

BYLAWS
OF
SONRISE CHRISTIAN FELLOWSHIP FALLBROOK

In order to define the rights and responsibilities of its members, boards, officers and ministers, and to provide for the orderly conduct and efficient management of the congregational affairs of Sonrise Christian Fellowship Fallbrook, these bylaws are adopted by the congregation on: February 23, 1992, amended by the congregation on February 4, 2001, again amended by the congregation on January 7, 2002, again amended by session on May 30, 2006 and by the congregation on September 17, 2006, and again amended by the session on June 24, 2008 and by the congregation on July 13, 2008, and again amended by the Session on January 22, 2013 and by the congregation on February 24, 2013, and again amended by the Session on January 24, 2014 and by the congregation on February 23, 2014, and most recently again amended by the Session on May, 24, 2016 and by the congregation of June 12, 2016.

ARTICLE I
GENERAL

Section 1. NAME

- a. Both as “Congregation” and “corporation”, the name of this church shall be Sonrise Christian Fellowship Fallbrook.
- b. This church was organized on December 10, 1961 in the City of Fallbrook, in the County of San Diego, in the State of California and incorporated by the State of California on December 30, 1965.

Section 2. RELATIONSHIPS

- a. These bylaws shall be in conformity with the corporate laws of the State of California, and shall set forth the ecclesiastical and corporate structure and method of operation of this particular church.

Section 3. CORPORATE STRUCTURE.

- a. Sonrise Christian Fellowship Fallbrook is a religious corporation and is not organized for the private gain of any person or entity. It is organized under the Nonprofit Religious Corporation Law of the State of California (California Corporations Code section 9110, *et seq.*) primarily for religious purposes. These Bylaws shall govern both the ecclesiastical body as well as the corporate body.

Section 4. PRINCIPAL OFFICE

- a. The principal office for the transaction of the business of this church, including its corporate affairs shall be at 463 South Stagecoach Lane, in the City of Fallbrook, in the County of San Diego, in the State of California.

Section 5. ELECTED OFFICES

- a. There shall be two elected offices of this church: Session and Board of Deacons.
- b. The Session of this church shall constitute and serve as the Board of Trustees as hereinafter provided.

ARTICLE II
OBJECTIVES AND NONPARTISAN ACTIVITIES

Section 1. OBJECTIVES

- a. To bear witness to the Christian truths; to promulgate the doctrines and teachings of the Christian religion and to promote fellowship among God's people.
- b. To receive, hold and disburse gifts, bequests, devises, and other funds for these purposes.
- c. To own, maintain or to lease available real estate and buildings, and any personal property, which is deemed necessary for its purpose; to enter into, make and perform, and carry out contracts of every kind for any lawful purposes, without limit to amount.

Section 2. NONPARTISAN ACTIVITIES

- a. This Corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. This corporation shall function in accordance with the provisions of the Internal Revenue Code, Section 501(c) (3) as follows: "No part of the net earnings of which inures to benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office."
- b. The corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III
CONGREGATIONAL MEMBERSHIP

Section 1. GENERAL

- a. Qualification for admission to, and basis for terminating or suspension from membership in this church shall be determined by Session.

Section 2. CATEGORIES OF MEMBERS

- a. There shall be three (3) categories of members: Baptized, Active and Inactive. Session shall determine the particular category for each congregational member.
- b. Only active members have the right to vote and hold office.
- c. No member shall hold more than one (1) membership.

ARTICLE IV
MEETINGS OF CONGREGATIONAL MEMBERS

Section 1. GENERAL

- a. All meetings of the congregation may deal with both “ecclesiastical” and “corporate” affairs. Meetings shall be conducted in accordance with Robert’s Rules of Order.
- b. The Moderator of Session shall preside at “congregational” meetings. If he/she is unable to act, or if the subject to be discussed requires it, some other person shall be appointed by Session to preside.
- c. The President of the Board of Trustees shall preside at “corporation” meetings. If he/she is unable to act, or if the subject to be discussed requires it, the Vice President, Secretary, or Treasurer, in that order, shall preside.
- d. The Clerk of Session shall act as Clerk and Recorder. If the Clerk is unable to serve, the congregation shall elect a secretary.
- e. The Minutes of the Congregation/Corporation meetings, when attested to by the Moderator and Clerk of Session, shall be referred to the Session for approval at its next scheduled meeting, and when approved shall be incorporated in the Session Minutes.
- f. All congregational meetings shall be opened and closed with prayer.

Section 2. ELIGIBLE TO VOTE

- a. Only Active members in attendance at the meeting shall be eligible to vote on all matters that come before the congregation. Members must be of legal age (18 years) to be eligible to vote on corporate business. The Session shall determine the Active membership.
- b. Voting by proxy is not allowed.

Section 3. ANNUAL MEETINGS

- a. There shall be an Annual Meeting of the Congregation and Corporation each year. This meeting shall be held anytime during the first quarter of the calendar year, on a date and at a time specified by the Session for the purpose of election of Church Officers and the Congregational Nominating Committee; presentation of the Session approved budget for the ensuing calendar year; approval of the Pastor(s) Terms of Call for the ensuing calendar year; receiving annual reports of the affairs of the church; and, to transact any and all business that may properly come before it.

Section 4. SPECIAL MEETINGS

- a. Special Meetings may be called by:
 - (1) Session.
 - (2) The Session, in response to a written request from one-fourth of the Active members. This request shall be addressed to the Session, signed by those members, and specifically stating the reason for such a meeting. Upon receipt of a written request the Session shall set the date, time and place for the Special Meeting which shall be held within forty-five (45) days from receipt of the request.
 - (3) The Board of Trustees where matters of a corporate nature only requires a corporation meeting.
- b. Notice for Special Meetings shall state clearly the purpose of the meeting and no other matter save that specified in the Notice may be considered.

Section 5. NOTICE OF MEETINGS

- a. A notice of the date, time and place of every Annual and Special meeting of the congregation and corporation shall be given by announcement in the church bulletin for two consecutive Sundays, the second of which may be the date set for the meeting.
- b. The Notice shall clearly state the purpose of the meeting.
- c. When calling a Pastor, public notice of time, place and purpose of meeting shall be given at least ten days in advance, which shall include two successive Sundays.

Section 6. QUORUM

- a. A quorum for the transaction of business at all congregational and corporation meetings shall consist of a minimum of one-tenth of the Active membership roll, all present in person.

- b. In the absence of a quorum, any meeting of the congregation and corporation may be adjourned by the majority vote of the voting members present, but no other business shall be transacted.
- c. The members present at an Annual or Special meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.

Section 7. VOTES AT CONGREGATIONAL MEETINGS.

- a. All votes taken at Congregational meetings, with the exception of an election to select a pastor or associate pastor, shall be either by voice vote or show of hands, or secret written ballot as determined by Session and only a simple majority of the votes cast is necessary to approve the matter put to the Congregation for vote. In the case of a vote at a Congregational meeting to select a pastor or associate pastor, the vote shall be taken by secret written ballot, and only a simple majority of the votes cast is necessary to select the pastor or associate pastor.

ARTICLE V
NOMINATION, ELECTION, ORDINATION AND INSTALLATION OF
CHURCH OFFICERS

Section 1. CONGREGATIONAL NOMINATING COMMITTEE

- a. There shall be a Congregational Nominating Committee composed of seven (7) Active members. Two (2) members shall be designated by and from the Session, one of whom shall be named by the Session as Moderator, and one named as Vice Moderator; One (1) member shall be designated by and from the Board of Deacons; minimum of four (4) Active members shall be elected by the congregation, none of whom are active members of the Session or the Board of Deacons. The Pastor or Associate Pastor shall be an advisory member of the committee.
- b. The Congregational Nominating Committee shall be chosen annually and no member of the committee shall serve more than three years consecutively.

Section 2. NOMINATIONS

- a. The Congregational Nominating Committee shall present for consideration by the congregation one qualified and eligible member for each office to be filled, including the members of the congregation to serve on the succeeding Congregational Nominating Committee, giving attention to a fair representation of both male and female constituency of the congregation.
- b. The Nominating Committee shall not place in nominations for any church office any person who is serving as a member of the Nominating Committee. Each

nominee shall have previously consented to serve, if elected, and their names shall be published in the church bulletin at least one week prior to the meeting of the congregation.

- c. Subsequent to the report of the Congregational Nominating Committee, the Moderator shall call for nominations from the floor. Such nominations from the floor of qualified and eligible members shall be with the proviso that such nominees shall have previously consented to serve, if elected. The congregational vote would be postponed for two weeks so the nominees from the floor could be interviewed by the Congregational Nominating Committee and their biography statement of faith published in the bulletin one week prior to the vote.

Section 3. ELECTIONS

- a. Elders and Deacons shall be elected at the Annual Meeting of the Congregation and Corporation. (See Art. IV, Section 3a.)
- b. Elections may be by acclamation if there be but one nominee for each office to be filled. If there be more nominees than vacant offices, election shall be by written ballot. The nominees receiving the highest number of votes up to the number of vacancies to be filled shall be elected.
- c. A majority vote from all voters present and voting shall be required to elect in every case.
- d. If any person elected to a church office declines to act, resigns with consent of the Session, dies, or ceases to be a member of this church, his/her office shall be declared vacant and the vacancy shall be filled by the congregation at its next Annual or Special meeting called for that purpose.
- e. Each elected church officer who is absent, with or without excuse from three (3) consecutive meetings of his/her office, or absent with or without excuse from more than one-half (1/2) of all meetings in one calendar year may be removed from office upon action of and due notification by the Session. The vacancy shall be filled by the congregation at its next Annual or Special meeting called for that purpose.

Section 4. TERMS OF OFFICE

- a. There shall be three classes of equal numbers each of Elders and Deacons, one class only of which shall expire each year.
- b. A full term of office shall be three years.
- c. An Elder or Deacon having served for two full terms, or one full term plus any immediately preceding partial term shall be ineligible to serve for a further term in the same office until at least one year has elapsed.

Section 5. ORDINATION AND INSTALLATION

- a. Elders and Deacons having been duly elected at the Annual or other Special meeting of the congregation shall be ordained, if required, and installed to take office immediately following installation.
- b. The Session shall provide for the ordination, if required, and installation of Elders and Deacons at a church Worship service not later than the twelfth Sunday following election.

ARTICLE VI
THE SESSION

Section 1. MEMBERS

- a. The Session of this church shall consist of not less than seven (7) nor more than Twelve (12) elected, ordained and installed Elders; the Pastor, and Associate Pastors.
- b. Each member of the Session shall remain in office until his/her successor is duly elected and installed. Each member of the Session whose term of office was completed at the end of 2013 is released from the provision that they remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

- a. The Session shall hold regular (stated) meetings once each month, except as is cancelled by its previous action. The date, time and place of all regular meetings shall be prescribed by the Session.

Section 3. JOINT MEETINGS

- a. A joint meeting of the Session and the Board of Deacons shall be held at least annually to confer on matters of common interest, with the Moderator of the Session presiding. No binding decision may be reached in such a joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

Section 4. SPECIAL MEETINGS

- a. Special meetings of the Session may be called by:
 - (1) The Pastor or Associate Pastor.
 - (2) The Pastor or Associate Pastor when requested to do so by any two Elders in Active service.

- b. Notice of Special meetings shall be by telephone, facsimile, e-mail, or some other form of communication designed to provide contemporaneous notice of the Special meeting.
- c. A Notice of Special meeting shall specify the purpose of the call for a Special meeting and no other matter may be considered.

Section 5. QUORUM

- a. A quorum shall consist of the Moderator and one-third (1/3) of the Elders of the Session, except for reception and dismissal of members when the quorum shall be the Moderator and two Elders of the Session.
- b. In the absence of a quorum, any meeting of the Session may be adjourned by the vote of the majority of the voting members present, but no other business shall be transacted.
- c. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.

Section 6. OFFICERS

- a. Moderator - The Moderator of the Session shall be the Pastor or an active Elder as designated by the Pastor.
 - (1) When this church is without a Pastor, the Moderator of Session shall be appointed by Session.
 - (2) All meetings of the Session shall be opened and closed with prayer.
- b. Clerk of Session - The Session at its organizational meeting each year shall elect an Elder as Clerk of Session from within or without its own membership and who shall be an Active member of the church.

Section 7. POWERS AND DUTIES

- a. The Session shall have authority over all of the affairs and activities of this church, both spiritual and corporate, except in such matters as these bylaws specifically accord to the Pastor or the congregation.
- b. The Session shall cause to be prepared “Standing Rules” for the guidance of church officers, all committees, all member organizations, all members and church staff. These “Standing Rules” may from time to time be revised and/or amended at any meeting of the Session by majority vote.

ARTICLE VII
THE BOARD OF TRUSTEES

Section 1. MEMBERS

- a. Elders elected to Session shall thereby also be elected to be Trustees. The Trustees, while in office, shall constitute the Board of Trustees of this Corporation. This Board shall be responsible to the congregation according to the corporate laws of the State of California, and these bylaws.
- b. The President shall preside at meetings of the Board of Trustees.
- c. Each member of the Board of Trustees shall remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

- a. As prescribed in Article VI, Sec. 2.

Section 3. SPECIAL MEETINGS

- a. In the same manner as prescribed in Article VI, Sec. 4.

Section 4. QUORUM

- a. As prescribed in Article VI, Sec. 5.

Section 5. OFFICERS

- a. The officers of this Corporation shall be a President, Vice President, and Secretary elected by and from the members of the Board of Trustees, and a Treasurer elected from within or without its own membership and is an Active member of the church. These officers shall be elected annually and each shall hold office until his/her successor is elected or until he/she shall resign, or shall be removed or otherwise disqualified. Any officer may be re-elected to succeed himself/herself. The Treasurer shall serve for no more than three (3) consecutive years, and should not be involved in any other financial activities of the church such as a committee or ministry which disburses funds with the exception of the Finance Committee.
- b. The President, Vice President, Secretary and Treasurer shall be members of the Finance Committee.
- c. A vacancy in any office shall be filled by the Board of Trustees at any regular or special meeting. This does not apply to the election of Elder/Trustees, which is the express privilege of the congregation.

d. Duties of the President.

(1) As prescribed in the Standing Rules.

e. Duties of the Vice President.

(1) As prescribed in the Standing Rules.

f. Duties of the Secretary.

(1) As prescribed in the Standing Rules.

g. Duties of the Treasurer.

(1) As prescribed in the Standing Rules.

Section 6. POWERS

a. The Corporate powers of this church shall be exercised by the Board of Trustees. The Board shall process formal corporate documents and perform duties required of it by law according to powers granted to a non-profit religious corporation by the laws of the State of California, and shall be in conformity with the Articles of Incorporation of this church. Without limiting the generality of the above statement, the corporate affairs and activities over which the Board shall have exclusive management and control shall include the following: (a) those corporate powers expressly authorized by California's Nonprofit Religious Corporation Law (California Corporations Code section 9110, *et seq.*), and specifically those corporate powers enumerated in California Corporations Code section 9140; (b) sole and exclusive authority to acquire, own, hold, lease, encumber, convey, or otherwise dispose of real and personal property within or without the State of California, free of any express or implied trust interest, and solely for, and on behalf of, members of Sunrise Christian Fellowship Fallbrook; and (c) sole and exclusive authority to borrow money and issue bonds, debentures, notes, and evidence of indebtedness, and to secure the payment or performance of its obligations by mortgage, deed of trust, or otherwise. The sole and exclusive authority of the Board to operate and manage Sunrise Christian Fellowship Fallbrook corporate affairs and activities, as enumerated in this paragraph, shall in no way be abrogated or diminished by any constitutional provision, rule, or policy of any particular corporate, denominational or ecclesiastical body of churches.

b. Upon the winding up or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed in conformity with the Articles of Incorporation.

c. In addition to the above-stated corporate powers and duties, the Session/Board shall be responsible for all of the following:

- (1) The spiritual oversight and governance of the Congregation.
- (2) Maintaining the roll of all communicant members, including but not limited to, deciding upon the qualifications for applicants for membership, and dismissal of members in good standing with a proper certificate to other congregations.
- (3) Supervision of the various societies, agencies and organizations of the Congregation.
- (4) Appointment of representatives or delegates to any organization in which the church elects to be associated.
- (5) Maintaining all corporate funds and financial records.
- (6) Exclusive management, care, and responsibility for improvement of all corporate real and personal property.
- (7) Management of all temporal, corporate, and legal affairs of the corporation.
- (8) All other duties naturally and reasonably related to maintaining the good order and promoting the edification of Sunrise Christian Fellowship Fallbrook and its members.

Section 7. DELEGATION OF AUTHORITY

- a. The Board of Trustees, subject to the limitation of these bylaws, may authorize any officer, officers, or agents, to enter into any contract and execute any instrument in the name of, and on behalf of, this corporation. They may be given authority in the name of the corporation to borrow money or incur indebtedness and to cause to be executed and delivered promissory notes, deeds of trust, mortgages, pledges, or other evidence of debt and security therefore. Unless so authorized, no officer, agent or employee, shall have any power of authority to bind this corporation to any contract or agreement.

Section 8. CORPORATE DOCUMENTS

- a. The President, or in his/her absence the Vice President, together with the Secretary or Treasurer, shall execute, in the name of the corporation all contracts, deeds, encumbrances, notes and other instruments whereby the church may become bound as a corporation, and may affix the Corporate Seal to any such instruments that may require it.
- b. Sunrise Christian Fellowship Fallbrook shall maintain, and shall make available for inspection by any member of Sunrise Christian Fellowship Fallbrook's active

rolls, upon reasonable notice, copies of all appropriate corporate records including, but not limited to, its Articles of Incorporation, its By-Laws, and minutes of Session and Board of Deacons meetings. The corporate records of Sonrise Christian Fellowship Fallbrook are exclusively owned by Sonrise Christian Fellowship Fallbrook.

ARTICLE VIII
THE BOARD OF DEACONS

Section 1. MEMBERS

- a. The Board of Deacons of this church shall consist of no less than fifteen (15) nor more than twenty-five (25) elected, ordained and installed Deacons. Each member of the Board of Deacons shall remain in office until his/her successor is duly elected and installed.
- b. The Pastor and the Associate Pastor(s) shall be advisory members of the Board of Deacons.

Section 2. REGULAR MEETINGS

- a. As prescribed in Article VI, Sec. 2.

Section 3. JOINT MEETINGS

- a. As prescribed in Article VI, Sec. 3.

Section 4. SPECIAL MEETINGS

- a. As prescribed in Article VI, Sec. 4.

Section 5. QUORUM

- a. As prescribed in Article VI, Sec. 5.

Section 6. OFFICERS

- a. Moderator - The Moderator of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.
 - (1) The Moderator shall open and close all meetings of the Board of Deacons with prayer.
- b. Secretary - The Secretary of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.

- (1) The Secretary shall keep record of the Board's proceedings and submit such records to the Session for review when requested to do by the Clerk of Session.
- c. Treasurer - The Treasurer of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.
 - (1) The Treasurer shall keep record of account and shall report to the Board of Deacons periodically all financial transactions.

Section 7. DUTIES

- a. As the whole church is under the jurisdiction of the Session, the Board of Deacons shall be under its supervision and authority. The records of the Board of Deacons shall be submitted to the Session annually and at other times at the request of the Session. The Session may amend or void any action of the Board of Deacons, or direct the Board to reconsider such actions.
- b. The Office of Deacon is one of sympathy and service. The Board of Deacons shall have responsibility to minister to those in need, to the sick, to the friendless, and to any who may be in distress.
- c. The Board of Deacons shall cause to be prepared Standing Rules for inclusion in the Session Standing Rules.
- d. The Board of Deacons shall keep a record of its proceedings and all funds at its disposal and shall prepare and submit to the Session an annual report of its activities.

ARTICLE IX
QUALIFICATION AND ORDINATION OF PASTORAL STAFF

Section 1. GENERAL

- a. Pastor and Associate Pastor candidates shall meet the qualifications established by Session. Candidates shall confess that they, without reservation or purpose of evasion, fully accept the precepts of the church's Statement of Faith and Mission Statement. Upon recommendation from Session, Pastor and Associate Pastor candidates will be presented to the Congregation for a vote as provided in Article IV, Section 7a. Having been duly elected they shall be ordained, if required, and installed in office not later than the fourth Sunday following election.

ARTICLE X
MINISTRY LICENSING

Section 1. GENERAL

- a. Individuals meeting the qualification established by Session may be licensed for a term determined by Session to preach the Gospel, administer the sacraments of Baptism and the Lord's Supper and to officiate at funerals and weddings. They shall confess that they, without reservation or purpose of evasion, fully accept the precepts of the church's Statement of Faith and Mission Statement. Upon recommendation of Session, they will be presented to the Congregation for a vote as provided in Article IV, Section 7a.

ARTICLE XI
AFFILIATION

Section 1. GENERAL

- a. Sonrise Christian Fellowship Fallbrook is an independent presbyterian church without affiliation with any ecclesiastical organization or denomination.
- b. Any future affiliation may occur only by a recommendation of Session and a vote of the congregation as provided for in Article IV, Section 7a.

ARTICLE XII
INDEMNIFICATION

Section 1. GENERAL

- a. Members of the Session, members of the Board of Trustees, members of the Board of Deacons, elected officers, employees, and other agents are indemnified to the extent followed by the non-profit corporation law of the State of California then in effect.

ARTICLE XIII
AMENDMENTS

Section 1. GENERAL

- a. Amendments or additions to these bylaws, not in conflict with the laws of the State of California, shall be processed through and approved by Session and submitted to the Congregation for approval.

Section 2. APPROVAL

- a. These bylaws may be amended or repealed at any annual or special congregational meeting by a simple majority vote of the persons present and

eligible to vote, provided that notice of the intent to amend or repeal the provisions of these bylaws is given in the manner prescribed for notices of annual or special meetings of the congregation as set forth above.

Section 3. NOTICE

- a. A Notice containing proposed amendments or additions and the call for a meeting of the members shall be made in the manner prescribed in Article IV, Sec. 5.

ARTICLE XIV
SEVERABILITY

Section 1. GENERAL

- a. If any provision of these bylaws is adjudicated by a court of competent jurisdiction to be invalid or unenforceable, the remainder of the bylaws which can be given full force and effect without the invalid provision shall continue in full force and effect and shall in no way be impaired or invalidated.

CERTIFICATION OF THE CLERK

I, the undersigned, certify that I am the presently elected and acting Clerk of Session of this church, a California non-profit religious corporation, and the above bylaws, consisting of (15) pages, are the bylaws of this Congregation as adopted at a meeting of the Congregation held on June 12, 2016.

Robert F. Mann
Clerk of Session