

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.

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