RESTATED BYLAWS
OF
CHRISTIAN FAITH CENTER

PREAMBLE

We, the members of the Christian Faith Center Church (the "corporation" or the "church"), in order to establish and maintain a place for worship of Almighty God, our Heavenly Father, do hereby recognize ourselves as a sovereign local church. We desire to provide for Christian fellowship of those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility in the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; and to provide education, both temporal and spiritual, for those of all ages who wish to hear the word of God; and for this purpose we do adopt the following Bylaws, which shall entirely supersede any previously adopted bylaws of the corporation or church.

ARTICLE I.
OFFICES

1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the board of directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the State of Washington at such place or places as the board of directors may from time to time determine.
ARTICLE II.

MEMBERS

2.1 **Qualification.** Members of the corporation shall be individuals who:
   a. Show evidence of a genuine experience in regeneration (the new birth);
   b. Show evidence of a consistent Christian life;
   c. Fully subscribe to the tenets of faith as set forth in the Articles of Incorporation;
   d. Show willingness to contribute regularly to the support of the church according to his or her ability; and
   e. Attend such membership preparation sessions as the church may from time to time provide.

The church reserves the right to refuse membership to any individual who does not meet these qualifications; provided, however, that it is the policy of the church not to discriminate based on reasons of race, sex, age, national origin, or handicap.

2.2 **Voting Rights.** Members shall not have any voting rights.

2.3 **Application for Membership.** Persons who desire to become members of the church shall make application to the Pastor. Each applicant who has met the membership requirements shall be received into the church publicly at any of the services of the church and his or her name shall be inscribed on the membership roll.

2.4 **Annual Meeting.** The annual meeting of members shall be held at the church on such date in January or February as is determined each year by the Pastor in counsel with the Board of Directors.
ARTICLE III.  
THE PASTOR  

3.1 **Appointment.** As founder of the church, Casey Treat is hereby appointed as the Pastor of the church, and shall retain this position until he resigns or is removed from office as provided in these Bylaws. The Pastor shall be the executive head of the church, president of the corporation and chairman of the Board of Directors. He shall retain this position until he resigns or is removed from office as provided herein.

3.2 **Appointment of Successor.** A successor Pastor may be appointed to serve for one or more years or for an unspecified period of time, as determined at the time of appointment. He shall be appointed by the previous Pastor, with the advice and counsel of the Board of Directors, prior to or upon the end of the previous Pastor's term or time of service as Pastor. If the successor Pastor has been appointed for a definite period of time, such as one or two or any other specified number of years, his tenure of office shall terminate at the end of the specified term of service unless he is appointed to serve another term.

3.3 **Vacancy.** When a vacancy in the Pastorship shall occur, for any cause whatever, the Board of Directors shall elect a new Pastor by a majority vote, and may enact such amendments to these Bylaws or the Articles of Incorporation as they deem appropriate in connection with such appointment.

3.4 **Responsibilities.** The Pastor shall be the spiritual overseer of the church and shall direct all of its activities. His responsibilities shall include, but not be limited to, the following: providing for all the services of the church; arranging for such special meetings, conventions and revival campaigns as shall be deemed advisable; serving as an ex-officio member of all departments, committees and auxiliary organizations; acting as chairman of the Board of
Directors and President of the corporation; and reporting to the church from time to time respecting his pastoral function.

3.5 **Powers.** The Pastor shall be the custodian of all the church property. With or without the approval of the Board of Directors, he shall, on behalf of the church, have the right, power and authority to purchase, acquire by gift, devise, bequest, or otherwise, either directly or as trustee, any real or personal property, including the right and power to acquire property by the issuance of annuity bonds, promissory notes, or other similar covenants given to the person deeding property to the church, to own the beneficial title of or hold in trust or as lessee any real property needed for the carrying out of the mission of the church, to sell, convey, lease, assign for security purposes, mortgage, hypothecate, or otherwise dispose of or encumber any real or personal property of the church at any time. (With the approval of the Pastor, the Board of Directors may also approve any or all of the foregoing actions concerning the church’s real and personal property, through the Pastor or other representatives designated by the Board.) The Pastor shall appoint new members of the Board of Directors to fill any vacancies created therein, and shall appoint the officers of the church. The overall spiritual and temporal management of the church shall be entrusted to the Pastor. He shall be charged with the management of all property of the church and the responsibility to administer its funds. The Pastor shall make a final decision on all applicants for church membership. In the event of his temporary absence, the Pastor shall be empowered to appoint a chairman of the Board of Directors, pro-tem, from the elders or pastoral assistants, to sit in his place and stead and exercise all power otherwise bestowed upon the Pastor. No person shall be invited to speak or preach in the church without his approval.

3.6 **Pastoral Assistants.** The Pastor and the Board of Directors shall be authorized to arrange such pastoral assistance as is deemed advisable. At such times as the Pastor deems their presence necessary or beneficial, the Pastor shall be authorized to appoint pastoral assistants to
the board of directors, pro-tem, but the Pastor shall not be delegated the authority to bestow the right to vote upon said pro-tem members of the Board of Directors.

3.7 Removal. The Pastor may be removed prior to the expiration of his term of office only for cause and by a two-thirds vote of the Board of Directors at a special meeting called for such purpose. "Cause" for removal of a Pastor shall exist only in the event of gross dereliction of duty, abuse of drugs or alcohol affecting the performance of duties, sexual misconduct, or conviction of a felony. At least seven days' notice of such special meeting shall be given to the Pastor and the Pastor shall be entitled to a fair and impartial hearing before the Board of Directors. The decision of the Board of Directors (the Pastor not voting) shall be final.

ARTICLE IV.

BOARD OF DIRECTORS

4.1 General Powers. The affairs of the corporation shall be managed by a Board of Directors (the "Board").

4.2 Number. The Board shall consist of not fewer than ten (10) and not more than twenty (20) persons, unless the Board, by amendment to these bylaws, provides for a different number of directors; provided, however, that no decrease in number shall have the effect of removing any incumbent director.

4.3 Selection. The directors shall be appointed by the Pastor; provided that not fewer than three directors shall be from the pastoral staff (including the Pastor); not fewer than three directors shall be non-staff members of the congregation; and not fewer than three directors shall be pastors or ministers from other churches.
4.4 **Term.** Each director shall be annually appointed by the Pastor for a term of one year or as otherwise designated by the Pastor, unless he is removed pursuant to these Bylaws.

4.5 **Resignation.** Any director may resign at any time by delivering written notice thereof to the secretary of the corporation.

4.6 **Removal.** Any one or more directors may be removed from office by the Pastor, following counsel from the Board. Each removal shall be based upon a finding by the Board that, in its judgment, the best interests of the corporation would be served thereby.

4.7 **Vacancies.** Vacancies occurring in the Board for any reason shall be filled by appointment by the Pastor, with counsel from the Board. A director selected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is appointed.

4.8 **Meetings.** The Board shall meet bimonthly on a date as the directors shall determine. Special meetings may be held upon decision of the Board, or at the request of the Pastor, provided all directors have been notified to be present. A majority of the directors in office shall constitute a quorum, and no business of the corporation shall be transacted at any meeting of the Board unless a quorum is present. Unless otherwise provided in these Bylaws, the act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board. In the event the church is without a Pastor or the Pastor is not present, the Board may select one of the directors in office to serve as chairman in order to transact business for the church until a successor Pastor is appointed or the Pastor is present.
4.9 **Action without Meeting.** Any action permitted by law, the Articles of
Incorporation or these Bylaws to be taken at a meeting of the Board of Directors may be taken
without a meeting, provided that all of the directors consent in writing to such action.

**ARTICLE V.**

**COMMITTEES OF THE BOARD**

5.1 **Standing Committees.** There are hereby constituted the following standing
committees of the Board, each of which shall consist of two or more directors:

5.1.1 **Finance Committee.** The Finance Committee shall consist of those
directors who are non-staff members of the corporation. The Finance Committee shall meet with
the Pastor once a year for the purpose of establishing the Pastor's compensation, vacation
schedule and other benefits and terms of office, in order that appropriate opportunities may occur
to reward faithful, diligent and fruitful ministry.

5.1.2 **Missions Review.** The Missions Review Committee shall consist of four
(4) directors selected by the Pastor. The purpose of the Missions Review Committee shall be to
oversee all missions of the church, and review church involvement in support of the missions.

5.1.3 **Other Committees.** The Pastor, with the counsel of the Board, may from
time to time establish other standing or ad hoc committees for such purposes as are deemed
appropriate or beneficial.

5.2 **Committee Chair.** The Pastor shall appoint a chair for each committee.

5.3 **Meetings.** Except as otherwise prescribed by the Board, meetings of committees
may be called by the committee chair. Notice of the time and place of all committee meetings
shall be given by the chair of the committee. Unless otherwise prescribed, each member of the
committee shall have one vote. Each committee shall: (a) keep regular minutes of the transactions of its meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation; and (b) provide periodic written reports of its activities to the Board and the Pastor.

5.4 **Quorum and Action.** One-half of the authorized number of members of a committee shall constitute a quorum for the transaction of the business of such committee and the act of a majority of such quorum shall be the act of the committee.

5.5 **Term and Removal.** Each committee member shall be annually appointed by the Pastor for a term of one year or as otherwise designated by the Pastor. Any committee member may be removed by the Pastor, with the counsel of the Board, whenever in his judgment the best interests of the corporation will be served thereby. Vacancies on any committee arising from any cause may be filled by the Pastor. A member appointed to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is appointed.

**ARTICLE VI.**

**OFFICERS**

6.1 **Selection.** The Pastor shall, from time to time, select the officers of the corporation, including one or more Vice Presidents, a Secretary and a Treasurer.

6.2 **President.** The Pastor will serve as President of the corporation and his duties and powers shall be as set forth in Article 3.

6.3 **Vice President.** The Vice President(s) shall only exercise such powers as may be specifically granted by the Pastor, or in the event of a vacancy in the Pastorship, by the Board.

6.4 **Secretary.** The secretary of the corporation shall be responsible for keeping and maintaining the official records of the corporation. He shall maintain custody of any corporate...
seal and of all legal documents pertaining to the corporation or its laws, and shall maintain in an orderly manner the church membership records. He shall take minutes of all meetings of the Board. The minutes of all such meetings shall be his charge, and kept and maintained in a safe depository as a permanent record of the corporation. He shall receive a copy of minutes of the other various meetings and department meetings, for inclusion in the records of the corporation.

6.5 Treasurer. The Treasurer shall administer the finances of the corporation under the direction of the Pastor. He shall receive and deposit all funds in the responsible bank in the name of the corporation and shall disburse funds by check as authorized by the Pastor. He shall make an itemized report of receipts and disbursements each month to the Board, and provide a copy of such reports to each director.

6.6 Term. The term of office of each of the officers of the corporation shall be one (1) year or such other term as may be specified by the Pastor, unless the officer is removed pursuant to these bylaws.

6.7 Vacancies. Vacancies in any office arising from any cause may be filled by the Pastor. Any officer so appointed shall serve for the unexpired term of his or her predecessor.

6.8 Resignation. An officer may resign at any time by delivering written notice thereof to the Board.

6.9 Removal. An officer of the corporation may be removed from office by the Pastor, following counsel from the Board. whenever in his judgment the best interests of the corporation will be served thereby.
ARTICLE VII.

CHURCH SCHOOL

7.1 Relation to the Church. A diversified education program, covering the period from daycare and preschool through high school, shall be conducted as an organic function of the church, under the general oversight of the Pastor and the Board. The education program shall combine liberal arts education with religious education. All funds received through the church school shall become part of the regular funds of the church and shall be administered by the church Treasurer under the general direction of the Pastor and the Board.

7.2 School Principal. The Pastor, with the counsel of the Board, shall appoint a principal for Pacific Christian School, to serve at the pleasure of the Pastor.

7.3 Other Officers. All other officers of the church school shall be appointed by the Pastor as needed.

7.4 Dominion College. The corporation shall have such involvement in or relationship with Dominion College or other separate college education program as the Pastor, with the counsel of the Board, from time to time deems in the best interests of the corporation. The Pastor, with the counsel of the Board, shall exercise any right on the Church's part to elect directors or trustees of Dominion College or such separate college education program. It is anticipated that the church will have the right to elect up to 40% of the members of the governing board of Dominion College.
ARTICLE VIII.

INDEMNIFICATION

8.1 Maximum Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, being or having been such a director or officer, he or she is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent or in any other capacity while serving as a director, trustee, officer, employee, or agent, may, at the discretion of the Pastor with the counsel of the Board, be indemnified and held harmless by the corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however that except as provided in this Article 8 with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Article, if granted by the corporation, shall be a contract right
and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise.

8.2 Right of Claimant to Bring Suit. If a claim under and indemnification approved by the Pastor under this Article 8 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 expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The failure of the Pastor to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advance of expenses to the claimant is proper in the circumstances, or an actual determination by the Pastor that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall not be a defense to the action or create a presumption that the claimant is not so entitled.

8.3 Not Exclusive. The right to indemnification and the payment of expense incurred in defending a proceeding in advance of its final disposition 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, Bylaws, agreement, vote of disinterested directors, or otherwise.

8.4 Insurance. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the corporation or another corporation,
partnership, joint venture, trust, 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 Washington Nonprofit Corporation Act or the Washington Business Corporation Act. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article 8 and may create a trust fund, grant a security interest, 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 8.

8.5 Employees and Agents. The corporation may, by action of its Board from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article 8 with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or the Washington Business Corporation Act or otherwise.

ARTICLE IX.

ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Fiscal Year. The fiscal year of the corporation shall commence on the first day of July, and shall end on the last day of June of each year.

9.2 Accounts. The Treasurer shall be responsible for the accounts of the corporation being maintained in accordance with generally accepted accounting principles. The Pastor shall cause the accounting records to be audited by certified public accountants annually. Such certified public accountants shall be selected by the Pastor with counsel of the Board. Reports of
the audited accounting records shall be presented to the Board from time to time, and at least annually.

9.3 **Books and Records.** The corporation shall keep at its registered office, its principal office in Washington, or at its Secretary’s office if in Washington, the following:

a. Current Articles of Incorporation and Bylaws;

b. A record of members, including names and addresses;

c. Correct and adequate records of accounts and finances;

d. A record of officers, and directors, names and addresses; and

e. Minutes of the proceedings of the members, the Board, and any minutes which may be maintained by committees of the Board. Records may be written or electronic if capable of being converted to writing.

9.4 **Amendment of Bylaws.** Amendments to these Bylaws shall be presented for adoption by the Board at a regular or special meeting, the call of which shall include the text of the amendments. In order to be adopted, a proposed amendment must receive an affirmative vote of no less than a majority of all voting members of the Board and, unless there is a vacancy in the office of the Pastor, the affirmative vote of the Pastor.

9.5 **Amendment of Articles of Incorporation.** The Articles of Incorporation may be altered, amended or repealed by an affirmative vote of no less than a majority of all voting members of the Board and, unless there is a vacancy in the office of the Pastor, the affirmative vote of the Pastor.
CERTIFICATE

The undersigned hereby certifies that the foregoing Bylaws were duly adopted by the Board of the corporation on the day of February 11, 1993.

DATED this 5th day of March, 1996.

CHRISTIAN FAITH CENTER CHURCH

By: [Signature]

Secretary