

CONSTITUTION AND BY-LAWS OF NEW HOPE CHURCH OF PENASQUITOS

(A California Non-Profit Religious Corporation)

ARTICLE I

NAME AND PRINCIPAL OFFICE OF INCORPORATION

The name of this Corporation is New Hope Church of Penasquitos (herein after NHC). The principal office of this corporation for transaction of its business is located at 10330 Carmel Mountain Road, San Diego, California 92129.

ARTICLE II

AFFILIATION

NHC is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing the benefits of mission appointments and educational opportunities for our members, NHC voluntarily affiliates with the Southern Baptist Convention in its national, state and local expressions. (1 Corinthians 12:27; Ephesians 4:4-6).

ARTICLE III

BELIEFS

SECTION 1: STATEMENT OF BIBLICAL AUTHORITY

NHC's Statement of Faith (below) does not exhaust the extent of our faith. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of church doctrine, practice, policy, and discipline, the Elders of NHC are the final interpretive authority on the Bible's meaning and application. (2 Timothy 3:16-17; Titus 1:5-9; Hebrews 4:12)

SECTION 2: STATEMENT OF FAITH

The Scriptures

The Old and New Testaments are the inspired, inerrant Word of God. The Spirit of God supernaturally guided all writers ensuring the trustworthiness of the content. God has preserved the Scriptures through the centuries and they are our supreme and final authority in faith and life. (2 Timothy 3:16-17; 2 Peter 1:20-21)

The Trinity

One eternal God, exists simultaneously in three distinct persons-the Father, Son and Holy Spirit. Each of these three Persons of the godhead are fully God, sharing the same nature and attributes. (Genesis 1:26; Matthew 3:16-17; Deuteronomy 6:4; Matthew 28:19)

God the Father is the Eternal Father of the Son, the One from whom the Spirit proceeds, and the Father of all creation. He is the Father of all true Christ-followers, the author and designer of redemption and election; and He hears and answers the prayers of those who follow Him in faith. (John 1:14; 8:38-45; Ephesians 1:3-14; Galatians 4:6; John 15:26; John 16:23-28; John 17:5)

Jesus Christ is the Son of God and was God incarnate, born of a virgin in a human body. He lived a sinless life on earth and died a substitutionary death for the sins of humankind on the cross. His atonement for sin satisfied God's justice, so that all who believe in Him are freed from the penalty and power of sin and Satan. The Christ-follower is made acceptable before God through Christ's death. (Acts 16:31; Ephesians 2:13; Romans 5:8; Romans 6:23; 1 Peter 1:18-19; 2 Corinthians 5:21; 1 John 1:7; Ephesians 1:7; Revelation 1:5)

Our Lord Jesus Christ's crucified body was resurrected. He ascended into heaven where He ministers as our High Priest and as the One who pleads our case before the Father as our Advocate. (Matthew 28; Acts 2:22-36; Mark 16; 1 Corinthians 15:3-6; Luke 24; Hebrews 4:14-16; Acts 1:10-11; Hebrews 7:23-28)

The Holy Spirit is a person and is fully God. He convicts the world concerning sin, righteousness, and judgment. He causes new birth through regeneration, baptizes into the Body of Christ, seals and indwells every Christ-follower at the moment of conversion. He empowers, guides, teaches, sanctifies and gives spiritual gifts to all God's children. (Matthew 28:19; 1 Corinthians 6:11, 19; John 3:5; John 14:26; John 16:13; 1 Corinthians 12; John 16:8-11; Ephesians 3:16; Acts 5:3-4; Ephesians 4:30; Romans 12:3-8; 1 Peter 4:7-11)

The Church

A local New Testament church is an assembly of Christ-followers who have obediently associated themselves for the purpose of carrying out the mission of Christ. This is accomplished through worship, instruction, service, the administration of the ordinances and the making of disciples who seek to become like Christ. . The local church is responsible only to Christ as its Head through the delegated leadership of selected Elders. (Matthew 28:16-20; Acts 2:41-42; 1 Corinthians 12:12; Hebrews 10:24-25; Colossians 1:18; Ephesians 5:23)

Two ordinances of the church are to be regularly observed:

1. Christian baptism, the immersion of a believer in water, in the name of the Father, the Son and the Holy Spirit, symbolizes the process of redemption (death, burial, and resurrection to newness of life). (Matthew 28:19-20; Acts 8:36-38; Acts 8:12-13; Acts 10:47-48)
2. The Lord's Supper (Communion) is a symbolic remembrance of Christ's death until He comes. (Matthew 26:26-29; 1 Corinthians 11:20-34)

The baptism by the Holy Spirit into the Body of Christ occurs at the moment the Christ-follower receives Christ; the Holy Spirit gives leaders to the church to equip believers for their individual ministries; and every member is gifted by the Holy Spirit according to His will for the building up of the Body in love. (1 Corinthians 12:13; Ephesians 4:11-16)

Salvation

Human beings were originally created in the image of God but the first man (Adam's) sin incurred God's wrath, resulting in physical and spiritual death (separation from God) to himself and all his descendants. All people are sinners by nature and by choice, and in need of salvation. (Genesis 1:26-27; Romans 5:12-21; Genesis 2:7; Genesis 3:19; Romans 3:23, Romans 6:23)

All those who receive the Lord Jesus Christ by faith in His substitutionary death and resurrection are born again of the Holy Spirit and thereby become children of God. All Christ-followers need no mediator other than Jesus Christ, and can come directly to God through Christ. (John 1:12; Ephesians 2:8-10; John 3:3-7; 1 Timothy 2:5)

All who truly trust in the Lord Jesus Christ as reflected in obedience to Him will be saved forever. (John 3:16, 36; John 6:37; Romans 8:1, Romans 8:35-39; John 10:27-30; 2 Timothy 1:12)

The Return and Judgment of Jesus Christ

The Lord Jesus Christ will return in a visible body, with great power and glory, to the earth. (John 14:1-3; Titus 2:11-14; Acts 1:10-11; Jude 14-15)

There will be a physical resurrection of the saved and the lost. The resurrection of Christ-followers will occur at the coming of Christ who enable them to live in God's presence forever and reward them according to their works done on earth. Those who are lost will also be resurrected. They will be condemned to suffer eternal, conscious punishment, away from God's presence. (John 5:28-29; 1 Thessalonians 4:13-18; 1 Corinthians 3:11-15; 1 Corinthians 15:51-58; Revelation 19:20)

Satan

Satan is a real being, a fallen angel (the leader among many others who rebelled against God, the enemy of God and humankind; and will suffer eternal, conscious punishment away from God's presence). As Christ-followers, the Lord Jesus Christ has given us authority over Satan to release those in bondage to sin, restore Christ followers to their original design and destiny, and advance the kingdom of God in a world that is currently under the dominion of Satan. (Genesis 3:1-6; 1 John 3:8; Luke 9:1-2; John 8:44; Ezekiel 28:1-10; Revelation 12:9-11; Revelation 20:10)

SECTION 3: STATEMENT on MARRIAGE and HUMAN SEXUALITY

The term "marriage" has only one meaning – a union designed by God in which He joins one man and one woman in a single, exclusive spiritual and physical union, reflecting the relationship between Christ and the church. (Genesis 1:27; Matthew 19:4-6; Mark 10:6-9)

We believe that God has commanded that sexual activity should only be engaged in the context of a marriage between a man and a woman. (1 Corinthians 6:15-20; 1 Thessalonians 4:3-5; 1 Corinthians 7:2-3; Hebrews 13:4)

Any form of sexual immorality, such as adultery, fornication, homosexuality, bisexuality, bestiality, incest, pornography or any attempt to change one's sex, or disagreement with one's biological sex at birth, is contrary to God's will. (Genesis 1:27; Exodus 20:14; Leviticus 18:22-23; Matthew 5:28; Romans 1:26-27)

In order to preserve the function and integrity of the church as the local Body of Christ, and to provide a biblical role model to the church members and the community, it is imperative that all persons employed by the church in any capacity and members, should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly.

God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (1 John 1:9, Romans 8:1-2, 2 Corinthians 5:21)

Every person must be afforded compassion, love, kindness, respect and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the church. (1 Corinthians 13:4-7; Colossians 3:12-14)

SECTION 4: STATEMENT ON THE SANCTITY OF LIFE

All human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally

challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life. (Psalm 139)

ARTICLE IV

CHURCH LEADERSHIP

The ultimate authority of the church rests in Jesus Christ (Ephesians 1:22). The Word of God reveals the principles and guidelines by which the affairs of the church are to be carried out (1 Timothy 3:15; 2 Timothy 3:16). The leadership of the church rests in the group of spiritually mature persons to be known as Elders (1 Peter 5:1-3; Acts 20:28; Titus 1:5-9). The Senior Pastor is the lead Pastor and serves as the chairman of the Elders. NHC will have a minimum of four Elders at any given time. The function of the Elders is outlined in the following passages: 1 Peter 5:1-4; Acts 20:28-31; 1 Thessalonians 5:12-13.

SECTION 1: NON-STAFF ELDERS

A. QUALIFICATIONS

Non-staff Elders are to be men of faith, sensitive to the Holy Spirit, and of proven character (1 Timothy 3:1-7; Titus 1:5-9), demonstrating faithfulness in ministries of God's Word and prayer for members of the church (1 Peter 5:1-4)

B. SELECTION

1. At least every two years, the Elders will solicit the NHC congregation (consisting of members and attendees) for names of men who, in their estimation, meet the qualifications of a Non-staff Elder. In order for current Non-staff Elders to continue serving, they must also be re-nominated.
2. The Elders will prayerfully evaluate and screen the recommendations submitted, select from among these men those who meet the qualifications of a Non-staff Elder, and submit a list of Elder nominees to the congregation for a one-month review period.
3. Anyone having reservations regarding a nominee may approach any Elder during the review period and express reservations in order to permit review of these concerns by the Elders. Investigation of such concerns will be in keeping with the biblical guidelines (Matthew 18:15-20; 1 Timothy 5:19-20), and a decision will be reached by a consensus of the other Elders, excluding any current Elder nominee who is being investigated. The selection process will be discontinued for any of the following reasons.

- a. The Elders determine that objections submitted by the congregation constitute grounds for disqualification.
 - b. The nominee indicates he cannot serve as an Elder at this time.
4. At the end of the review all nominees deemed qualified by the existing Elders and who consent to serve will be installed.

C. TERMINATION

1. Any concerns regarding the effectiveness or spiritual qualifications of a standing Elder shall be brought to the attention of a member of the Elder Board. The informed Elder will bring the concern to the Senior Pastor who will appoint a committee of Elders to investigate in light of biblical guidelines. The Senior Pastor will review the findings with the committee. If the concerns are substantiated, the Senior Pastor will call a meeting of all Elders to present the findings. The Elder in question will be given an opportunity to present his situation or refute any findings. If the findings are substantiated, the Elder will be given an opportunity to resign his position as Elder and to seek assistance to correct the areas noted.
2. Should an Elder be found unqualified and does not voluntarily resign, he may be removed from service by the Elder Board. Such a decision will be made according to the biblical guidelines (Matthew 18:15-20; 1 Timothy 5:19-20), and by a consensus of the Elders not being investigated.

SECTION 2: STAFF ELDERS

- A. QUALIFICATIONS:** Staff Elders are to be men of faith, sensitive to the Holy Spirit, and of proven character (1 Timothy 3:1-7; Titus 1:5-9), demonstrating faithfulness in ministries of God's Word and prayer for members of the church. (1 Peter 5:1-4)
- B. SELECTION:** The selection of Staff Elders is governed by the nature of each man's job responsibilities as stated in the staff position job description.

ARTICLE V

CORPORATE DIRECTOR

SECTION 1: BOARD OF DIRECTORS

The Elders shall act as the Board of Directors of this corporation. The Senior Pastor shall serve as Chairman of the Board.

SECTION 2: NUMBER OF DIRECTORS

This corporation shall have at least three (3) Elders acting as members of the Board of Directors.

SECTION 3: POWERS

Subject to the revision of the California Non-profit Religious Corporation Law and any limitations in this constitution relating to action required or permitted to be taken, to be approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporation powers shall be exercised by or under the direction of the Elders.

ARTICLE VI

CORPORATE OFFICERS

SECTION 1: APPOINTMENT

The officers of the church shall consist of the President, Vice-President, Secretary and Treasurer, and any other officers that the Board of Directors shall designate.

A. PRESIDENT

The Elders shall annually select by consensus one from among themselves to serve as President. He may serve as long as he remains an Elder, and fulfills his function as President according to consensus of the other Elders.

B. VICE PRESIDENT

The Elders shall annually select by consensus one from among themselves to serve as Vice President. He will act as President in the instance that the President is unable to fulfill his function.

C. SECRETARY AND TREASURER

The Elders shall annually select by consensus a Secretary and Treasurer from among the membership. They may serve as long as they remain members, and fulfill their function as Secretary and Treasurer according to consensus of the Elders.

SECTION 2: FUNCTION

A. ACCOUNTIBILITY: The officers shall act in submission to the Elders to execute the decisions of the Elders and/or the membership according to this Constitution, in any way not inconsistent with the law of the State of California.

- B. POWER AND AUTHORITY:** Unless authorization is granted by the Board of Directors of the church, no officer, agent or other person shall have any power or authority to bind the church by any contract or engagement, or to pledge its credit, to tender it liable for any purpose or to any amount.

ARTICLE VII

MEMBERSHIP

Church membership is a wise and helpful path for those who desire to walk together in obedience to the Lord and in a manner that is worthy of the gospel of Jesus Christ (Philippians 1:27). Although Scripture does not contain an explicit command to formally “join a local church,” church membership is a way of affirming one's desire and intention to join with others in pursuing the purpose and mission of Christ.

SECTION 1: QUALIFICATIONS

The membership of this church shall be composed of individuals who:

- A.** Are believers in the Lord Jesus Christ;
- B.** Are at least 18 years of age;
- C.** Have experienced New Testament baptism (post conversion/immersion);
- D.** Have completed a NHC new member orientation;
- E.** Have read and agree to abide by the NHC Constitution and Bylaws; and who have
- F.** Signed the NHC Covenant of Membership.

SECTION 2: PRIVILEGES

- A.** Voting on the election of the Senior Pastor which requires at least a three-fourths majority vote of those present at a member meeting.
- B.** Voting on the purchase of land which requires at least two-thirds majority vote of those present at a member meeting.
- C.** Voting on the purchase or construction of new buildings which requires at least two-thirds majority vote of those present at a member meeting.
- D.** Voting on amendments to the Constitution and By-Laws which requires at least two-thirds majority vote of those present at a member meeting.

E. Serving on certain committees and in various leadership positions.

SECTION 3: PROCESS FOR CHURCH DISCIPLINE

The Board of Elders is responsible for the oversight and implementation of all church discipline. The procedures for restoration and discipline are based on biblical principles as outlined by this Constitution. By becoming a member of the church, a person agrees to submit and be subject to church discipline as established and implemented by the Board of Elders.

Discipline is an exercise of spiritual authority for which the church is responsible. (Matthew 18:15-20; Luke 17:3; Acts 16:4-5; Ephesians 5:11; 1 Timothy 5:20; 2 Timothy 4:2; Hebrews 13:17) The purpose of discipline is to bring honor to God by lovingly promoting repentance and restoration in the case of unbiblical conduct or doctrinal departure from the tenants of faith of this church. NHC will follow the disciplinary procedure set forth in Matthew 18:15-20 under the oversight of the Elder Board. (1) A concerned fellow believer discusses the concern(s) with the member in an effort to resolve the matter privately; (2) if the first step does not resolve the matter, then the concerned fellow believer shall meet with the member with one or two other fellow believers in an effort to resolve the matter privately; (3) if the first or second steps do not resolve the matter, a member of the Elder Board will be brought into the process; (4) if there is still no resolution, then the Elder board will determine a plan of restoration; (5) if the member in violation refuses to submit to the restoration process the person may be dismissed from membership in the church. (Matthew 18:17) However, lesser disciplinary sanctions may be imposed as appropriate, depending on the circumstances of each case.

Accountability procedures may be instituted at any time and may continue after a member seeks to withdraw from membership if the Board of Elders determines that such discipline may serve to guard and preserve the honor of God, protect the purity of the church, or restore the disobedient member to the Lord. (Matthew 18:12-14; Romans 16:17; 1 Corinthians 5:1-13; 2 Thessalonians 3:6-14; 2 Timothy 2:16-18; Timothy 4:14-15; 3 John 1:9-10). While the church cannot force a withdrawing person to remain in this congregation, the church has the biblical right and the responsibility to encourage restoration, to bring the disciplinary process to an orderly conclusion, to make determinations as to the person's membership status, and to follow accountability principles and processes that the Board of Elders deems biblically appropriate.

SECTION 4: REVOCATION

A. VOLUNTARY – Members may voluntarily revoke their membership at any time by submitting a letter of revocation.

B. INVOLUNTARY – Any member living inconsistently with the doctrine and practices of NHC as set forth in this Constitution may be removed subject to church discipline

including, but not limited to, removal from church membership.

- C. INACTIVE** – Any Member who has been inactive for a period of at least four months and has been non-responsive to contact efforts can be refused the opportunity to vote on church matters and may be dropped from the rolls per the direction of the Elders.

ARTICLE VIII

STAFF

SECTION 1: SENIOR PASTOR

A. SELECTION

The Senior Pastor's call to serve at this church will follow these guidelines:

1. The Elders will engage in a process to present a potential candidate to the church membership.
2. After presentation of any candidate to the congregation, the members will vote by secret ballot at a meeting called by the Elders. The candidate must receive three-fourths of the votes cast to confirm his call to serve.

- B. TERMINATION** – NHC does not offer tenured or guaranteed employment. Either NHC or the Senior Pastor himself can terminate the employment relationship at any time, with or without cause, and with or without notice. This employment-at-will relationship exists regardless of any other written statements or policies contained in this Constitution and Bylaws, or any other NHC documents or any verbal statement to the contrary.

The Senior Pastor's ministry may be terminated under either of the following conditions:

1. **Voluntarily** – The Senior Pastor resigns at any time.
2. **Involuntarily** – Should the Elders decide, by three-quarters vote, that the Senior Pastor is no longer qualified to serve, the decision will be brought before the membership requiring two-thirds majority vote. The Senior Pastor will not participate in any discussion or vote regarding his removal.

SECTION 2: OTHER PASTORAL/MINISTERIAL STAFF

A. SELECTION

1. The Elders will discuss and must approve, by three-quarters vote, the job description and timing of the selection process for additional pastoral/ministerial staff.
2. The proposed candidate must be approved by consensus of the Elders.

B. TERMINATION – NHC does not offer tenured or guaranteed employment. Either NHC or the employee of NHC can terminate the employment relationship at any time, with or without cause, with or without notice. This employment-at-will relationship exists regardless of any other written statements or policies contained in this Constitution and Bylaws or any other NHC documents or any verbal statement to the contrary.

1. **Voluntarily** – A member of the pastoral/ministerial staff may resign anytime.
2. **Involuntarily** – Any staff member may also be terminated by a three-quarters vote of the Elders upon a finding that the staff member has acted in violation of the NHC Statement of Faith or has not fulfilled the requirements of the individual employee's job description.

ARTICLE IX

STAFF/VOLUNTEERS WORKING WITH CHILDREN

Paid staff or volunteers have a moral obligation to protect the children and youth assigned to their care. As a result, NHC has policies and procedures that not only govern the selection of staff and volunteers, but also govern their conduct when exercising responsibility for, and authority over, children and youth. All staff and volunteers will be held responsible for abiding by these policies and procedures. NHC leadership is also responsible for ensuring that all staff and volunteers working with children and youth complete an application, are subject to a background check and may be required to provide references.

ARTICLE X

OFFICIAL CHURCH MEETINGS

SECTION 1: MEMBER MEETINGS

The Elder Board may call meetings of the members, for the purpose of a vote, at its discretion. Such meetings will be made known through various means including public announcements made at a church worship service at least two weeks prior to the meeting.

SECTION 2: VOTING – The quorum of any voting meeting shall be the members present at that meeting.

ARTICLE XI

MAINTENANCE OF CORPORATE RECORDS

Accurate, complete, and permanent records are kept of financial records and church membership rolls along with the decisions of all special business meetings of the church Membership and the Board of Directors.

SECTION 1: INSPECTION OF RECORDS

- A.** The following records are open to inspection by members at all reasonable times during office hours.
1. Constitution and By-laws
 2. Membership List
 3. Church Membership meeting minutes
 4. Board of Directors meeting minutes
 5. Church policies, job-descriptions, operations and practices
 6. Financial statements except those excluded by section “B.”
- B.** Individual giving records are only available to the Business Administrator and accounting staff who are specifically authorized by the Business Administrator.

ARTICLE XII

AMENDMENTS

This constitution may be amended at any time through the following process:

- A.** Any member may submit, in writing, an amendment to the Elders for discussion.
- B.** Upon approval and possible revision by the Elders, a proposed amendment will then be presented for discussion to the members of the congregation.
- C.** After the Elders give prayerful consideration to the congregational response, a final form of the amendment will be put before the congregation for vote. A two-thirds majority of members present is required for approval at member meetings.

ARTICLE XIII

DISSOLUTION

- A.** No part of the net earnings of the church shall ever accrue to the benefit of any donor, member, director, officer of the church, or any private individual. No donor, member, officer of the church, or any private individual shall be entitled to a share in the distribution of any of the assets of the church.
- B.** Upon dissolution, any assets of the church must be distributed to one or more organizations to be named by the Board of Directors of the church. These organizations must be recognized exclusively for religious purposes and must have doctrinal beliefs and purposes similar to those of this church.