

Legacy International Ministries, Inc.

Bylaws

Established December 15, 2013

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ARTICLE 1: Name and Principal Office

The name of the Corporation is LEGACY INTERNATIONAL MINISTRIES, INC. This Corporation will be further referred to in the Bylaws as the "Church." The Church maintains its principal office at 6859 BECKFORD AVE., RESEDA, CA 91335. The Pastors and Elder Board of the Church shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE 2: Vision, Mission, and Values

2.1 – Our Vision

“For this is good and acceptable in the sight of God our Savior, who desires all men to be saved and to come to the knowledge of the truth. - 1 TIMOTHY 2: 3-4

2.2 – Our Mission

To go and make disciples of all the nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all things the Lord Jesus commanded us. – MATTHEW 28:18-20

2.3 – Our Purpose

Seek and Save the Lost; Disciple and Train the Found; Release and Send the Filled

2.4 – Our Values

These 12 core values are the foundation stones on which the culture of the Church is built and the moral guidelines for all of our internal and external interactions.

a. **WORD OF GOD**

The Bible is the infallible Word of God and the final authority on all things to which it speaks on
2 Timothy 3:16

b. **HOLY SPIRIT**

The Holy Spirit is the manifestation of God that dwells in the believer and empowers them to live a holy life. -Acts 1:8

c. **LOVE**

Love, as defined by the Holy Scriptures, is the motivating force behind all our thoughts, words and actions.
-John 13:34

d. **FAITH**

Faith is our assurance of the promises given to us by God and with it we please Him through demonstrated action. -Hebrews 11:6

e. **PRAYER**

Our constant communication with the LORD that allows us to hear His voice and make our requests.
-Ephesians 6:18

f. **WORSHIP**

A humble soul, submitted will and grateful heart are the greatest expressions of sincere worship. -John 4:24

g. **HOLINESS**

Leading a life that is separate from the things of the world while living in the world is the result of a heart that has learned to fear the LORD. -Leviticus 19:2

h. **FAMILY**

The family is the building block for society and a healthy family makes a healthy individuals, churches and healthy communities. - Mark 3:35

- i. **DISCIPLESHIP**
The mark of a mature disciple of Christ is they have made a disciple. -Matthew 28:19
- j. **GENEROSITY**
Cheerful giving to those in need and to support the local church are pleasing to God and help accomplish His work here on earth. – 2 Corinthians 9:6-7
- k. **DIVERSITY**
We purpose to be a community that embraces and pursues fellowship with all members of the Body of Christ and welcomes all peoples to come and hear the good news of the Gospel. –Acts 17:26
- l. **EVANGELISM**
It is the responsibility of every believer to actively share the Gospel with those in our sphere of influence, regardless of how big or small that may be. -Luke 10:2

ARTICLE 3: Statement of Faith

All Scripture is self-attesting and being Truth, requires our unreserved submission in all areas of life. The infallible Word of God, the sixty-six books of the Old and New Testaments, is a complete and unified witness to God’s redemptive acts, culminating in the incarnation of the Living Word, the Lord Jesus Christ. The Bible, uniquely and fully inspired by the Holy Spirit, is the supreme and final authority on all matters on which it speaks. On this sure foundation, we affirm these additional essentials of our faith:

- a. We believe that there is one true God, eternally existent as Father, Son, and Holy Spirit.
- b. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His vicarious and atoning death, in His bodily resurrection, in His ascension to the right hand of the Father, and in His eminent return.
- c. We believe that (a) salvation is by grace, a free gift of God apart from works, (b) salvation involves repentance, a change of mind in respect to God and thus turning from one’s own way to God’s way, (c) salvation is through personal faith in the Lord Jesus Christ, in Christ alone, (d) all who receive Jesus Christ are regenerated by the Holy Spirit and become the children of God, and (e) true salvation will be manifested by a transformed life.
- d. We believe in full submersion Baptism in water with a whole-hearted belief in Jesus Christ as confirmation of your faith and obedience to the call and command of God.
- e. We believe the Holy Spirit, the third person of the Godhead, has come to glorify Christ and to apply the saving work of Christ to our hearts. He convicts us of sin and draws us to the Savior. Indwelling our hearts, He gives us new life, empowers us, and imparts gifts to us for service. He instructs and guides us into all truth and seals us for the day of redemption.
- f. We believe in the present-day manifestation of all the gifts of the Holy Spirit in the Church, not as man wills but as the Spirit wills.

- g. We believe in the resurrection of both the saved and the lost—of they that are saved unto the resurrection of eternal life and of they that are lost unto the resurrection of eternal condemnation.
- h. We believe in the sanctity of human life from the moment of conception to the time of death. All human life is precious in the sight of God.
- i. We believe that marriage and family are sacred institutions ordained by the Lord God Himself from the very beginning of human creation. Marriage is between one man and one woman forever. Any other definition of marriage is contrary to the clear teachings of the Holy Bible and hence against the expressed will of God.
- j. We believe that unity within the Body of Christ is the will of God and therefore strive for like mindedness, peace and strong relationships with other members of the Body. We believe that peace and unity at the expense of truth is not real unity and therefore hold fast to the essential foundational doctrines clearly taught in the Holy Bible. We also affirm that we must accept those who call on the name of the Lord Jesus and do not deviate from these essentials are members of the Body of Christ and recognize that there are different styles and expressions of worship. All the members of the Body do not look alike nor share the same function yet are called to build the Kingdom in unity and love.
- k. We believe mankind was made in the very image of God, represented in two, and only two, distinct genders, male and female. Each equal in value but differing in role within the family, the church and society as a whole.
- l. We believe that we are made in the very image and likeness of God and that our bodies are the temple of the Holy Spirit. As such our bodies are sacred and should not be voluntarily altered by injecting foreign substances engineered by man that have the potential to impact our bodies natural design and function.

ARTICLE 4: Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control.

ARTICLE 5: Membership

Nothing in this Article 5 shall be construed as limiting the right of the Church to refer to persons associated with it as "Members." No such reference, however, shall constitute any such person a Member within the meaning of California Nonprofit Corporation Law. The Church may confer, by amendment of these Bylaws, some or all of the rights of a Member as set forth in the California Nonprofit Corporation Law upon any such person or persons. Reference in the Bylaws to "Members" are not references to such associated persons.

5.1 – General

a. We acknowledge all Christ followers as members of the Body of Christ and as such extend to them the hand of fellowship and encourage community between all churches who hold fast to the essential Biblical standards as set forth by the statement of faith found in Article 3 in both word and practice.

b. Membership in the Church shall consist of all persons who have met the requirements for membership as specified herein.

5.2 – Requirements for Membership

1. Members shall confess faith in Jesus Christ as both Lord and Savior.

2. Members shall be baptized by immersion as commanded by the scriptures.

3. Members shall complete the Church's Covenant Class.

4. Members shall sign and commit to abide by the Membership Covenant.

5.3 – Responsibilities of Membership

The responsibilities of membership are described in the Membership Covenant.

5.4 – Voting Rights of Membership

Every Member shall have the right to vote on the following matters:

a. Confirmation of Elder nominations (voting by proxy is prohibited)

b. Other actions deemed major and extraordinary by the Pastors and Elders.

5.5 – Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death

2. Transfer of membership to another church

3. Personal request of the Member

4. Dismissal by the Pastors or Elders according to the following conditions:

a. The Member's life and conduct is not in accordance with the Membership Covenant.

b. Procedures for the dismissal of a Member shall be according to Matthew 18:15-17

5.6 – Restoration of Members

At the Pastors and Elders discretion a Restoration Plan may be offered to the dismissed member whereby which the member may be accepted back into the church upon satisfactory completion.

ARTICLE 6: Meetings

6.1 – Public Worship

Meetings for public worship shall be held at such times and places as may be provided for under the direction of the Pastors and Elders.

6.2 – Church Business Meetings

The Pastors and Elders shall have the authority to call a Church business meeting or special meetings as needed.

6.3 – Notice Requirements for Membership Meetings

6.3.1 – General Requirements

Whenever Members are required or permitted to take any action at a meeting, notice shall be given to Members no less than two (2) weeks prior to a meeting. Notification of shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- a. Distribution of written material to the congregation in attendance at a Sunday service
- b. Oral announcement to the congregation at a Sunday service
- c. Electronic distribution to the membership roll

6.3.2 – Notice of Certain Agenda Items.

Approval by the Members of any of the following proposals, other than by unanimous approval by those Members entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- a. Confirming Elder nominations
- b. Any other proposal deemed major or extraordinary by the Pastors and Elders

6.4 – Quorum / Voting

Those Members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business. All items voted upon in any membership meeting require a two-thirds (2/3) majority of the quorum for the item to be approved/passed.

ARTICLE 7: Elders

The overall policy, control, direction and management of the ministry, operations and finances of the Church shall be vested in the Directors and Trustees. For the purposes of church business at LEGACY INTERNATIONAL MINISTRIES, INC., the Elders are designated as the “Trustees” of this corporation and Pastors as the “Directors” as the terms are defined and used in the California Nonprofit Corporation Act and in the Articles of Incorporation. The Directors and Trustees shall have separate roles and responsibilities as set for in the Bylaws, Articles 7 and 8. Whereas certain duties or actions require the consent and agreement of the Directors and Trustees as a whole, the Directors and Trustees shall be referred to collectively as the “Elder Board”.

7.1 – Duties and Powers

The Elders are entrusted with the responsibility of assisting the Pastors in leading the Church from a centralized vantage point. The Elder oversight includes, but is not limited to, counseling, teaching, protecting, leading, disciplining, equipping and caring for the corporate Church body and its individual Members as well as the oversight of finances of the Church. The Elders are also responsible for being obedient to the Scriptures in the doctrine of the Church and appointing new Elders per section 7.4

The three (3) primary roles of the Elders are:

1. Counsel and Oversight to the Church
 - a. Provide counsel to the Senior Pastor
 - b. Establish Policy and Procedure for the church.
 - c. Counseling of Church members.
 - d. Oversight of the spiritual welfare of the Church
 - e. Preserve and promote the Church vision, mission and values
 - f. Oversight of the Church's ministries
2. Shepherding of the Church
 - a. Protection of the Church
 - b. Share a pastoral role with the Senior Pastor (1 Peter 5:2)
 - c. As teachers, they preserve the fundamental truths of the faith (Titus 1:9)
 - d. As mentors, they strive to groom spiritually younger men to replace them so that continuity of quality leadership can be preserved
 - e. Oversee conflict resolution and discipline
 - f. Serve as a liaison to the Church
3. Stewardship of the Church's resources
 - a. Oversight of personnel matters
 - b. Provide financial and budgetary oversight
 - c. Oversight of all church real property including but not limited to buildings, land, vehicles, etc.

7.1.1 – General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Elder Board.

7.1.2 – Specific Powers

Without prejudice to the general powers set forth above, and subject to the same limitations, the Elders shall have the power to:

- a. Recommend or dismiss the Senior Pastor.
- b. Provide financial counsel to the officers, agents, and employees of the church.
- c. Determine the compensation of the Senior Pastor.
- d. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities.
- e. Approve any expenditure not part of the approved annual church budget.

- f. Appoint individuals or teams, inside or outside of the Church, to support the mission or ministry of the Church.
- g. Adopt, amend or repeal the Bylaws, subject to the limits set forth in Article 5.4 on page 4.
- h. Conduct such other duties and activities as deemed necessary by the Church.

7.1.3 – Limitation of Powers

The Elders powers will be limited to the those named in the Article 7.1.2.

7.1.4 – Special Circumstances

In the absence of a Senior Pastor or any Elders, the current Trustees will assume all powers and duties of Elders and will oversee the nomination and confirmation of new Senior Pastor and Elders.

7.2 – Number and Composition of Elders

The authorized number of Elders shall be no less than three (3) and no more than twelve (12), not including the Senior Pastor. The Senior Pastor shall serve as a permanent Elder and shall act as moderator for the Church.

Lay Elders are defined as those Elders who are not in the employ of the Church as a regular part-time or full-time Church Staff member. Vocational Elders are defined as those Elders who are in the employ of the Church as a regular part-time or full-time Church Staff member.

Neither Lay nor Vocational Elders shall receive compensation or salaries for their service as Elders. A Vocational Elder shall neither vote on nor determine his own personal salary or benefits. With the exception of the Senior Pastor, no Vocational Elder can vote on or determine the salary or benefits of any other Vocational Elder.

The Elder board will maintain a simple majority of Lay Elders. If for any reason the composition of the Elder body does not consist of a simple majority of Lay Elders or is less than three (3) not including the Senior Pastor, then the Elders will begin the process outlined in Article 7.4 below to restore the required composition.

7.3 – Qualification

The minimum qualifications for Elders shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9, including without limitation the requirement that Elders be men. Other qualifications shall include, but not be limited to, the following:

- a) He has completed all membership requirements as stated in Article 5.2.
- b) He displays a love for our Church and is actively and humbly serving the Church
- c) He reflects the values of the Church
- d) He has been a Christian walking in obedience for at least seven (7) years
- e) He has been a Member for at least two (2) years
- f) If he is married, his wife must also be a Member of the Church and meet the qualifications as set forth in 1 Timothy 3:11 and Titus 2: 3-5.
- g) He and his family serve as an example to the church in godly order as set forth in Colossians 3: 18-21 and 1 Peter 5: 1-4.

7.3.1 – Amendments to Qualifications

The Elders reserve the right to interpret and amend existing requirements and may establish or exclude requirements listed in Article 7.3. at their discretion with a unanimous vote.

7.4 – Selection and Term

The Elder Board shall have authority to nominate new Elders by a passing vote of the Elder body as defined in Article 7.6.1 on page 8. The Elders shall carry out the application process as outlined in the LEGACY FAMILY CHURCH Pastor and Elder Application Packet. The Elders may also receive recommendations for Elder candidates from Church Members.

The proposed nomination of any Elder candidate shall be communicated to the Church at least twenty-one (21) days in advance and Church Members shall have an opportunity to submit questions, comments and concerns, which will be considered by the Elder Board.

The Church Members will confirm the nomination of Elder candidates during a membership meeting with an affirmative vote with two-thirds (2/3) majority.

If the Elder Board determines that an Elder needs an extended leave of absence because of a legitimate need (e.g. illness or tragedy), then that Elder may transition to being an active but non-voting Elder for a set period of time determined by the Elder body.

To resign from the Elder Board, an Elder shall notify, in writing, the Elder Board. The Elder Board shall then determine the most fruitful and edifying way to notify the Church Members. A vacancy in the Elder body because of death, resignation, removal or any other cause shall be filled only in the manners prescribed in these Bylaws. Such vacancies may be filled as they occur through the Elder selection process defined above.

7.5 – Removal

Any Elder may be removed from the office of Elder for valid cause. Discipline of Elders must be consistent with the standards set forth in Article 9 on page 13. The Elder body will determine the specific procedure for removal of an Elder. This procedure may be altered, amended, repealed or restated by a resolution of the Elders. The Elders shall have the sole authority to remove an Elder.

A written notice of the proposed removal of any Elder shall be given to such Elder at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself. The Elder shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elders. The Elder under consideration for removal shall not have voting rights while such removal is considered.

7.6 – Elder Board Meetings

Regular or special meetings of the Elders 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 Elders. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Elders may be held at any place consented to in writing by all of the Elders, either before or after the meeting. If such 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, as long as all Elders participating in the meeting can hear one another. All such Elders shall be deemed to be present in person at such meeting.

7.6.1 – Definition of Quorum and Passing Vote

A proper quorum is defined as at least seventy-five percent (75%) of the Elders. A quorum is required for voting matters. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Elders.

A passing vote is a simple majority of the Elders present. Voting by proxy is prohibited.

7.6.2 – Waiver of Notice

The transactions of any meeting of the Elders, 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 Elders not present signs a written waiver of notice, a consent to holding the meeting, or approves 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 the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Elder who attends the meeting without protesting before or at its commencement about the lack of notice.

7.6.3 – Action Without Meeting

Any action required or permitted to be taken by the Elders may be taken without a meeting, if all of the Elders, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Elders. Such written consent or consents shall be filed with the minutes of the proceedings of the Elders.

7.7 – Officers

Officers of the Board shall be Members of the Elder Board unless otherwise agreed upon by the Elder Board. The Officers shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as deemed necessary by the Elders.

7.7.1 – Election

The Officers of the Board shall be elected by a passing vote of the Elders Board and shall serve terms of one (1) year, as long as they remain a member of the Elder Board. Officers may be re-elected.

7.7.2 – Removal of Officers

Any Officer may be removed from office for valid cause. A written notice of proposed removal of any Officer shall be given to such Officer by the Secretary, or by an Elder appointed by the Chairman at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken, in order to ensure that the Officer is given reasonable opportunity to defend himself. The Officer shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elders. The Officer under consideration for removal shall not have voting rights while such removal is considered.

Vacancies in the Officers of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elders as soon as is reasonably possible. Until such time, an Elder may be appointed by the remaining Elders to serve in such a vacancy.

7.7.3 – Duties

(a) Chairman. The Chairman shall perform such duties as are incumbent upon such Officer, including making certain that all orders and resolutions of the Elder Board are carried into effect. The Chairman shall have oversight of the Elder meetings as defined in Article 7.6 on

page 8. The Chairman's duties shall include, without limitation: establishing meetings, setting the agenda and presiding over the meetings.

(b) Vice Chairman. The Vice Chairman shall, in the absence of a duly-appointed Chairman, or in the event of the Chairman's inability or refusal to act, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Elders shall from time to time prescribe.

(c) Secretary. The Secretary shall record or cause to be recorded in a minute book of the Church minutes of all meetings of the Elders and all votes taken at such meetings. He shall have charge of the official records and seal of the Church, and he shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Elders or the Chairman, under whose supervision the Secretary shall be.

(d) Treasurer. The Treasurer shall serve as the overseer of the financial operations of the Church including but not limited to : manage approved church budget for all campuses; act as signer on all banking accounts; provide reporting to the President and Elder Board; oversee fixed expenses; provide oversight and support for Executive Pastors; work direct with CPA to maintain accurate accounting and reports; analyze trends and make recommendations to ensure fiscal health..

ARTICLE 8: Senior Pastor

8.1 – Duties and Powers

The Senior Pastor is entrusted with the governance of the Church, leading the Church from a centralized vantage point. The Senior Pastor shall serve as President and Chief Executive Officer “CEO” of the Non-Profit. The Senior Pastor's oversight includes, but is not limited to, teaching, protecting, leading, disciplining, equipping and caring for the corporate Church body and its individual Members as well as the oversight of all ministry, operations and finances of the Church. The Senior Pastor is also responsible for being obedient to the Scriptures in the doctrine of the Church, establishing the overall vision of the Church and hiring church staff.

The three (3) primary roles of the Senior Pastor are:

1. Doctrine of the Church
 - a. General oversight and direction
 - b. Evaluate, study, and teach doctrinal issues
 - c. Oversight of the spiritual welfare of the Church
 - d. Preserve and promote the Church vision, mission and values
 - e. Oversight of the Church's ministries
2. Shepherding of the Church
 - a. Protection of the Church
 - b. As teachers, they preserve the fundamental truths of the faith (Titus 1:9)
 - c. As mentors, they strive to groom spiritually younger men to replace them so that continuity of quality leadership can be preserved.
 - d. Oversee conflict resolution and discipline

3. Stewardship of the Church's resources
 - a. Oversight of personnel matters
 - b. Provide financial and budgetary oversight
 - c. Act as signatory on behalf of Legacy International Ministries, Inc. for loans, accounts, leases and any other contracts.
 - d. Act as Directors on legal issues
 - e. Oversee facility management

8.1.1 – General Corporate Powers

As President and CEO, the Senior Pastor is subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Elder Board.

8.1.2 – Specific Powers

Without prejudice to the general powers set forth above, and subject to the same limitations, the Senior Pastor shall have the power to:

- a. Hire and terminate employees of the Church, including officers, staff and employees as defined in Article 9.1.
- b. Change the principal executive office or the principal business office of the Church in the State of California from one location to another, and designate any place within or outside the State of California for the holding of any meeting or meetings of the Trustees.
- c. Adopt, make and use a corporate seal and alter the form of the seal.
- d. Exercise all other powers conferred by the California Nonprofit Religious Corporation Law or other applicable laws.
- e. Provide financial counsel to the officers, agents, and employees of the church.
- f. Determine the compensation of the Church staff, except where the salary of the Senior Pastor is considered.
- g. Appoint individuals or teams, inside or outside of the Church, to support the mission or ministry of the Church.
- h. Adopt, amend or repeal the Bylaws, subject to the limits set forth in Article 5.4 on page 4.
- i. Conduct such other duties and activities as deemed necessary by the Church.

8.1.3 – Limitation of Powers

The Senior Pastor's powers will be limited to the those named in the Article 8.1.2.

8.2 – Number and Composition of Senior Pastors

The authorized number of Senior Pastors shall be one (1).

8.3 – Qualification

The minimum qualifications for the Senior Pastor shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9, including without limitation the requirement that the Senior Pastor be a man. Other qualifications shall include, but not be limited to, the following:

- a) He has completed all membership requirements as stated in Article 5.2 on page 3.
- b) He displays a love for our Church and is actively and humbly serving the Church
- c) He reflects the values of the Church
- d) He has been a Christian walking in obedience for at least seven (7) years
- e) If he is married, his wife must also be a Member of the Church

The Elder Board may establish requirements in addition to those listed in Article 8.3.

8.4 – Selection

The Elder Board shall have authority to nominate a new Senior Pastor by a passing vote of the Elder Board as defined in Article 7.6.1 on page 8. The nominee shall carry out the application process as outlined in the LEGACY FAMILY CHURCH Pastor and Elder Application Packet.

The proposed nomination of a Senior Pastor candidate shall be communicated to the Church at least twenty-one (21) days in advance and Church Members shall have an opportunity to submit questions, comments and concerns, which will be considered by the Elder Board.

8.5 – Removal

A Senior Pastor may be removed from office for valid cause. Discipline of the Senior Pastor must be consistent with the standards set forth in Article 10 on page 15. The Elder Board will determine the specific procedure for removal of the Senior Pastor. This procedure may be altered, amended, repealed or restated by a resolution of the Elder Board. The Elder Board shall have the sole authority to remove a Senior Pastor.

A written notice of the proposed removal of the Senior Pastor shall be given to such Senior Pastor at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken to ensure that the Senior Pastor is given a reasonable opportunity to defend himself. The Senior Pastor shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elder Board. The Senior Pastor under consideration for removal shall not have voting rights while such removal is considered.

Article 9: Staff, Employees, and Deacons

9.1 – Church Staff and Employees

Church staff are designated as those that are employed whether full-time or part-time by the church or serve in the capacity of Corporate Officers (Chief Executive Officer, Chief Operating Officer or Chief Financial Officer).

9.1.1 – Hiring

All Church staff shall be hired by and serve under the authority of the Senior Pastor.

9.1.2 – Qualifications

The minimum qualifications for all officers and staff shall include, but not be limited to, the following:

- a) Has completed all membership requirements as stated in Article 5.2

- b) Displays a love for our Church and is actively and humbly serving and regularly attending the Church.
- c) Reflects the values of the Church

9.1.3 – Additional Corporate Officer Qualifications

In addition to the minimum qualifications all officers the Church (Chief Executive Officer, Chief Operating Officer and Chief Financial Officer) will be held to the standards established for Elders as set forth in Article 7.3

9.1.4 – Removal of Church Staff and Employees

The Senior Pastor may dismiss any person employed by the Church, with or without cause, at any regular or special meeting of the Elder Board. All Church staff shall serve at the discretion of the Senior Pastor, subject to the rights, if any, of an employee under any contract of employment.

9.1.5 – Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

9.2 – Deacons

9.2.1 – Number

The Elders shall appoint and determine the number of Deacons required to meet permanent and short-term needs of the Church.

9.2.2 – Qualifications and Definition

Deacons may be men who meet the qualifications as specified in I Timothy 3:8-13.

9.2.3 – Election Term

Terms will be determined at the discretion of the Elder Board.

9.2.4 – Responsibility

The responsibility of the Deacons is not explicit within the biblical text. The overall responsibility of the diaconate is to assist the Pastors and Elders in their service and equipping functions. Deacons shall assist, organize, and create schedules for teams where appropriate in the following areas including but not limited to:

- a) Ministering to single parents and widows
- b) Coordinating visitation at hospitals, funerals, etc.
- c) Maintenance and upkeep of the facility
- d) Oversight of auxiliary ministries (Men's, Women's, Children's, Singles and other such ministries as deemed necessary by the Pastors and Elders.
- e) Oversight of worship service hospitality teams

9.2.5 – Vacancies

If a Deacon is removed from service, either voluntarily or involuntarily, the appointment of a successor Deacon is under the sole authority and discretion of the Elder Board.

9.2.6 – Appointments and Confirmation

The Elder Board shall have the sole authority to appoint Deacons. Confirmation of Deacons will be at the final discretion of the Elder Board and requires a passing vote.

9.2.7 – Removal of Deacons

Any Deacon may be removed from office for valid cause. A written notice of proposed removal of any Deacon shall be given to the Deacon at least ten (7) days prior to the meeting at which an action to affect such removal is to be taken to ensure that the Deacon is given a reasonable opportunity for defense. The Elder Board reserves the right to implement immediate suspension or expulsion of a Deacon in the event that just cause is found for said action. The Deacon shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his or her removal. The removal of a Deacon requires a passing vote of the Elder Board.

Vacancies in the Deacons of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elders at their discretion in accordance with Article 8.2.5 above.

ARTICLE 10: Church Discipline

Church discipline is a necessary mark of a healthy church and shall be applied in cases of sexual misconduct, gossip, divisiveness, dishonesty, pride and various other expressions of sin. In accordance with the biblical pattern generally outlined in Matthew 18:15-17, a person who evidences such sin will be confronted in an initial one-on-one meeting, followed by escalating engagement by ministerial and pastoral staff and Elders.

Where the steps of discipline are exhausted in cases of unrepentant and/or habitual sin, the Elders will consider removing a member or attendee with the hope of eventual reconciliation and restoration. This removal may or may not include a prohibition to attend Church services and events, depending on the circumstances. In addition, it might include public disclosure of removal from membership and the circumstances leading to this decision to the corporate membership of the Church. At the Pastors and Elders discretion a Restoration Plan may be offered to the dismissed member or attendee whereby which the member may be accepted back into the church upon satisfactory completion.

ARTICLE 11: Indemnification of Elders, Officers, Employees and Other Agents

11.1 – Definitions

For the purpose of this Article:

- a) **Agent.** "Agent" means any person who is or was a Pastor, Elder, director, officer, employee, or other agent of the Church, or is or was serving at the request of the Church as a Pastor, Elder, director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Pastor, Elder, director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Church or of another enterprise at the request of such predecessor corporation;
- b) **Proceeding.** "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;
- c) **Expenses.** "Expenses" include, without limitation, all attorneys' fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason

of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under Article 11.

11.2 – Successful Defense by Agent

To the extent that an agent of the Church has been successful on the merits in the defense of any proceeding referred to in Article 11, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Article 11.3 through 11.5 shall determine whether the agent is entitled to indemnification.

11.3 – Actions Brought by Persons Other than the Church

Subject to the required findings to be made pursuant to Article 11.5 below, the Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of, the Church, to procure judgment on its favor, an action brought under the California Nonprofit Religious Corporation Law, or an action by the Attorney General, by reason of the fact that such person is or was an agent of the Church, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

11.4 – Action Brought by or on Behalf of the Church

1. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
2. Threatened Pending or Completed Actions Against Agent. The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the Church, or brought pursuant to the California Nonprofit Religious Corporation Law, or brought by the Attorney General, to procure a judgment in its favor, by reason of the fact that the person is or was an agent of the Church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both of the following are met:
 - a) The determination of good faith conduct required by Article 11.5 below, must be made in the manner provided for in that section; and
 - b) Where the agent has actually been adjudged liable to the Church in the performance of such person's duty to the Church, unless and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

11.5 – Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Article 11.3 and 11.4 is conditioned on the following:

1. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The

termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Church or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

2. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Article 11.5 above shall be made by:
 - a) The Elders by a majority vote of a quorum consisting of Elders who are not parties to the proceeding; or
 - b) Approval of the Members, with the persons to be indemnified not being entitled to vote thereon; or
 - c) The court in which the proceeding is or was pending. Such determination may be made on application brought by the Church or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the Church.

11.6 – Limitations

No indemnification or advance shall be made under this Article, except as provided in Article 11.2 or 11.5, in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.7 – Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in Article 11.

11.8 – Insurance

The Pastors and Elders may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent under Corporations Code Section 9246; provided, however, that the Church shall have no power to purchase and maintain such insurance to indemnify any agent of the Church for violation of Corporations Code Section 9243.

ARTICLE 12: Church Disruptions

Any person deemed by the Elder Board or member of the Church Staff, to pose an immediate physical or psychological threat to any person or to the Church, or to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church, shall be considered a trespasser on Church property and may be ejected summarily. No Elder or member of the Church Staff shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

ARTICLE 13: Records and Reports

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records)
2. Written minutes of the proceedings of its Pastors, members and Elders
3. A record of the members of the Church, setting forth the members' names and addresses
4. Contribution statements for contributors

All such records shall be kept at the Church's principal office.

ARTICLE 14: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

ARTICLE 15: Nonprofit Status

The Church is a registered non-profit religious corporation under the laws of the state of California. Federal tax exemption is granted under Internal Revenue Code 508(c)(1a).

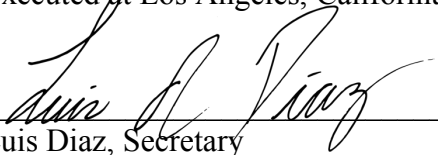
ARTICLE 16: Amendments to the Bylaws

Subject to the provision of the California Nonprofit Religious Corporation Law, and excepting those alterations included under Article 5.4 on page 4, "Voting Rights of Membership," these Bylaws or any provision contained herein may be altered, amended, repealed or restated, and new Bylaws adopted, by a passing vote of the Elder Board body as defined in Article 7.6.1. Such vote shall take place at any special or regular Elder Board meeting duly noticed. "Duly noticed" is defined as a twenty-four (24) hour pre-notification via email or other communication means.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of LEGACY INTERNATIONAL MINISTRIES, INC. a California Nonprofit Religious Corporation, and that the Bylaws, consisting of sixteen (17) pages, are the Bylaws of this Church as adopted by a vote of the Elder Board of the Church on November 19th, 2021.

Executed at Los Angeles, California, this 19th day of November, 2023.


Luis Diaz, Secretary