

What are the 1986 WCG Bylaws?

By MB

You may have read in the December 23, 1997 *Worldwide News* that a team in Pasadena is revising the governance procedures, centrally focusing on statements in the yet to be revoked 1986 Bylaws. The types of reforms expected in 1998 and the next few years will likely follow along the lines of ideas circulated under [this website's Government section](#). Since these ideas have already been stated in other places, I have decided to not pick apart the dozens of problems with this document (an exercise for the reader).

This webpage contains the specific language of the bylaws adopted in 1986 -- these details can be used as a reference point to compare with what WCG rolls out in 1998.

Someone asked me why these bylaws were reasserted in 1986 but not in 1995 (at the death of Joseph W. Tkach). I believe this 1986 signing was largely to assert who would legally be the official Pastor General.

BYLAWS OF THE CHURCH OF GOD (a/k/a WORLDWIDE CHURCH OF GOD) AN UNINCORPORATED ASSOCIATION

1.1 "Church" shall mean and include the Church of God, a/k/a Worldwide Church of God, an unincorporated association.

1.2 "Church Authority" shall mean and include the power and authority vested in the Pastor General and his duly authorized delegates, and in the event that either of the conditions occur set forth in sections 5.4 and 5.5 of Article V of the Articles of Association (or any corresponding renumbered section or article), then it shall mean and include the Advisory Council of Elders and their duly authorized delegates.

1.3 "Church Law" shall mean and include the Church's Articles of Association, bylaws, resolutions, and its ecclesiastical doctrines, Determinations, tenets, rules, customs and teachings, all as they are now in force or may hereafter be adopted, amended or repealed, with or without notice, by the Church Authority.

1.4 "Ecclesiastical Determination" shall mean and include a decision that requires spiritual discernment. Such decision shall be within the sole and subjective discretion of the Church Authority, shall be conclusive and final, subject to review by the Church Authority, and shall not require oral or written evidence as to its basis.

ARTICLE II -- Offices

2.1 The principal Office and other offices of the Church, for the transaction of its ecclesiastical and temporal activities, shall be designated by the Church Authority as they deem advisable according to circumstances.

ARTICLE III - Members

The Classes of Members

3.1 Associational Members. The Association as an entity shall have one class of members. The only members of the Association shall be the Pastor General and the Advisory Council of Elders as it shall from time to time be constituted.

3.2 Church Members. Distinct from the Association as a legal entity, Church Members shall be members of the spiritual body of Jesus Christ, as defined biblically in I Corinthians 12:12-28, Romans 8:9 and Ephesians 4:4-16. In accordance with the biblical example, Church Members shall have no voting rights. Neither shall they have any authority or power over or regarding the ecclesiastical or temporal affairs of the Church, except as authorized by the Church Authority. The privileges of each Church Member shall be determined by the Church Authority. All Church Members consent and agree to be under the Church Authority and to be bound and abide by the Church Laws.

3.3 Co-workers. Distinct from the Association as a legal entity, Co-workers shall be affiliated with the spiritual body of Jesus Christ as defined biblically in Matthew 6:21. In Accordance with the biblical example, Co-workers shall have no voting rights. Neither shall they have any authority or power over or regarding the ecclesiastical or temporal affairs of the Church. The privileges of each Co-worker shall be as determined by the Church Authority.

Qualifications of Members

3.4 Associational Members. Only the Pastor General and the duly appointed members of the Advisory Council of Elders shall constitute and qualify as Associational Members.

3.5 Church Members. According to the teaching of the Bible a person does not "join" the Church in the usual sense of the word. The qualifications for a person to become a Church Member in the spiritual body of Jesus Christ are a calling from God; true repentance; baptism and the laying on of hands under the authority of a duly authorized minister, and the receiving of God's Holy Spirit.

3.6 Co-workers. The qualifications for a person to become a Co-worker shall be by voluntary affiliation with the Church by financial and moral support.

Determination of Membership Status

3.7 The Church Authority shall be the sole source to make the Ecclesiastical Determination whether or not a person is an Associational Member, Church Member or a Co-worker, or other status in relationship to the Church.

Suspension, Disfellowshipping and Reinstatement

3.8 Membership as an Associational Member, Church Member or a Co-worker shall terminate automatically upon death, being disfellowshipped or upon written resignation.

3.9 The Church Authority shall be the sole source to make the Ecclesiastical Determination whether or not to suspend, disfellowship and reinstate an Associational Member, Church Member or a Co-worker.

3.10 Neither non-ministerial Church Members nor Co-workers, individually or collectively, shall have any authority to suspend, disfellowship or reinstate.

Grounds for Suspension, Disfellowshipping and Reinstatement

3.11 As the basis and reasons for suspending, disfellowshipping or reinstating are spiritual in nature, and in many cases may consist solely of subjective attitudes unaccompanied by even words or acts, and therefore ascertainable only by spiritual discernment, the determination to suspend, disfellowship, reinstate or refuse to reinstate, shall be an Ecclesiastical Determination.

3.12 Without limitation upon the generality of the foregoing, the Church Authority may suspend, disfellowship or refuse to reinstate for fomenting strife or division; for continuing in the breaking of any of the commandments of God; persisting in a spirit of opposition, competition, or dissension; disloyalty to the Church, its mission, work or any of its institutions; or for any other act or attitude deemed contrary to Scripture, or in any manner whatsoever detrimental or threatening to the spiritual unity of the congregation or the spiritual welfare and growth of any of its individual members or prospective members.

3.13 The Church Authority, or the person authorized by them, may "mark" a disfellowshipped Church Member when they determine it is to be necessary. Such determination shall be an Ecclesiastical Determination.

Procedure for Suspension, Disfellowshipping and Reinstatement

3.14 When the person authorized by Church Authority concludes that a Church Member should be suspended, disfellowshipped, reinstated, or not reinstated, he should so inform the Church Member. He may do so orally or in writing, as he, within his sole discretion may elect. He may inform the Church Member of the basic reason, or reasons, in general terms, but shall not be required to delineate any of the evidence or information upon which his decision is based. The authorized person shall delineate the evidence or information upon which his decision is based if the same is requested by the Church Authority.

3.15 The suspended or disfellowshipped Church Member, or Church Member who has been refused reinstatement, may appeal within 15 days from the date he is informed of being suspended, disfellowshipped, or his reinstatement refused. He may do so by submitting, in writing, his reasons as to why he feels he should not be suspended, disfellowshipped, or his reinstatement refused and forwarding the same to the Church Authority by registered or certified mail, return receipt requested. Should said suspended or disfellowshipped Church Member, or Church Member whose reinstatement has been refused, for any reason not so appeal, the authorized person's decision shall be deemed conclusive and final.

3.16 In the event of such appeal, the Church Authority, when time permits, shall designate a person or persons to establish any necessary rules and procedures and decide the appeal. Such decision shall be an Ecclesiastical Determination.

3.17 The decision of the authorized person shall be deemed correct and shall remain in full force and effect unless reversed on appeal.

Membership Records

3.18 The records of the Church regarding the status of any Associational Member, Church Member or Co-worker shall be conclusive and final as to such fact, subject to an Ecclesiastical Determination by the Church Authority that such records are true and correct.

Transferability

3.19 All memberships are non-transferable and non-assignable.

Property Rights

3.20 Associational Members, Church Members and Co-workers shall have no vested property right, title or interest, legal or equitable, in or to any Church assets, real, personal, intangible or mixed. An exception to the foregoing, is that Associational Members may receive and hold title to Church assets in a capacity as trustee for the benefit of the Church or its affiliated or subordinate organizations.

3.21 Any privilege or permission of a Church Member or Co-worker to enter upon or use the Church assets shall be revocable at any time, with or without cause or notice, and such privilege or permission shall be revoked and terminated automatically upon the death, suspension or disfellowshipping of such Church Member or Co-worker.

ARTICLE IV - Church Records

4.1 Church books, documents and records shall be deemed absolutely confidential and secret, and no person shall have any right of access to or utilization of said information unless authorized or subsequently approved by an Ecclesiastical Determination of the church Authority.

ARTICLE V - Advisory Council of Elders

Numbers and Qualifications

5.1 The number of members of the Advisory Council of Elders shall vary, from time to time, as appointed or removed by the Pastor General. Each member of the Advisory Council of Elders must be a Church Member at the time of his appointment and shall remain such during his term in office.

Terms of Office

5.2 The Pastor General shall be Chairman and a member of the Advisory Council of Elders for life. Members of the Advisory Council of Elders shall serve until they are removed.

Appointment and Removal

5.3 The Pastor General shall be vested with the unilateral and sole power and authority to appoint and remove any single member from the Advisory Council of Elders, or the entire Advisory Council of Elders, at any time, with or without notice or cause. In order to prevent a fraud upon the Pastor General, the Advisory Council of Elders or the Church, the appointment or removal of any member of, or the entire Advisory Council of Elders must be (1) upon the unambiguous oral or written statement of the Pastor General, which statement, if oral, is made in the presence of at least two members of the Advisory Council of Elders, which two members subsequently reduce such event to writing and affirm to the same as having taken place, or (2) the Pastor General shall have made such appointment or removal during a meeting of the Advisory Council of Elders and such event is recorded in the Minutes of the meeting.

Place of Meetings

5.4 All meetings may be held within or without the State and in such locations as the Pastor General shall designate.

Call and Notice of Meetings

5.5 Only the Pastor General shall be empowered to call meetings. He may call a meeting at any time, upon oral communication, without advance notice.

Definitions applicable to Advisory Council of Elders

5.6 "Inability . . . to govern" as used herein and in Section 5.5 of the Articles of Association of the Church, shall mean:

5.6.1 The unambiguous oral or written statement by the Pastor General that he is subject to an "inability to govern," which statement is made in the presence of four members of the Advisory Council of Elders, which four members subsequently reduce such event to writing and affirm to the same as having taken place, or

5.6.2 A court of competent jurisdiction entering an order that it is necessary to appoint either a temporary or permanent conservator or guardian, of either the estate or person, or both, of the Pastor General, or

5.6.3 The total physical or mental incapacity of the Pastor General, or

5.6.4 A court of competent jurisdiction enters an order purporting to divest the Pastor General of governance over the Church or any of its affiliated or subordinate organizations, or

5.6.5 The total physical restraint of the Pastor General.

5.6.6 In addition to any one or more of the foregoing, it shall be necessary that the Advisory Council of Elders unanimously

conclude that the Pastor General is, in their opinion, in fact subject to an inability to govern.

5.7 "Terminated" as used herein, and in Section 5.5 of the Articles of Association of the Church, without limitation shall mean:

5.7.1 In regard to any inability to govern as a result of Section 5.6.1 of the Bylaws, an unambiguous oral or written statement by the Pastor General that he is no longer subject to an inability to govern, which statement is made in the presence of three members of the Advisory Council of Elders, which three members subsequently reduce such an event to writing and affirm to the same as having taken place.

5.7.2 In regard to any inability to govern as a result of Section 5.6.2 of these Bylaws, a court of competent jurisdiction staying, vacating, reversing or otherwise dissolving the court order appointing either a temporary or permanent conservator, of either the estate or person, or both, of the Pastor General.

5.7.3 In regard to any inability to govern as the result of Section 5.6.3 of the Bylaws, the total physical or mental incapacity of the Pastor General ceasing to exist.

5.7.4 In regard to any inability to govern as a result of Section 5.6.4 of these Bylaws, a court of competent jurisdiction entering an order reversing, vacating or otherwise dissolving the order purporting to divest the Pastor General of governance over the Church or any of its affiliated or subordinate organizations.

5.7.5 In regard to any inability to govern as a result of Section 5.6.5 of these Bylaws, the physical restraint of the Pastor General to exist.

ARTICLE VI - Ministers

Nomination, Ordination and Appointment

6.1 The Pastor General shall be vested with the sole power and authority to approve candidates for the ministry. The Pastor General or any ordained minister of the Church authorized to do so by the Church Authority shall be empowered to ordain or appoint a person so approved for the ministry. Upon such ordination an ordination certificate, licensing such person to preach, may be issued. The ownership of said certificate shall remain in the Church.

Classes of Ministers

6.2 The two basic classes of ministers shall be "ordained" and "regular ministers of religion." There shall be different ranks within these classes as designated by the Church Authority.

Qualifications

6.3 To qualify as a minister of the Church, the minister must fulfill the biblical qualifications as determined by the Church Authority, and must be a Church Member and remain such during the term of his ministry.

Suspension and Removal

6.4 The Pastor General shall have the unilateral and sole power and authority to suspend or revoke an ordination or appointment, or to remove a minister from his office or from any particular rank, at any time, with or without cause or notice. Such a decision is an Ecclesiastical Determination.

6.5 In the event such ordination is revoked, the person whose ordination is revoked shall return his ordination certificate forthwith, and he shall no longer hold himself out as a minister of the Church.

ARTICLE VII - Indemnification

7.1 Every person who serves as a director, officer, employee or agent of the Church, its affiliated or subordinate organizations, or their predecessors or successors, may in the discretion of the Church Authority be indemnified and held harmless by the Church from and against any damages that may be imposed on, or incurred by him, in connection with or resulting from any claim, action, suit or proceeding, either civil or criminal, in which he may become a party or otherwise involved because of his being or having been a director, officer, employee or agent of the Church, its affiliated or subordinate organizations, or their predecessors or successors, whether or not he has terminated said relationship when the damages were imposed or incurred.

7.2 The word "damages" shall include without limitation, all reasonable and necessary loss, cost, liability, expense and attorney's fees actually incurred or expended, in defense or settlement of said claim, action, suit, or proceeding, whether civil or criminal, whether only threatened or actually commenced, and all judgments, fines, or penalties levied or rendered against the indemnified person.

7.3 Such costs, expenses and attorney's fees may be advanced by the Church before final disposition of the claim, action, suit or proceeding upon such terms and conditions as the Church Authority shall deem just. Any right of indemnification under this Article shall not affect any other rights to which the indemnified person may otherwise be entitled by law, insurance or contract.

7.4 The Church shall have power to purchase and maintain insurance on behalf of any director, officer, employee or agent of the Church, its affiliated or subordinate organizations, or their predecessors or successors against any liability asserted against or incurred by them in such capacity or arising out of their status as such whether or not the Church would have the power to indemnify them against such liability.

Enacted June 30, 1981

Revised and Executed this 21st day of February, 1986

Joseph W Tkach

Joseph W. Tkach, Pastor
General and Member of

Advisory Council of Elders

We, the undersigned members of the Advisory Council of Elders, hereby state that we have read the foregoing bylaws which were adopted and ratified by us, and agree to be bound by the same.

<p><u>Richard Ames</u> Richard Ames, member of Advisory Council of Elders</p>	<p><u>Dibar K. Apartian</u> Dibar K. Apartian, member of Advisory Council of Elders</p>
<p><u>Dean Blackwell</u> Dean Blackwell, member of Advisory Council of Elders</p>	<p><u>Herman L. Hoeh</u> Herman L. Hoeh, member of Advisory Council of Elders</p>
<p><u>Harold Jackson</u> Harold Jackson, member of Advisory Council of Elders</p>	<p><u>Ellis E. La Ravia</u> Ellis E. La Ravia, member of Advisory Council of Elders</p>
<p><u>Raymond F McNair</u> Raymond F McNair, member of Advisory Council of Elders</p>	<p><u>Roderick C. Meredith</u> Roderick C. Meredith, member of Advisory Council of Elders</p>
<p><u>Leroy Neff</u> Leroy Neff, member of Advisory Council of Elders</p>	<p><u>Richard Rice</u> Richard Rice, member of Advisory Council of Elders</p>
<p><u>Norman Smith</u> Norman Smith, member of Advisory Council of Elders</p>	<p><u>Leon Walker</u> Leon Walker, member of Advisory Council of Elders</p>

Bylaws of the Worldwide Church of God

Members have expressed interest in the **Bylaws of the **Worldwide Church of God**. They are reprinted here.**

By Bernard W. Schnippert

Interest has been expressed in the contents of the **Bylaws** of the **Worldwide Church of God**. Rather than mail out individual copies to people who request them, the **church** has decided to simply publish them in this manner so all members can review them if they so wish.

It is possible that some of the parties who have wished to read the **Bylaws** haven't really understood the purpose of the **Bylaws** or what type of information they contain.

Since a proper understanding of this document requires a little background, Mr. Tkach has asked me to write this brief introduction, and then to write notes about certain provisions of the **Bylaws** (reproduced below) so that people will not be confused by the legal-sounding language they contain.

First of all, the **Bylaws** are **Bylaws** of the **Worldwide Church of God**, a California, non-profit religious corporation. They are different from the Articles of Incorporation, which are on file with the California state government.

The Articles, as opposed to the **Bylaws** found below, set forth various basic matters and information about the **church** that is required by law to be stated and filed in order for the **church** to obtain legal existence as a religious corporation. Thus, in a general way, the Articles concern matters of the **church's** relationship to the State.

The **Bylaws**, on the other hand, deal mainly with matters of internal **church** governance. They have not been published generally up until now because they deal mostly with matters that people other than the Pastor General and the Board members don't really need to be encumbered with in the kind of legal detail they recite.

However, even though generally not published until now, they have been given to individuals or agencies who established a bona fide need for them.

As you will note when you read them, the **Bylaws** really only say in legal language things that most people already know--such as that the Pastor General and Board members are appointed rather than elected.

A few other things need to be considered when you read the **Bylaws**. First, it will be obvious to anyone that the allegation that they contain a clause placing all **church** property in Mr. Tkach's name is as untrue and ridiculous as it sounds.

Not only is it untrue (in that the **Bylaws** contain no such clause), placing the property in the Pastor General's name would in fact be illegal for a non-profit corporation, as any certified public accountant or attorney would know.

In fact that the Articles contain a clause forbidding any **church** property to inure to (come to the benefit of) any private person in the unlikely event that the **church** would ever be disbanded.

Two important points should be noted:

1) Mr. Tkach Jr. did not write or originate these **Bylaws**. They were originally prepared under the direction of Mr. Armstrong and his legal counsel many years ago. Mr. Tkach has simply inherited them.

2) Mr. Tkach decided to make changes in the **Bylaws** shortly after becoming Pastor General.

On Feb. 29, 1996, Mr. Tkach (and other Board members) met with an attorney who is the outside general counsel for a large, well-known denomination and, among other things, discussed **church** governance.

Mr. Tkach then gave the attorney a copy of the **church's** constituent documents (i.e. the Articles and **Bylaws**) and asked him to review them and make comments pursuant to making certain revisions.

Mr. Tkach plans to move ahead with changes both to the Articles and **Bylaws**, but to do so carefully and prudently after seeking wise counsel both within and outside the **church**.

Some of the changes he anticipates making include: to add a provision giving authority for the Pastor General's removal in the event of some personal wrongdoing in the nature of a crime or act of moral turpitude; to establish a term limit for the Pastor General; and, to empower the Board with more responsibility for choosing a successor.

All of these changes are tentative in nature, of course, and will be made only if deemed prudent after wise counsel. Also, it is possible that other changes might be made that are not mentioned here. The above list is not meant to be exhaustive or unchangeable.

Finally, please understand that any changes will take time to formulate and implement. Mr. Tkach has been Pastor General for only nine months, and he cannot be expected to make Bylaw changes his first priority as he assumes his complicated responsibilities.

Further, it would be ill-advised and imprudent to move too fast on important matters that should be discussed and prayed about for weeks or months before any change is attempted. The welfare of the **church** must be Mr. Tkach's primary concern, not moving along someone else's artificial timetable.

Mr. Tkach wished me to thank all of you who read this for your support, your love and your prayers. He is, like you are, committed to moving the **church** ever closer to the perfect ideal which God reveals as we humbly seek his will. Please help him pray for the guidance we all need.

Bylaws of the Worldwide Church of God: a California Nonprofit Religious Corporation

ARTICLE I - SUBORDINATION

1.1 This corporation is chartered by and subordinate to the Church of God, a/k/a Worldwide Church of God, an unincorporated association, of which Joseph W. Tkach is the Pastor General, which Church is hereinafter referred to as the "Association."

Note: The "Corporation" of the Worldwide Church of God is the legal entity that conducts the corporate affairs of the church. The "Association" referred to in this section, and to which the corporation is subordinate, is a non-incorporated entity with Mr. Tkach as Chairman and the Advisory Council of Elders as members who, among other things, make certain church ecclesiastical decisions, such as selecting a new Pastor General if the old one dies without having appointed a replacement (see below).

ARTICLE II - DEFINITIONS

2.1 "Corporation" shall mean this California corporation.

2.2 "Corporate Governance" shall mean the Pastor General. In the event that either of the conditions occur set forth in Section 5.4 or 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the term, Corporate Governance, shall mean and include the Board of Directors of the Corporation as it shall from time to time be constituted, until the designation of the successor to the office of Pastor General or upon his inability to govern being terminated, as provided in Sections 5.6 or 5.7 of Article V (or any corresponding renumbered section or article) of the Bylaws of the Association, at which time the term "Corporate Governance" shall again only mean the Pastor General.

Note: Sections 5.4 or 5.5 of the Articles of the Association provide that the Association's Advisory Council of Elders shall fulfill the duties of the Pastor General if the Pastor General dies without an appointed successor or becomes unable to govern. These provisions (i.e., 5.4 and 5.5 of Article V of the Articles of the Association) are referred to again from time to time in the Bylaws, but this explanation will not be repeated.

2.3 "Ecclesiastical Decision" shall mean a decision that requires religious considerations. Such decision shall be within the sole and subjective discretion of the Corporate Governance, shall be conclusive and final, subject to review by the Association's Church Authority, as that term is defined in the Articles of Association and Bylaws of the Association, and shall not require oral or written evidence as to its basis.

ARTICLE III - OFFICES

3.1 The principal office and other offices of the Corporation, for the transaction of its ecclesiastical and temporal activities, shall be designated by the Corporate Governance as it deems advisable according to the circumstances.

ARTICLE IV - MEMBERS

4.1 There shall only be one class of corporate members. They will be referred to as the "Members of the Corporation." "Members of the Corporation" shall mean the Advisory Council of Elders of the Association as it shall from time to time be constituted.

Note: "Members of the Corporation" should not be confused with "church" members." The two are totally different things, and the matter of church membership is not spoken of here or elsewhere in these **Bylaws**.

4.2 Only the Pastor General shall be empowered to call meetings of the Members of the Corporation. Notice of any such meetings may be given in any manner permitted by law, including, but not limited to, the following: Certified or registered first class mail to the member's last known address, postmarked forty-eight (48) hours before the meeting, or upon four (4) hours advance notice, either in writing personally delivered, or by oral communication, to the member or an adult person residing in his household. All meetings of the Members of the Corporation may be held within or without the State in such locations as the Pastor General shall designate.

4.3 In the event that either of the conditions occur set forth in Sections 5.4 and 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the call and notice of meetings of Members of the Corporation will be as follows:

4.3.1 Call of Meetings: Any three Members of the Corporation will be empowered to call a meeting of the Members of the Corporation.

4.3.2 Notice of Meetings: Notice of any such meetings may be given in any manner permitted by law, including, but not limited to, the following: Certified or registered first class mail to the member's last known address, postmarked seventy-two (72) hours before the meeting, or upon forty-eight (48) hours advance notice, either in writing personally delivered, or by oral communication, to the member or an adult person residing in his household.

4.3.3 A copy of such notice shall likewise be delivered to the then advisor to the Association's Advisory Council of Elders at his then current office address.

4.3.4 All meetings of the Members of the Corporation under Section 4.3 of these **Bylaws** may be held within or without the State as a majority of said members shall designate.

4.4 Nothing herein shall be construed to prohibit waiver of call and notice, meeting by telephone conference call or action without a meeting, which are otherwise provided by law.

ARTICLE V-CORPORATION RECORDS

5.1 The Corporation's books, documents and records shall be deemed absolutely confidential and secret and no person shall have any right of access to or utilization of said information unless authorized or subsequently approved by an Ecclesiastical Decision. The Members of the Corporation and the members of the Board of

Directors of the Corporation are exempted from this restriction and shall have power and authority to review such books, documents and records at any reasonable time as limited by law.

Note: Some members do not understand why any of the **church** records should be confidential. However, it is true that for numerous reasons all private parties and corporations and churches of whatever nature or kind (even democratic ones with local incorporation) have confidential information. Even the most democratic government on earth, the government of the United States of America, has some confidential information not accessible by the average citizen.

Some confidential information, such as employee medical records, must be kept confidential by law. Other information is kept confidential so unscrupulous parties cannot misuse the information. You as a private party do the same thing when you don't give unauthorized people your credit card number because you fear someone will steal your money. You have nothing illegal to hide, you simply wish to be prudent and protect yourself from the illegal or unethical acts of others who have no need for the information.

In the case of the **church**, the Board members have a legal duty to act with care, and this would surely include protecting confidential information of the **church** against possible wrongdoers, even against those who might masquerade as loyal friends.

ARTICLE VI - GOVERNANCE

6.1 The governance of the Corporation is, after the biblical example, hierarchical in form. Joseph W. Tkach shall hold the office of Pastor General of the Corporation and the office of Director and Chairman of the Board of Directors. The title and office of Pastor General shall be equivalent to that of President.

Appointment and Removal

6.2 The Pastor General shall have the sole power and authority to appoint and remove officers of the Corporation. He may exercise said power and authority at any time, with or without cause or notice.

Note: The Officers of a Corporation are usually the President (in this case, Mr. Tkach functions as President), the Vice President, if there is one (in this case there presently is no Vice President), the Secretary (who keeps **Church** Board meeting minutes and signs certain official documents), and the Chief Financial Officer or Treasurer (who is responsible for keeping financial books of account).

Please note that simply because the Pastor General can appoint the officers does not mean the officers--including Mr. Tkach--are somehow relieved of the duty to at all times conduct their offices ethically and legally. To the contrary, the law imposes upon the officers of all corporations (in this case the religious corporation of the **church**), a higher level of responsibility and accountability than a normal employee.

6.3 The Pastor General shall have the sole power and authority to appoint and remove any singular member of the Board of Directors, or the entire Board of Directors of the Corporation. He may exercise said power and authority at any time, with or without cause or notice.

Note: As in the case of the officers, simply because the Pastor General can appoint the Board members does not mean the Board members--including Mr. Tkach--are somehow relieved of the duty to at all times conduct their roles ethically and legally. As in the case of the officers, the Board members must not only comply with the general duties of "care" and "loyalty" but also with other, specific statutory duties and responsibilities as well, which are spelled out in the state laws governing religious corporations.

6.4 The Pastor General shall have the sole power and authority to form and dissolve committees and to appoint and remove any singular member of the committee or the entire committee. He may exercise said power and authority at any time with or without cause or notice. No member of any committee need be an officer or a director of the Corporation.

6.5 In the event that either of the conditions occur set forth in Section 5.4 or 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the Members of the Corporation shall be vested with the power and authority set forth in 6.2 and 6.3 of these **Bylaws**.

6.5.1 The Members of the Corporation shall be vested with said power and authority until the designation of the successor to the office of Pastor General or upon his inability to govern being terminated, as provided in Sections 5.6 or 5.7 of Article V (or any corresponding renumbered section or article) of the **Bylaws** of the Association, at which time the power and authority so vested in the Members of the Corporation shall terminate and the same shall be reinvested in the Pastor General.

Numbers and Qualifications

6.6 The authorized number of directors shall be not less than one (1) nor more than fifteen (15). Each member of the Board of Directors, each committee member or each officer of the Corporation must be a **Church** Member of the Association at the time of his appointment and must remain such during his term in office. If for any reason he does not remain a **Church** Member of the Association during his term in office, then he shall be disqualified from serving as a director, committee member or officer, which disqualification shall constitute his removal from his respective office without the necessity of further action. A quorum of the Board of Directors or of any committee for the purpose of conducting corporate business shall mean a majority of the directors or committee members holding the office of director or committee member at the time of the meeting.

Terms of Office

6.7 The person holding the office of Pastor General of the Association shall also hold the office of Pastor General of the Corporation. Joseph W. Tkach shall hold the office of Pastor General of the Corporation and Director and Chairman of the Board of Directors for life. Other members of the Board of Directors and other committee members shall serve until they resign or are removed.

Place of Meetings

6.8 All meetings of the Board of Directors may be held within or without the State and in such locations as the Corporate Governance shall designate.

Call and Notice of Meetings

6.9 Only the Pastor General shall be empowered to call meetings of the Board of Directors and of any committee. Notice of any such meetings may be given in any manner permitted by law, including, but not limited to, the following: Certified or registered first class mail to the director's or committee member's last known address, postmarked forty-eight (48) hours before the meeting, or upon four (4) hours advance notice, either in writing personally delivered, or by oral communication, to the director or committee member or an adult person residing in his household.

6.10 In the event that either of the conditions occur set forth in Sections 5.4 and 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the call and notice of meetings of the Board of Directors will be as follows, until the designation of the successor to the office of Pastor General or upon his inability to govern being terminated, as provided in Sections 5.6 or 5.7 of Article V (or any corresponding renumbered section or article) of the **Bylaws** of the Association, at which time the power and authority to call and notice meetings shall be reinvested in the Pastor General:

6.10.1 Call of Meetings: Any three Members of the Board of Directors will be empowered to call a meeting of the Board of Directors.

6.10.2 Notice of Meetings: Notice of any such meetings may be given in any manner permitted by law, including, but not limited to, the following: Certified or registered first class mail to the director's last known address, postmarked seventy-two (72) hours before the meeting, or upon forty-eight (48) hours advance notice, either in writing personally delivered, or by oral communication, to the director or an adult person residing in his household.

6.10.3 A copy of such notice shall likewise be delivered to the then advisor to the Association's Advisory Council of Elders at his then current office address.

6.11 Nothing herein shall be construed to prohibit waiver of call and notice, meeting by telephone conference call or action without a meeting, which are otherwise provided by law.

ARTICLE VII-INDEMNIFICATION

7.1 The Corporation shall have the power to indemnify or make advance payments to the full extent permitted by law.

7.2 The Corporation shall have power to purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation, its affiliated or subordinate organizations, or their predecessors or successors against any liability asserted against or incurred by them in such capacity or arising out of their status as such whether or not the Corporation would have the power to indemnify them against such liability.

ARTICLE VIII

AMENDMENT TO **BYLAWS**

8.1 The Pastor General shall have the sole power and authority to adopt, amend or repeal these **Bylaws**. In the event that either of the conditions occur set forth in Section 5.4 and 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the Members of the Corporation shall be authorized and empowered to adopt, amend or repeal these **Bylaws** only upon two-thirds of the Members of the Corporation affirmatively concurring to do so at a duly called and noticed meeting, or by unanimous written consent of said members without a meeting, provided the notice therefore or the consent sets forth the Bylaw to be amended or repealed and the Bylaw to be adopted.