the Board of Governors present whether or not constituting a quorum may adjourn any meeting to another time and place. Section 12. Multiple Positions: A. The Board of Governors cannot hold the position of the Administrative officers, such as the President, Vice President, General Secretary and General Treasurer concurrently. B. A Board of Governor who may assume an Administrative Officer's post shall resign from the current Board position prior to be considered for the new post. C. A Board of Governors, upon the approval of the majority Boards due to vacancy of other positions, may be the Acting President, Vice president, General Secretary or General Treasurer concurrently with the Board post in a temporary basis, which is until the position is lawfully filled.

## ARTICLE X POWER OF THE BOARD OF GOVERNORS

Section 1. Corporation's Supreme Governing Power. A. General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law, and any limitations in the Articles of

Incorporation and these bylaws relating to acts required to be approved by the members. The business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Governors.

B. Specific powers. Without prejudice to these powers and subject to the same limitations, the Board of Governors shall have the powers to:

1. Select and remove all officers, agents and employees of the corporation. Prescribe any powers and duties for them that are consistent with law and with the Articles of Incorporation and with these bylaws and for the officers' compensation.

2. Change the principal executive office or the principal business office in the State of California from one location to another. Cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California and designate any place within or outside the State of California for the holding of any members meeting, including annual meeting.

3. Adopt, make and use a corporate seal. prescribe the form of membership certificates and alter the form of the seal and certificate.

4. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes in the corporate name, promissory notes, bonds, ventures, deeds of trusts, mortgages, pledges, hypothecation and other evidences of debt and securities.

Section 2. Removed or suspended:

Without prejudice, the Board of Governors with the majority votes, shall be the final authorized body to decide whether the individual shall be removed or suspended from a position. The individual Board, Officer, or individual general member being removed or suspended from position shall not protest or bring lawsuit against the action of the official boards.

Section 3. Responsibility of the Board of Governors:

The elected Board of Governors shall be responsible for the overall business of the corporation. Overseeing the daily business transaction of the Headquarters as well as the local churches. Working toward the growth and expansion of the corporation and resolving matters incur within the corporation and between the corporation and the outside world. Major responsibilities of the Boards of Governors are described as follows: A. Chairman of the Boards. The elected chairman of the board shall call for all meetings of the Board of Governors, preside at meetings, exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Governors or prescribed by the bylaws.

B. Other members of the Boards. The elected members (other than the chairman of the board) shall assist the chairman of the board in overseeing the corporation's overall business. Leading in the designated positions according to various duties described by the Board of Governors and the corporation's bylaws and policies

Section 2. Removed or suspended: Without prejudice, the Board of Governors with the majority votes, shall be the final authorized body to decide whether the individual shall be removed or suspended from a position. The individual Board, Officer, or individual general member being removed or suspended from position shall not protest or bring lawsuit against the action of the official boards.

Section 3. Responsibility of the Board of Governors: The elected Board of Governors shall be responsible for the overall business of the corporation. Overseeing the daily business transaction of the Headquarters as well as the local churches. Working toward the growth and expansion of the corporation and resolving matters incur within the corporation and between the corporation and the outside world. Major responsibilities of the Boards of Governors are described as follows:

A. Chairman of the Boards. The elected chairman of the board shall call for all meetings of the Board of Governors, preside at meetings, exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Governors or prescribed by the bylaws.

B. Other members of the Boards. The elected members (other than the chairman of the board) shall assist the chairman of the board in overseeing the corporation's overall business. Leading in the designated positions according to various duties described by the Board of Governors and the corporation's bylaws and policies.

## ARTICLE XI DEPARTMENTAL COMMITTEES

Section 1. Initial committee: The initial committee of the Board of Governors shall consist of five (5) members. A Chairman of the Boards, a secretary included the remaining four (4) members.

Section 2. Committees: The Board of Governors shall establish at least four (4) major operational committees, such as:

- A. Credential Committee;
- B. Evangelism or Missionary Committee;
- C. Engineering Committee; and
- D. Finance Committee.

Section 3. Committees of Board of Governors:

The Board of Governors may, by resolution adopted by a majority of the Board of Governors then in office, designate one or more committees each consisting of one (1) or more Boards to serve at the pleasure of the Boards of Governors. Any committee to the extent provided in the resolution of the Board shall have all the authority of the Boards except that no committee, regardless for Board resolution, may:

- A. Take any final action on matters which under the Nonprofit Corporation Law of California also requires members approval or approval of majority of all the members. Fill vacancies on the Board of Governors or in any committee, which has the authority of the Board;
- B. Amend or repeal bylaws or adopt new bylaws;
- C. Amend or repeal any resolution of the Board of Governors, which by its express terms is not so amendable or repeatable.
- D. Appoint any other committee of the Board of Governors, which by its express terms is not so amendable or repeatable

E. Appoint any other committee of the Board of Governors or the members of these committees.

Section 4. Meeting and action of committees: Meetings and action of committees shall be governed by and held and taken in accordance with the provision of Article IX section (8) of these bylaws concerning meetings of the Board of Governors. With such changes in the context of these bylaws as are necessary substitute committee and its members for the Board of Governors and its members, except for the time for regular meetings of committees may be determined either by resolution of the Board of Governors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Governors. Notice of special meetings of committees shall also be given to any and alternate members who shall have the right to attend all meeting of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with corporate records. The Board of Governors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws

Section 3. Committees of Board of Governors: The Board of Governors may, by resolution adopted by a majority of the Board of Governors then in office, designate one or more committees each consisting of one (1) or more Boards to serve at the pleasure of the Boards of Governors. Any committee to the extent provided in the resolution of the Board shall have all the authority of the Boards except that no committee, regardless for Board resolution, may: A. Take any final action on matters which under the Nonprofit Corporation Law of California also requires members approval or approval of majority of all the members. Fill vacancies on the Board of Governors or in any committee, which has the authority of the Board; B. Amend or repeal bylaws or adopt new bylaws; C. Amend or repeal any resolution of the Board of Governors, which by its express terms is not so amendable or repeatable. D. Appoint any other committee of the Board of Governors, which by its express terms is not so amendable or repeatable. E. Appoint any other committee of the Board of Governors or the members of these committees.

Section 4. Meeting and action of committees: Meetings and action of committees shall be governed by and held and taken in accordance with the provision of Article IX section (8) of these bylaws concerning meetings of the Board of Governors. With such changes in the context of these bylaws as are necessary substitute committee and its members for the Board of Governors and its members, except for the time for regular meetings of committees may be determined either by resolution of the Board of Governors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Governors. Notice of special meetings of committees shall also be given to any and alternate members who shall have the right to attend all meeting of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with corporate records. The Board of Governors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## ARTICLE XII ADMINISTRATIVE OFFICERS

### Section 1. Administrative Officers:

The administrative officers of the corporation shall consist of a President, a Secretary, and a Treasurer. The corporation may also have at the discretion of the Board of Governors, one (1) or more Vice President, one (1) or more Assistant Treasurers and such other officers as may be appointed in accordance with the provision of section three (3) of this article. Any administrative

officer shall not hold more than one (1) office concurrently, including the office of the Board of Governors.

Section 2. Eligibility and qualification of officers:

A. The President. Any Trinity Christian headquarters member holding an active licensed minister certificate is eligible to serve as the president. Each eligible licensed minister who is to solicit votes for a president position shall send out a campaign or solicitation application and a complete bibliography of such candidate along with two (2) (2x2) color pictures to Trinity Christian Headquarters for consideration. Upon approval of the Board of Governors, the provided campaign information is to be published throughout the local churches at least three (3) months prior to the election date. Otherwise, a denial of eligibility of campaigning notice shall be sent to the candidate in no fewer than seven (7) week days prior to the publication of the current campaign. Without prejudice, decision made by the Board of Governors as whether or not any candidate is allowed to enter the election is final.