

CONSTITUTION and BYLAWS

OF

THE CHURCH AT SUN VALLEY

(an Arizona nonprofit corporation without members)

ARTICLE 1: Vision/MISSION STATEMENT

The Church at Sun Valley exists to be a biblically functioning community of believers so that Christ's purposes can be accomplished in this world. Our mission is equally clear: to help spiritual seekers become fully devoted followers of Jesus Christ.

ARTICLE 2: STATEMENT OF FAITH

2.1. Introduction

This **Doctrinal Statement** reflects the broad, mainstream, conservative evangelical tradition which is consistent with the teachings of the Bible and which has stood the test of history and experience. We specifically affirm the following doctrinal truths:

2.2. The Scriptures

We believe that the entire Bible is the inspired Word of God and that men of God "were moved by the Holy Spirit" to write the very words of Scripture. The Bible is therefore without error (inerrant) in its original manuscripts. God has supernaturally preserved the Bible, and it is the sole and final authority for faith and life, providing encouragement, guidance, comfort and instruction for training in righteousness (**2 Tim. 3:16-17; 2 Pet. 1:20-21**).

2.3. The Godhead (Trinity)

We believe in one true God eternally existing in three distinct persons (**Father, Son and Holy Spirit**) each of Whom is fully and equally God; possesses all of the divine nature and attributes, and is totally worthy of our worship and service (**Deut. 6:4; Matt. 28:19; John 1:14, John 10:30; 2 Cor. 13:14**).

2.3.1 God the Father

We believe that God the Father is the first person of the Trinity and is the eternal, unchanging all powerful, all-knowing, all-wise, all-loving, completely just and perfectly holy, sovereign Ruler and Sustainer of the universe. He is the Father of our Lord and Savior Jesus Christ and the Father of all true believers (**Gen. 1:1; Eph. 4:6; John 1:12-13, John 5:19-21, John 17:1-5; Isa. 40:21-28, Isa. 43:10-13, Isa. 46:8-11; Rom. 8:14-16**).

2.3.2 God the Son

We believe that Jesus Christ is the second person of the Trinity and is the only begotten eternal Son of God Who became flesh to reveal God to man, to fulfill prophecy, and to become the Savior of the lost world. In becoming man Jesus did not cease in any way to be God so that He is fully God and fully man inseparably united in one person forever. Jesus was miraculously conceived by the Holy Spirit; born of the Virgin Mary; lived a sinless life; died on the cross as the substitutionary, all-sufficient atoning sacrifice for all of the sins of all men of all time; was buried; bodily rose from the dead; physically ascended into heaven in His glorified, resurrected body; is seated at the right hand of the Father performing His ministry of intercession; will return in the air to claim His bride the church; and will come again to earth in bodily form, personally and visibly, to conclude human history and consummate God's eternal plan by executing judgment and ushering in His Millennial Kingdom reign to be followed by the eternal state (**John 1:1,14,18; John 3:16; Luke 1:30-35; Phil. 2:5-8; Col. 2:3,9; Mark 10:45; Acts 2:22-24; John 1:29; Rom. 3:25-26; Heb. 10:5-14; 1 Pet. 2:24, 1 Pet. 3:18; John 20:20; Phil. 3:20-21; Heb. 1:3; Rom. 8:34; 1 John 2:1; Acts 1:11; Heb. 9:28; 1 Thes. 4:13-18; 2 Thes. 2:7; Matt. 24:44; Rev. 19:11-21; Rev. 21-22**).

2.3.3 God the Holy Spirit

We believe that the Holy Spirit is the third person of the Trinity Who specially came into the world on the day of Pentecost to glorify Christ and to enable men to appropriate the salvation wrought by Christ. He is the primary agent for the conviction of sin and for regeneration. Simultaneously with salvation, the Holy Spirit imparts new life, baptizes the believer into the body of Christ (His church), permanently indwells the believer, and securely seals the believer unto the day of redemption. The Holy Spirit fills (directs and controls) those believers who are yielded to Him, enables believers to bear fruit, and empowers believers to live a life free from sin's dominion. We also believe that the Holy Spirit gives spiritual gifts to believers for the purpose of edifying the church in accordance with the teachings of scripture (**1 Cor. 13:8, 1 Cor. 14:22; John 16:7-8; 1 Cor. 6:19, 1 Cor. 12:13; Eph. 1:13-14, Eph. 4:30; Gal. 5:16-17, Gal. 22-23; Rom. 8:5-13; 1 Pet. 4:10-11; Rom. 12:3-8**).

2.4 Humanity

We believe that man was created in the image of God by direct act of God and did not come into being as the result of evolution. Man was created to glorify God, worship and serve Him, and have fellowship with Him. Man fell through sin by disobeying God, thus incurring both physical and spiritual death, which alienated him from God. Man's nature was thus corrupted and he is utterly lost, "dead in trespasses and sins," and totally incapable of saving himself and coming back into right relationship with God by his own merit or effort (**Gen. 1:26, Gen. 2:6,17, Gen. 3:17-24; Isa. 59:1-2; Rom. 3:9-19,23, Rom. 5:8; Luke 18:26-27; Eph. 2:13**).

2.5 Marriage

We believe that God created man and that He created them male and female. As such, He created them different so as to complement and complete each other. God instituted monogamous

marriage between male and female as the foundation of the family and the basic structure of human society. Therefore, we perform marriages in accordance with the Bible consistent with the Old and New Testament (**Genesis 2:24; Matthew 19:4-6; John 4:16-18; Romans 1:18-32; I Corinthians 5:11, 6:9-11,18-20, 7:1-3,8-9; Galatians 5:19-21; Ephesians 5:3-7; I Timothy 1:9-11**).

2.6 Satan

We believe that Satan is the instigator of evil and a real spirit being, not simply the personification of evil. He is a fallen angel who, under the sovereign permission of God, has been given temporary rulership of the earth. He was utterly defeated at the cross, but the execution of his judgment has been postponed by God until after the Millennial Kingdom when he will be cast into the eternal lake of fire. In the meantime, he deceives the world and seeks to establish his counterfeit kingdom on earth to discredit and blaspheme God and to tempt, accuse, attack and destroy believers. He can be resisted by the believer through faith and reliance on the power of the Holy Spirit (**Gen. 3:1-5; Isa. 14:12-17; Ezek. 28:11-19; Job 1-2; 1 John 5:19; 2 Cor. 11:14; 1 Tim. 3:6; 1 Pet. 5:8-9; James 4:7; Rev. 12:9, Rev. 20:1-3, Rev. 7-10**).

2.7 Salvation

We believe that the shed blood of Jesus Christ on the cross provides the sole basis for forgiveness of sins and salvation, which is the free gift of God's grace. Salvation is effected by the regenerating work of the Holy Spirit and cannot be secured by man's works or personal merit. Salvation is only appropriated by a person placing his faith in the finished work of Christ. Repentance is a turning toward God and away from sin and is a part of but not separate from believing faith. "The Gospel is the power of God for salvation to everyone who believes" and those who receive Jesus Christ by faith are born again, have their sins forgiven, become children of God, are a new creation in Christ, and "are sealed by the Holy spirit unto the day of redemption" being kept by the power of God (**Eph. 1:7:13-14; John 1:12-13, John 3:1-7, John 14-16; 2 Cor. 5:17; Rom. 1:16, Rom. 10:9-10; Eph. 2:8-10; Rom. 8:14-17, Rom. 31-39; John 10:27-29, Rom. 14:6; Acts 26:20; 1 Pet. 1:3-5**).

2.8 The Christian Life

We believe that every Christian should live for Christ and not for himself and should, by the power of the indwelling Spirit, allow Christ to manifest His life through him to God's glory. By ever increasing obedience to the Word of God, each believer should mature and progressively become more like Jesus. In the power of the Spirit, each believer should live a holy life; not fulfill the lusts of the flesh; exercise his spiritual gifts to build up the body of Christ; witness for Christ; be personally involved in making disciples to fulfill the great commission; perform good works and bear fruit to the glory of God (**Gal. 2:20; 1 Pet. 1:15-16, 1 Pet. 2:11; 2 Cor. 5:14-15; Rom. 6:11-13; Eph. 2:10, Eph. 4:11-12, Eph. 4:22-24; 1 Pet. 4:10-11; Acts 1:8; Matt. 28:18-20; Col. 1:10; John 15:8, 16**).

2.9 The Church

We believe that the church is the body of Christ of which Jesus is the Head and whose members are those who have truly received Christ by faith. The local church is a tangible expression of the body of Christ in a particular location. Since all members of the body of Christ are united in Christ by the same Spirit, they should live in love, harmony and unity, being intent on the same purpose and accepting those practices which are based on a sincere interpretation of the Bible, which do not relate to substantive doctrinal matters, and which do not in practice cause disunity or hinder the ministry. The purpose of the church is to make Christ known to lost men and to make disciples, and glorify God on earth (**Acts 1:8; 1 Cor. 12:12-27; Eph. 1:20-23, Eph. 4:1-6, Eph. 4:12-16; Matt. 28:18-20; John 17; Col. 1:24-29**).

ARTICLE 3: MEMBERSHIP

3.1. Eligibility

Any person who has received Jesus Christ as their personal Lord and Savior and subscribes to our Statement of Faith may be a member of this church.

3.2. Procedure

The procedure for admission as part of the body may be established and modified from time to time by the Board of Elders. The procedure, if eligible based on paragraph 3.1, is to sign a letter of membership to be a full partner in the Church at Sun Valley.

3.3. Expectations

Members of The Church at Sun Valley are committing to joining a spiritual family that provides encouragement, support, and accountability within its membership and to its leadership. Members are called to give joyfully and sacrificially of their time, talent and resources to support and build up the body of Christ, and to strive for continued growth.

3.4. Role in Governance

The reference to “member” in these bylaws is a spiritual and theological term that does not have any civil effect for purposes of state law. Consistent with the biblical concept of member and this section 3.4, members do not have voting rights except where stated otherwise in this document. A vote will be held for: purchase of land; incurring indebtedness; calling a new lead pastor; or amending this constitution and bylaws. Voting will be at a regular or specially called meeting. In addition, voting may be conducted electronically by those members that are not present. A special notice will be sent via email to all members who identify themselves as part of the body of the Church at Sun Valley at the time of the vote; those not attending the meeting may vote by return email within seven (7) days of email send date. Furthermore, membership does not constitute a governing or decision-making role in this organization, which is rather a function of the board of elders. However, members are asked to affirm and follow the leadership of The Church at Sun Valley, who are in turn submitted to the Lordship of Jesus, and function in

an active way to help fulfill the mission that God has given us all to accomplish. Members are also encouraged to give loving input and ideas to the board of Elders for items relating to the business or ministry of the church. The Board of Elders will make opportunities available for this periodically as they see fit.

3.5. Resignation

Subject to the procedures of church discipline below, a member may resign by delivering notice to an elder. A member who has been absent from worship for a period of a year may be deemed to have resigned at the discretion of the Elders.

3.6. Discipline and Removal of Members and Attenders

3.6.1 In general

Members of the church and all other professing Christians who regularly attend or fellowship with The Church at Sun Valley (“attenders”) place themselves under the following disciplinary process.

3.6.2 Initiation of Church Discipline

Discipline is deemed to have begun when the elders approach the member or attender concerning the issue or event that could require discipline. A member or attender who is under discipline forfeits and waives the right to resign. For example: A husband and wife are both members of CSV; he is found to be in an adulterous affair. When confronted he refuses to end the affair, and begins to attend another church. As per scripture leaving a local church body doesn’t relieve the elders of that body in trying to both call someone to repentance, and help bring about restoration. Therefore, the church elders would continue to act as the spiritual authorities toward that goal. Moreover, a former member or attender may be subject to discipline, and his or her conduct may be made known to the church community. For example: A former member begins to make false accusations or defame the church, or people in the church. The church reserves the right to bring these false accusations to the body and refute them publicly.

3.6.3 Confidentiality

The Board of Elders will make all efforts to keep confidential any and all matters of discipline, however; members or attenders are not guaranteed confidentiality regarding issues of church discipline, and understand that in submitting themselves to the authority of the church or choosing to participate in the fellowship of the church, issues of a sensitive or personal nature may become known to others regardless of the Board of Elders holding these issues confidential.

3.6.4 Dismissal

A member or attender of the church may be dismissed from the church by the elders. The dismissal of a member or attender may be made known to all church members and attenders.

3.6.5 Reinstatement

A person dismissed from the church may be reinstated to full membership or again permitted to attend if the person's repentance is accepted as genuine by the elders.

3.6.6 No Appeal Rights

Each member or attender of this church, and every other professing Christian who regularly attends or fellowships with this church, agrees that there shall be no appeal to any court because of a discipline process or dismissal.

ARTICLE 4: GOVERNANCE, LEADERSHIP, & OPERATIONS

4.1. Church Autonomy; Relationships

We believe The Church at Sun Valley is the body of Christ, and is to be self-governed under the authority of Jesus Christ, who is the head of the church. All authority of the officers in the church proceeds from the authority of Christ. All ruling activities must be consistent with the Bible (both Old and New Testaments), which is God's expressed perfect will revealed to the church. The Church at Sun Valley is to be completely autonomous and self-governing and will not affiliate with any organization which seeks to exercise control over the local church. The Church at Sun Valley desires the fellowship of all evangelical churches and Christian groups and will cooperate with them to promote the cause of Jesus Christ.

4.2. Elders

4.2.1 In General

The affairs of the Church, both spiritual and business, shall be directed by a Board of Directors who shall also be known as the Board of Elders. Moreover, the Board of Elders shall be the principle overseeing (governing) body of the Church. This Board shall consist of not less than five (5) members, one of which shall be the Lead Pastor. The number of elders may be increased in accordance with the needs of the church as determined from time-to-time by the Board of Elders. Any decision of the Board of Elders shall be final and not subject to appeal to any higher church court or other body. The Board of Directors shall be responsible for the care of all church property.

4.2.2 Responsibilities

The Elders shall be responsible for the spiritual care and nurture of the members and the structuring of the ministries of the church. This responsibility is to be taken seriously and will be a priority commitment of time and effort on the part of each elder. Elders will be accountable to one another in issues of character and competency surrounding the ministries of the church. They are to meet together regularly to pray for the needs of the body and its individual members. They are also to be given to the study of the Word of God for the purposes of ministering to the

church by giving instruction through sound doctrine. The elders are to meet regularly to discuss and pray over the legal and financial matters of the Church. Generally, the board will meet two times per month, but may modify the number of meetings per month depending on availability of members and business needs. The board shall meet at least once per month to review the monthly financial report and for prayer. Meetings are not open to the public. The board shall approve the budget for church and ministry operations each year, and shall vote on all encumbrances of debt for the Church before bringing those encumbrances before the Church for a vote.

4.2.3 Qualifications

Elders shall be men who meet all requirements stated in 1 Tim. 3:1-7 and Titus 1:5-9. Elders shall have been faithfully involved in this church for at least twelve (12) months and have demonstrated a unity of spirit and purpose with the existing leaders and the current, general direction of the Church. If an elder ever determines that he cannot accept the statement of faith and purpose, or the current direction of the fellowship, he will be asked to withdraw from leadership.

4.2.4 Election; Tenure; Removal & Resignation

4.2.4.1 Election

The procedure for election (and any related ordination or installation) as an Elder may be established and modified from time to time by the Board of Elders.

4.2.4.2 Tenure

An elder shall serve indefinitely until he resigns or is removed.

4.2.4.3 Resignation or Removal

The Board of Elders, based on a majority vote, has the authority to dismiss an elder, if it is determined that he longer fulfills the character requirements and/or duties of an elder. The elder in question is entitled to vote on the issue of his own removal. Any elder may resign at any time by delivering notice to the president or the secretary, or by giving oral or written notice at any meeting of the Board.

4.2.5 Meetings; Action without a Meeting

4.2.5.1 Regular Meetings

Regular meetings of the Board of Elders shall occur on a schedule determined by the Lead Pastor. The Lead Pastor shall chair the meeting; in the absence of the senior pastor, the elder with the longest tenure who is present at the meeting shall chair unless the Board determines otherwise.

4.2.5.2 Special Meetings

Special meetings of the elders shall be held upon the call of the Lead Pastor or one-third of the Board. The notice of the meeting shall be in the form of a record and shall be sent at least two days prior to the meeting date. Notice of any meeting of the Board may be waived in a record by any director at any time or by a director's presence at the meeting, except where the director attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notices of such meeting unless required by these Bylaws. The Lead Pastor shall chair the meeting or delegate the chair position to another Elder; in the absence of the Lead Pastor, or if the meeting is called to address a disciplinary matter involving the Lead Pastor, the elder with the longest tenure who is present at the meeting shall chair unless the Board determines otherwise.

4.2.5.3 Quorum.

A majority of the members of the Board of Elders shall constitute a quorum.

4.2.5.4 Voting.

Each Elder shall be entitled to cast one vote at any election or on any subject before any meeting of the Board. A majority is required for any action unless a greater threshold is required by law, the articles of incorporation, or these bylaws. There must be a three-fourths (3/4) majority of those present in favor of any financial decision involving over one (1) percent of the annual budget or any encumbrances of debt.

4.2.5.5 Participation by Telephone.

Elders may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.2.5.6 Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent, in the form of a record, setting forth the action to be taken is executed by all of the elders. Any such consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.2.6 Loans to Elders Prohibited.

No loans shall be made by the corporation to its elders.

4.3. Pastoral Staff

4.3.1 The Lead Pastor

4.3.1.1 Role

The Lead Pastor shall be the President of the corporation.

4.3.1.2 Qualification and Responsibilities

The Lead pastor shall be a man qualified for eldership and of good reputation, and willing to serve in an independent church without attempting to promote any personal interests not in accordance with the mission and vision of The Church at Sun Valley. The Lead Pastor, as designated in the Scriptures, is the Shepherd of the Church under the Lordship of Jesus Christ and shall perform the following duties and functions:

- He, with the Elders, shall supervise and have oversight of all ministries, committees, departments, functions, and activities of the Church.
- He shall be ultimately responsible for the direction of all employees of the Church in the performance of their duties.
- He shall be accountable of the financial activities and functions of the church; He shall be an ex-officio member of all departments and committees.
- He shall recommend, to the Board of Elders, appointment and dismissal of all associate and assistant pastors and ministry Leads.
- He shall have authority to delegate his duties and responsibilities to other persons, supervise their activities and be ultimately responsible for their performance.
- He shall be accountable to the Board of Elders in the performance of his duties.

4.3.1.3 Selection

In the event of a vacancy in the Lead Pastorate, the existing Board of Elders will be in charge of selecting a candidate as the new Lead Pastor based on two thirds (2/3) majority of the Elders present at a regular or special meeting. That candidate will be presented to the Church at a regular or special meeting in which he is approved by 75% of the members who vote.

4.3.1.4 Removal

The Lead Pastor may also be dismissed from his position by a two thirds (2/3) vote of the Elders present at a regular or special meeting if they find in him a consistent inability or unwillingness to perform the duties of a Lead Pastor. The Lead Pastor may vote on the issue of his own removal.

4.3.2 Associate Pastor

4.3.2.1 Qualifications and Responsibilities

The Associate Pastor is a God-called pastoral leader whose priority is building and maintaining the community life within The Church at Sun Valley. This will be carried out under the vision and direction of the Senior Pastor. Teaching and administration will be important gifts and abilities of this position, and shall perform the following duties and functions:

- Recruit and train ministry team leaders to emphasize local community involvement to further the gospel. Develop these leaders to make disciples.
- Conduct weekly biblical teaching classes.
- Preach and lead worship services in the absence of the Senior Pastor, or at other times as assigned or requested.
- Connect with members of the Church at Sun Valley to encourage them to further their involvement in the ministries of CSV.
- Develop relationships with others in the local community to make disciples.
- Provide pastoral care, visiting sick at home and hospitals, and visiting the grieving.
- Support and execute the vision of the Senior Pastor
- Manage and lead the everyday activities of the church staff under the authority of the Senior Pastor.
- Oversee the daily operation of facilities and church property.
- Annually evaluate the effectiveness of the ministries of the church along with the senior pastor, and provide a report to the Elders.
- Serve as part of the church's leadership team.
- Serve as a non-voting member of the Elder board.

4.3.2.2 Selection

Associate Pastors will be selected by the existing Board of Elders. Advertising the position and the interview process will be conducted by the Elders. A panel of church members may be utilized to assist in the interview process. The selection will be based on two thirds (2/3) majority of the Elders present at a regular or special meeting.

4.3.2.3 Removal

Associate Pastors may be dismissed by a two thirds (2/3) vote of the Elders present at a regular or special meeting if they find a consistent inability or unwillingness to perform the duties of an Associate Pastor.

4.3.3 Financial Support and Pastoral Relations

4.3.3.1 Salary

The Board of Elders shall provide adequate and ample financial support for the Lead and Associate Pastors and family. The Pastor's salary shall be specified at the time of calling and evaluated every year.

4.3.3.2 Housing Allowance

The Board of Elders shall provide a yearly parsonage allowance, to be used for housing costs. This allowance shall be reviewed and renewed yearly.

4.3.3.3 Insurance & Retirement

The Church shall, as able, make provision for an adequate health and life insurance policy (including retirement).

4.3.3.4 Sabbatical; Study

Upon agreement of the Board of Elders, the Lead Pastor shall be free to reserve time for extended periods of study as deemed necessary for execution of his pastoral duties, e.g. special writing, extra schooling, etc. The Church shall also defray the cost of sending the Lead Pastor to camps, retreats, or conferences for the Church.

4.4. Other Officers

4.4.1 In General

The other officers, beside the president, of the corporation shall be a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board. Each officer shall be annually elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary.

4.4.2 Secretary

The secretary shall perform all duties incident to the office of secretary and such other duties assigned by the Board or by the president from time to time. The secretary shall keep records of the proceedings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and act as custodian of the corporate records of the corporation.

4.4.3 Treasurer

The treasurer shall perform all duties incident to the office of treasurer and such other duties assigned by the Board or by the president from time to time. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board.

4.4.4. Resignation

Any officer may resign at any time by delivering notice to the president or the secretary, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4.5 Removal

Any officer may be removed by the majority vote of the Board of Elders whenever in its judgment the best interests of the corporation will be served thereby. Removal of an officer who is also an elder shall not have any effect on such person's status as an Elder. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.4.6 Vacancies

Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting.

4.4.7 Salaries

The salaries of officers and agents of the corporation shall be fixed by the Board.

4.5 Church Staff and Operations

Church staff positions are varied and include: office staff for day to day administration; paid ministry positions such as assistant pastors, music ministers; and volunteer ministry positions including youth directors, children's ministry directors, and adult ministry leaders.

4.5.1 Hiring Personnel

The lead pastor has the authority to hire and thus release administrative office staff personnel. The board will be advised of these actions prior to being finalized. Ministry positions, whether paid or volunteer will be filled with the advice and consent of the board. Approval of two-thirds

(2/3) of the board present is required to hire or appoint new ministers. Hiring will be limited to and consistent with funding provided in the approved or amended budget.

4.5.2 Releasing Personnel

If any ministry position is required to be eliminated or the person filling that position is required to be released due to actions, the lead pastor with the board will determine how and when the person will be separated from service. Approval of two-thirds (2/3) of the board present is required to release ministers.

4.5.3 Search Teams

From time to time ministry search teams may be formed to seek out possible candidates to fill positions. The authority of these teams generally will be to bring possible candidates names to the board, not to interview or offer any position. Specific authorities will be spelled out in a team appointing letter.

ARTICLE 5: FISCAL MATTERS

5.1. Fiscal Year

The fiscal year shall start January 1 and end December 31.

5.2. Gifts to the Church

5.1.1 Authority to Receive Restricted Gifts

The necessary finances for conducting the regular activities of the Church will be obtained through a system of tithes, voluntary pledges, gifts and regular offerings. Reasonable attempts will be made to utilize gifts for the specific purpose indicated. However, the Board of Elders reserves the right to use any monies designated for special purposes in any way they see fit in support of the Church and its missions, especially if another need arises that they prayerfully decide is a better use for the resources.

5.1.2 Authority to Receive In-Kind Contributions

Gifts in kind with a value greater than \$1000 must be formally accepted by the board and will be deemed to be disclaimed unless formally accepted. The board reserves the right to determine the disposition of all gifts in kind. The board reserves the right to decline any gift in kind, regardless of value.

5.3. Grants Made by the Church

5.3.1 Exclusive Control.

The Board shall have exclusive control and power over all grants, contributions and other financial assistance made by the corporation, all of which must be in furtherance of the corporation's purposes.

5.3.2 Grants

The Board shall have the power to make grants, contributions and otherwise render financial assistance to any organization organized and operated exclusively for exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States internal revenue law or successor statute, provided such assistance is in furtherance of the corporation's purposes.

5.3.3 Requests for Funds

The Board shall review all requests for funds from other organizations and require that such requests specify the use to which the funds will be put. Upon approval of the request, payment of the funds may be authorized to that organization.

5.3.4 Board Discretion

The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

5.3.5 Solicitation for Specific Purpose

Upon approval of any request as described in section 5.3.3, the Board may solicit funds for that specific project or purpose, but may at any time exercise its right to withdraw approval and to use the funds received for other charitable, religious, or educational purposes. The Board shall refuse to accept any contribution which does not allow the corporation complete control and discretion to use funds in furtherance of the corporation's purposes.

5.3.6 Acquisition and Debt

The elders shall call a special or regular meeting of the church when considering acquisition of property or incurring debt and will require two thirds (2/3) vote of approval of the members voting before moving forward.

5.3.7 Annual Financial Report

The Treasure will report to the Church the annual financial status consisting of the proceeds and expenses from the previous year and the budget for the coming year. The report will be given as

soon as possible after the end of the year, but not later than the 28th day of February. The budget is established and approved by the Board of Directors, and is not voted on by the Church.

ARTICLE 6: LICENSING, COMMISSIONING, & ORDINATION

The Church at Sun Valley shall have the authority to license, commission, or ordain ministers of the Gospel of Jesus Christ. The Board of Elders, only after prayerful consideration and with optional, nonvoting input from outside pastors, may approve a candidate for licensing, commissioning, or ordination by a two thirds (2/3) vote of the Elders present at a regular or special meeting. The newly licensed, commissioned, or ordained minister shall be issued a Licensing Certificate, Commissioning Certificate, or Certificate of Ordination from The Church at Sun Valley based on the action of the board.

ARTICLE 7: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

7.1. Power to Indemnify

The corporation shall have the following powers:

7.1.1 Power to Indemnify

The corporation may indemnify its officers, directors, employees, agents, volunteers, trustees or other capacities to the full extent allowed by law.

7.1.2 Power to Pay Expenses in Advance of Final Disposition

The corporation may defend its officers, directors, employees, agents, volunteers, trustees or those serving the corporation in any other capacity to the full extent allowed by law.

7.1.3 Power to Enter Into Contracts

The corporation may enter into contracts with any person who is or was a director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

7.2. Indemnification of Directors, Officers, Employees and Agents

7.2.1 Directors

The corporation shall indemnify and hold harmless any person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

7.2.2. Officers, Employees, and Agents

The corporation, by action of its Board of Directors, may indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent which the Board of Directors may determine.

7.2.3 Character of Rights

To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

7.2.4 Enforcement

A director, officer, employee or agent ("Claimant") shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in section 7.1.2 above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the Claimant is so entitled. If a claim under this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty (20) days, the Claimant may at any time hereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, the Claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the Claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the Claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the Claimant is not so entitled. If the corporation elects to indemnify and hold harmless or advance expenses to its officers, employees or agents pursuant to section 7.2.2, it may, in its sole discretion, provide the enforcement rights set forth in this section 7.2.4.

7.2.5 Rights Not Exclusive

The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, agreement, vote of disinterested directors, or otherwise.

7.3. Insurance

The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or any person who, while a director,

officer, employee or agent of the corporation, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the law.

7.4. Survival of Benefits

Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

7.5. Severability

If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

7.6. Applicable Law

For purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

ARTICLE 8: NOTICE

8.1. Definitions.

“Deliver” means: (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers; (c) electronic transmission, in accordance with the director’s or officer’s consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers under Section 3. “Electronic transmission” means an electronic communication: (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient. “Execute,” “executes,” or “executed” means: (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission. “Record” means information inscribed on a tangible medium or contained in an electronic transmission. “Tangible medium” means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material. Any term not defined in these Bylaws shall have the definition in the Arizona Corporation Act, as presently enacted or hereafter amended.

8.2. Electronic Notice.

8.2.1 Consent to Electronic Notice

In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

8.2.2 Revocation of Consent to Electronic Notice

A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

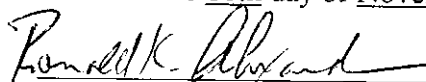
8.2.3 Effective Date of Delivery

If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the corporation with postage thereon prepaid. If the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

ARTICLE: 9. AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of the members voting, provided that the members were notified a minimum of seven (7) days before the vote that an amendment or amendments would be considered. The undersigned, being the secretary of the corporation hereby certifies that these Bylaws consisting of 18 pages are the Bylaws of the corporation, adopted by resolution of the directors on November 7, 2021.

DATED this 18th day of November 2021.

 Secretary

Originally Adopted: April 14, 2019

Amended: November 7, 2021