

BYLAWS
OF
CALVARY CHAPEL OF WINNEMUCCA, INC.

ARTICLE 1
Offices

The principal name of the Corporation or church is CALVARY CHAPEL OF WINNEMUCCA, INC. For purposes of this document the words church and corporation are synonymous.

The duration of the corporation shall be perpetual and its purpose shall be to serve the community as a Church under the authority of the Lord Jesus Christ and the Corporation may have such offices, either within or without the State of Nevada as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation, required by the law of Nevada is to be maintained in the State of Nevada, may be, but not need be, identical with the principal office in the State of Nevada and the address of the registered office may be changed from time to time by the board of Directors.

ARTICLE 2
Purpose

The purpose of this church shall be: To win men and women to faith in Jesus Christ as Lord and Savior; to increase Christian faithfulness “as good stewards of the manifold grace of God” (1 Pet.4:10); to encourage individual Christians toward attaining “the measure of the stature of the fullness of Christ” (Eph. 4:13); to serve the community in every possible Christian way; to send personnel and Christian influence throughout the world by gifts and prayers for Missions.

ARTICLE 3
Membership

Section 1. The Board of Directors shall be the members of this organization. All affairs of the Church shall be managed, governed, directed and controlled by an ecclesiastical tribunal which shall be the Board of Directors. The Board of Directors shall be the final arbiter of ecclesiastical policy, doctrinal questions, and church discipline, and shall control all church property and make all final decisions regarding the church. The Board of Directors shall make all decisions based on the direction given in the Holy Bible.

ARTICLE 4 Government

Section 1. The governing Board of the Church shall be known as the Board of Directors, and shall consist of no less than three (3) and no more than nine (9) members . The Pastor shall be one of the Board members. All members of the Church Board shall be at least 21 years of age and shall have actively attended the Church for at least ninety (90) days prior to serving on the Church Board.

Section 2. Their Qualifications: (1Timothy 3:1-7, Titus 1:5-9)

1. A board member and elder shall be a person of high moral character, a one-woman man, temperate, prudent, respectable, not self-willed, just, devout, not covetous.

2. A board member and elder shall be a man who rules his household well and whose children follow his example.

3. A board member and elder shall be a person who handles himself uprightly among others, not a drunkard, not a striker, gentle, nor contentious, hospitable, a lover of good, and of good reputation in the world.

4. A board member and elder shall be 21 years of age or older and an active member of the church for ninety (90) days prior to serving on the Church Board.

5. A board member must meet these character qualifications same as an elder, but need not be considered an elder, or apt to teach. A board member need not be an elder, and an elder need not be a board member.

Section 3. Each member of the Board of Directors shall serve a two (2) year term except the Pastor and then the term shall end unless the Board of Directors and the retiring director agree to extend that term. Any Board member may resign by giving a formal resignation to the Board. A Board member may be removed from office with or without cause by the vote of a majority of the remaining Board members. If any Board member misses two or more Board meetings during a calendar year, he may be removed by a two-thirds vote of the remaining Church Board members.

Section 4. A simple majority of the Board of Directors shall constitute a quorum of the church Board, and a quorum shall be required for any action unless a higher percentage is required elsewhere in the Bylaws.

Section 5. Meetings of the Church Board shall be held at least annually at a time and place to be determined by a majority of the Board. Special meetings may be called by the Pastor or any one (1) member of the Church Board.

Section 6. The Church Board members, except the Pastor, shall be nominated by the Pastor, and

appointed by the Church Board by majority vote.

Section 7. Vacancies on the Church Board shall be filled by the remaining church board members until the vacancy is filled. The pastor shall nominate a candidate to fill said vacancy. If the pastor is unable or unwilling to fill the vacancy, the Board may do so by a majority vote upon nomination. All votes for board members shall be determined by secret ballot.

ARTICLE 5

Duties Of The Pastor and Officers of the Church

Section 1. Duties of the Pastor.

The Pastor shall be an ordained minister of good reputation, conservative in theology and willing to serve a non-denominational church without attempting to promote any denominational interest. The pastor shall have the general supervision of the entire program of the Church and shall perform all necessary duties relating to such supervision. The Pastor shall have charge of all Church services.

Section 2. Duties of the President of The Corporation:

A. The Senior Pastor shall be a member of the Church Board and shall be the President of said Board. The Senior Pastor will be the executive officer of the Corporation, and shall in general supervise and control all of the business and affairs of the Corporation.

B. The President shall preside at all Church Board meetings.

C. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where such signing shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. However, all transactions involving real estate and amounts in excess of an amount to be determined by the Board shall require a minimum of three-fourths (3/4) vote of the entire board of Directors.

D. The President shall appoint committees as may be necessary from time to time, and define the duties of such committees.

E. The President shall have full power in the management and affairs of the Corporation. He shall set and establish all policies of the Corporation and other functions or activities by or under the direction of this Corporation, with the advice of the Board of Directors. The President shall have charge and control of all employees and premises of the Corporation. He shall direct all affairs of the Corporation, and in general have full and active charge of the business and affairs thereof.

Section 3. Duties of The Vice President:

In the absence or disability of the President, the Vice President shall perform temporarily all the duties of the President and in so acting shall have all the powers of the President until the board members take action on the vacancy. The Vice President shall have such other powers, perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. Duties Of The Secretary:

The Secretary shall keep accurate records of the procedure and decisions of all business meetings, attend to the correspondence of the church and perform any other necessary duties as the Church directs. If no Secretary is elected, then the Board must delegate to one or more officers the responsibility to prepare and maintain the minutes of the directors meetings and other records and information required to be kept by the Corporation under C.R.S. §7-116-101. The offices of President and Secretary may be held by the same person. If no Secretary is elected or specific delegation made, then the President shall be deemed to have the responsibility to cause said Corporate records to be maintained.

Section 5. Duties Of The Treasurer:

The Treasurer shall be responsible for all monies coming into the church and shall make disbursements in accordance with the annual budget and the special decisions of the church. He shall keep itemized accounts of all income and disbursements and render written statements of same at each regular business meeting of the church. The book of accounts shall be closed at the end of each calendar year and a comprehensive report of income and disbursements shall be presented to the Board of Directors. If no Treasurer is elected or specific delegation made, then the President shall be deemed to have the responsibility to retain such person or persons, on the church staff or otherwise, as necessary to perform the duties of the Treasurer. The office of President and Treasurer may not be held by the same person.

ARTICLE 6.
Auxiliaries

Any organization, group or club whose membership is primarily for a church activity, shall be considered an auxiliary of the church and shall be subject to these bylaws. An auxiliary organization shall exist only in cooperation with the official church board.

ARTICLE 7.
Meetings for Business.

Section 1. The church shall hold the following meetings for business: annual meetings, and special meetings.

Section 2. Special meetings may be called by the Pastor or the President of the Corporation following any regular meeting of the church or at any other convenient time. All Board of Directors shall be given notice of such special meetings at least 48 hours prior to such meetings. Notice shall include a written agenda, date, time and place of the prospective meeting. When the business at hand concerns the buying or selling of church property, or the filling of an elective office, notice of such meeting shall be made to the Board of Directors for at least two weeks prior to the date of the meeting. Delivery of notice may be by mail, fax, e-mail or in person.

Section 3. No business shall be conducted without a quorum consisting of fifty-one percent (51%) of the Board of Directors. A majority vote of those present shall be required to transact all business except as stated elsewhere in these Bylaws.

ARTICLE 8.

Place of Meetings; Meetings by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of Nevada that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of Nevada that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 8, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all of the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present at such meeting.

ARTICLE 9.

Ministerial Staff

Section 1. All salaries and benefit packages for any ministers or employees of the church shall be determined and regularly reviewed by the Board of Directors. The Church shall also defray the costs of sending the Pastor to out of town conferences and conventions attended for the Church.

Section 2. Pastoral Termination.

- A. Resignation. The Pastor may resign his office as Pastor (President) by giving written notice to the Board of Directors.
- B. Termination. For the purpose of potential termination of the Senior Pastor for moral, ethical, doctrinal or other reasons, any two (2) Board Directors may call a joint meeting to evaluate with the entire Board the possible reason or reasons for termination. This must be done in accordance with Matthew 18:15-17, I Timothy 5:19-21, and Galations 6:1. The meeting shall be in accordance with the procedure

outlined for calling special meetings. A three-fourths (3/4) vote of the Board of Directors is necessary to terminate the Senior Pastor's employment with the Church. The Senior Pastor shall abstain from the vote when his position is in question. If the Senior pastor accepts the vote, then a written statement of his resignation shall be appended to the minutes, and the decision will be final. The resignation will then be presented to the church in a special meeting.

The Senior Pastor may challenge the board's decision, and request an impartial hearing by a group of his peers. Peers are Senior Pastors ordained through Calvary Chapel who are not related to the Senior Pastor by birth or marriage, or participating Pastors acceptable to both the board of Directors and the Senior Pastor. A Court of Inquiry will be convened consisting of a minimum of three (3) but not more than five (5) qualified peers. They will meet at an agreed location by the Board and the Pastor. The Court members will pay their own expense and travel arrangements, but the Church will provide room and board at a local hotel or motel.

During the Court of Inquiry, all evidence will be presented by the Board for its decision, including witnesses, and all tangible evidence, etc., and the Senior Pastor may similarly present his case. Such a Court shall last no longer than one (1) week. The Court's decision to support the board must be made by a two-thirds (2/3) vote. Anything less than a two-thirds vote will constitute support for the Pastor. The Court's decision will be final and binding. From the time of the Board's vote to remove the Senior Pastor until the final vote of the court of Inquiry, the Senior Pastor will take a leave of absence with pay.

Section 3. Senior Pastor Installation:

In the event of the need to install a new Senior Pastor, the Board of Directors would determine to meet with three (3) Calvary Chapel Regional Overseers as consultants. This may include Regional Overseers who also may serve as Calvary Chapel of Winnemucca Board Members. These Regional Overseers would immediately be placed on the Board of Directors for Calvary Chapel of Winnemucca in addition to its existing Church Board. These additional Board of Directors' vote would become mandatory on motions made on behalf of Calvary Chapel of Winnemucca for the ensuing months or until a new Senior Pastor is installed. In addition, the Board of Directors would install an interim Board Member from the Church Staff, who is already involved in the Board Meetings, such as the Assistant Pastor.

Section 4. Other Staff Members:

The Senior Pastor may appoint, hire and dismiss assistant or associate pastors, administrative staff, church staff or other ministers as needed with Board approval.

ARTICLE 10. Fiscal Matters

Section 1. The fiscal year of the church shall be the regular calendar year unless other dates are

selected by the Corporation's accountant in which case the date so selected shall be noted in the Minutes of the Corporation.

Section 2. The necessary finances for conducting the regular activities of the church will be obtained through a system of, voluntary pledges, gifts and regular offerings.

ARTICLE 11.
Property Rights

Section 1. The title to all real property of the corporation shall be in the name of the corporation and no member or group of members shall have any individual property rights in the assets of the corporation. The title to all real property of the corporation shall be in the name of the corporation and no member or group of members shall have any individual property rights in the assets of the corporation.

Section 2. In the event that the Corporation is dissolved, its net assets shall be distributed to a corporation which is organized exclusively for the religious purposes and which qualified under the regulations as they now exist or as they may be hereafter amended. Upon dissolution of the corporation, net assets shall be transferred to any such non-profit corporation as may be determined by the Board of Directors.

ARTICLE 12.
Rites of Ordination

A. Principle of Ordination: Calvary Chapel of Winnemucca recognizes that only our Sovereign Holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ.

The calling of a minister is not the result of a title, rather the title is a result of His calling. This calling being recognized as from the true and living God.

It is a man's privilege and, specifically, the privilege of the overseers of the true Church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a man's life.

The purpose of this article is to provide for the ordination rights of ministers of the Gospel by Calvary Chapel of Winnemucca.

B. Qualifications:

1. A candidate for ordination must be a "born again" believer in Jesus Christ, as described by our Lord in the third chapter of the Gospel of John.
2. A candidate must believe that there is only one God, who manifests Himself in three persons: God the Father, God the Son, and God the Holy Spirit.

3. A candidate must meet the scriptural requirements for the office of Bishop, as described in the Holy Bible, I Timothy 3:1-7 and Titus 1:6-9.
4. A candidate must believe, and render evidence of his belief, that the Holy Bible is the complete and divinely inspired Word of God and that God has not added, deleted, or altered this work with subsequent writings and revelations.
5. A candidate must have completed four (4) years of Bible study or equivalent as designated by the Board of Directors.
6. A candidate must believe in the objectives of this body and its concepts concerning the work of the Holy Spirit today.
7. A candidate should have evidenced the obvious calling of God upon his life in terms of ministerial experience and report.

C. Procedure for Ordination:

Each person fulfilling the above qualification, upon their proper presentation to the Board of Directors of this body, will receive full consideration for ordination into the Ministry of the Gospel of Jesus Christ by Calvary Chapel of Winnemucca.

The Board may make exceptions to these qualifying standards, wherein the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with His word.

Upon unanimous approval of the Board or Directors, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such a calling and office.

All candidates, approved or otherwise, will be notified of the Board's decision in writing within one week of the final Board action.

The following is the text of the certificate of ordination to be issued to each approved candidate:

CERTIFICATE OF ORDINATION

This is to certify that Pastor _____ is duly ordained by Calvary Chapel of Winnemucca as a minister of the Gospel of Jesus Christ.

He has completed all studies and has met all of the requirements of this body for recognition of such office, further, by rite of ordination this date, he is duly ordained to perform all ministerial functions without limit, as accorded by the laws of the land and in compliance

with the ordinances of God's Holy Church as set forth in the Holy Bible.

We now pray for God's divine blessing and the power of the Holy Spirit upon him.

Given this _____ day of _____, 20__.

President

Secretary

ARTICLE 13.
Articles

Section 1. These Bylaws may be amended, modified or rescinded by a two-thirds (2/3) majority vote of the Board of Directors present at any regular or special meeting for business provided that due notice is given that such action is to be introduced at such meeting. For purposes of this article, due notice shall consist of no less than two weeks, and the submission of the proposed amendment to each Board member at least two weeks prior to said meeting.

Section 2. Proposed amendments to this constitution shall be made by the Board.

ARTICLE 14.
Miscellaneous

Section 1. Execution of Documents:

The Board, serving as Trustee, 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 Church and such authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer, agent or other person shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Inspection of Bylaws:

The Church shall keep in its principal office the original or a copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by all members of the board of Directors at all reasonable times during the office hours.

[Corporate Seal]

President

Date

Secretary

Date