

**RESTATEMENT OF BYLAWS
OF
GREATER LOS ANGELES CHINESE MINISTERIAL ASSOCIATION
A California Nonprofit Religious Corporation**

**ARTICLE I
GENERAL INFORMATION**

1.1 Name

The name of this Corporation is Greater Los Angeles Chinese Ministerial Association (hereinafter referred to as “GLACMA” or the “Corporation”).

1.2 Corporate Offices

- (A) The principal office for the transaction of the activities and affairs of this Corporation is located in Los Angeles County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary in the corporate Minutes; alternatively, this Section of the bylaws may be amended to state the new location.
- (B) The board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

1.3 General & Specific Purposes

The purpose of this corporation is to organize and operate exclusively for religious purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue laws.

In the context of the above general purposes, both in and outside the United States, the corporation shall: 1) establish, maintain, and conduct programs and meetings, promote fellowship and cooperation among the Chinese Christian churches, para-churches and organizations, and co-workers; 2) conduct seminars, provide leadership training of Christians; and 3) plan and promote outreach and evangelistic work, proclaim the Gospel, and foster awareness among Chinese Christians in Los Angeles of their common responsibility to the Great Commission.

Also in the context of these purposes, the corporation shall observe and adhere to the following limitations that appear in the articles of incorporation and add any other limitations that do not appear in the articles:

- (A) No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code section 501(h); this Corporation shall not participate or intervene

in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

- (B) All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- (C) On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of this Corporation, the remaining assets of this Corporation shall be distributed to such organization (or organizations) organized and operated exclusively for religious and educational purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

ARTICLE II **STATEMENT OF FAITH**

2.1 The Bible

That the Bible, containing the Old and New Testaments, is the inspired, inerrant, and infallible Word of God, the necessary and complete revelation of His Will for the salvation of humans, and is the ultimate authority for Christian faith and life.

2.2 The Trinity and God's Divinity

That there is one true and living God, eternally existing in three distinct persons: Father, Son, and Holy Spirit. That the triune God is the Creator, the Sustainer, and Ruler of the Creation, but is distinct from the Creation.

2.3 Man's Nature

That the first man, Adam, was created by God in His image, but fell from his original state by sinning against God, and hence incurred upon himself and all his posterity the guilt of sin, condemnation, and death; therefore, all humans are in need of salvation, but are totally incapable of saving themselves.

2.4 God's Grace

That after the Fall, God, in His mercy and love, made provision for humans' redemption through the establishment of the covenant of grace with His people by the promise and the actual giving of the Savior Jesus Christ.

2.5 Jesus Christ

That Jesus Christ is the Son of God, sent by the Father, begotten by the Holy Spirit, and born of the virgin Mary; that He lived a sinless and obedient life, suffered and died on the cross vicariously for the sins of His people who believe in Him; that God raised Him from the dead, exalted Him both as Lord and Christ, and gave Him the promise of the Holy Spirit for His Church.

2.6 Salvation of Man

That humans are saved by grace through faith in Christ in response to the Gospel preached, or otherwise presented, in the power of the Holy Spirit, through whom ransomed sinners became the sons of God and heirs of eternal life. That Jesus Christ is the only mediator between God and Humans through His and only through Him the believer has access to the Father.

2.7 Life of a Believer

That believers are a new creation in Christ, and are called to walk in the Spirit, to die unto sin, and to live unto righteousness, and thereby manifest the fruit of the Spirit, conforming themselves to the image of Christ; that good works are the fruit of the Christian life, and are not ways of justification.

2.8 Free Will

That God alone is the Lord of our conscience, and that the believers are free from human commands and teaching which are contrary to, or in addition to, the Scriptures in matters of faith and conduct.

2.9 The Church

That the church, consisting of all true believers, being Christ's own and indwelt by the Holy Spirit, is the Body of Christ, the invisible church; that the church is holy, universal and one in Christ; that the invisible church manifests herself in the visible church, the local congregations consisting all who profess to believe in Christ and are baptized; that as the people of God and a kingdom of priests, the church is called to grow unto the stature of the fullness of Christ and to fulfill her missionary work through the exercise of the gifts of the Holy Spirit, in worship, ordinances, fellowship, discipline, and services.

2.10 Role of Believers

That all believers are a royal priesthood, and of equal partnership in ministers and laity.

2.11 Last Days

That in the last day, as the consummation of redemption, Christ will come again personally and visibly to the earth to judge the living and the dead; that there will be a bodily resurrection of the dead, of the believers through the Holy Spirit unto the inheritance of eternal

life, and the unbelievers unto condemnation; and that a new heaven and a new earth will be ushered in.

2.12 Statement Regarding Gender, Sexuality, and Marriage

According to Scripture, we believe that God wonderfully created humanity, male and female (Gen 1:26-27). We believe that Scripture celebrates marriage between a man and woman (Gen 2:18-25; Matt 19:3-6) as well as singleness as relational states that honor God (1 Cor 7:7). We believe that God desires healing, reconciliation, restoration, comfort, and peace for all people regardless of their standing with God (Rom 3:23; Rom 5:6-8; Isa 61).

2.13 Statement of Final Authority on Matters of Faith and Conduct

The statement of faith does not exhaust the extent of the organization's beliefs. The Bible itself, as the inspired, inerrant, 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 this organization's faith, doctrine, practice, policy, and discipline, our board of directors is the organization's final interpretive authority on the Bible's meaning and application.

ARTICLE III **CONSTRUCTIONS AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Religious Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE IV **VOTING MEMBERS**

This corporation shall have no voting members within the meaning of the Nonprofit Religious Corporation Law. The corporation's board of directors may, in its discretion, admit individuals and organizations to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

ARTICLE V **BOARD OF DIRECTORS**

5.1 Corporation Governed By Directors

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, the Corporation's temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

5.2 Powers of Directors

Subject to the limitations of the California Nonprofit Religious Corporation Law, the Articles of Incorporation of this Corporation, and/or these bylaws, the board shall have the power to:

- (A) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- (B) Conduct, manage, and control the Corporation's temporal affairs and activities and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, and these bylaws, as the board deems best.
- (C) Borrow money and incur indebtedness on the Corporation's behalf, and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (D) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with these bylaws and the Articles of Incorporation of this Corporation.
- (E) Adopt and use a corporate seal, and alter the form of the seal.

5.3 Number and Qualifications of Directors

The board of directors shall consist of at least ten (10) but no more than twenty (20) directors, unless changed by amendment to these bylaws. The exact number of directors may be fixed, within those limits, by a resolution adopted by the incorporator or the board of directors. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

The qualifications for directors are: (1) baptized and born-again Christians, and (2) strongly supportive of the missions and philosophy of GLACMA. All Directors must have made a public declaration that Jesus Christ is their Lord and Savior, and that the Holy Bible is the infallible divine revelation from God. Directors must hold to the traditional and evangelical teachings of the Christian church in America, especially as reflected in the Statement of Faith in these Bylaws. Directors must strive to demonstrate a positive and growing commitment to Christ and obedience to the Bible in all areas of life. They should maintain a regular experience of

forgiveness, renewal, and surrender to the Holy Spirit. They should demonstrate Christian love with service, honesty, personal integrity, and recognition of the rights of others. At all times they should keep an emphasis upon glorifying God in all thoughts and actions.

5.4 Election and Term of Office of Directors

Any director shall hold office for a three-year term, and the terms may be staggered so that every year some new directors may take office.

New directors are nominated by at least a majority of the then existing directors at each annual directors' meeting. A ballot containing the names of the nominees shall be mailed or emailed for confirmation to the non-voting members who pay membership dues. The ballot mailing and return procedures may be set and adjusted by the board of directors as necessary.

However, if directors are not elected at an annual meeting, they may be elected at any special members' meeting held for that purpose or by written ballot. Each director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Directors may be re-elected again to serve after taking one year off after three full years of service.

Every director shall automatically be a member of the Executive Committee. See Article 5.13 below.

5.5 Vacancies on Board of Directors

A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by board resolution of a vacancy of the office of a director who has been convicted of a felony or declared of unsound mind by a court order; (c) the removal of a director for fraudulent acts in an action in Superior Court under Corporations Code section 9223; or (d) the increase of the authorized number of directors.

5.6 Resignation of Directors

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

5.7 Removal of Directors

A director may be removed from office **without cause** by a vote of two-thirds majority of the directors.

5.8 Meetings of Directors

- (A) Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Any board meeting may be held by telephone conference, video screen communication, or other communications equipment.

Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following apply:

- (1) Each member participating in the meeting can communicate concurrently with all other members.
 - (2) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.
 - (3) The board has adopted and implemented a means of verifying both of the following:
 - (a) A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the board meeting.
 - (b) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.
- (B) General meetings of the board may be held without notice at such time and place as the board may fix from time to time.
- (C) Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the secretary, or any two directors.

5.9 Notice of Meetings

- (A) Notice of the time and place of special meetings shall be given to each director by:
- (1) personal delivery of written notice;
 - (2) first-class mail, postage prepaid;
 - (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to

a person at the director's office who would reasonably be expected to communicate that notice promptly to the director;

- (4) telegram;
 - (5) facsimile;
 - (6) electronic mail; or
 - (7) other electronic means.
- (B) All such notices shall be given or sent to the director's address or telephone number as shown on the Corporation's records.
- (C) Notices sent by first-class mail shall be deposited in the United States mail at least seven days before the date set for the meeting. Notices given by personal delivery, telephone, electronic mail, or telegraph shall be delivered, telephoned, sent, or given to the telegraph company, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.
- (D) Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- (E) Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

5.10 Quorum of Directors

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

5.11 Action of Directors by Written Consent Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

Counterparts. Separate counterparts may be signed by the board members. Facsimile copies and/or photocopies and/or electronically transmitted copies of signatures shall have the same force and effect as original signatures.

5.12 Compensation of Directors

Directors will not receive compensation for their services as directors or officers, but may receive such reimbursement of expenses as the board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

5.13 Committees of Directors

The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office.

Every director shall automatically be a member of the Executive Committee.

Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may:

- (1) Take any final action on any matter that, under the California Nonprofit Religious Corporation Law, also requires approval of the members or approval of a majority of all members;
- (2) Fill vacancies on the board or any committee of the board;
- (3) Fix compensation of the directors for serving on the board or on any committee;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (6) Create any other committees of the board or appoint the members of committees of the board; and

- (7) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

5.14 Meetings and Actions of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

Meeting Minutes Signing. Meeting minutes may be signed by the Secretary and/or Chair, or Chair of Committee if applicable.

Copies of Signatures. Facsimile copies and/or photocopies and/or electronically transmitted copies of signatures shall have the same force and effect as original signatures.

5.15 Actions of “Interested” Directors

- (A) No director of this Corporation nor any other Corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation unless:
 - (1) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officer-ship, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all board members before consideration by the board of such contract or transaction;
 - (2) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director(s);
 - (3) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's religious purposes; and
 - (d) this Corporation enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this Corporation or was in furtherance of its religious purposes at the time the transaction is entered into.

- (B) This Section does not apply to a transaction that is part of a public, charitable, or religious program of this Corporation if it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this Corporation.

ARTICLE VI **OFFICERS**

6.1 Number and Appointment of Officers

The officers of this Corporation shall be at minimum a President, Secretary, and a Treasurer. The Corporation may also have one or more vice presidents and/or such other officers as the board deems desirable, and may authorize the President or another officer to appoint other officers that the Corporation may require. Any number of offices may be held by the same person, except that the Secretary may not serve concurrently as President.

6.2 Removal of Officers

Subject to the rights of any officer under any employment contract, officers of this Corporation shall be chosen by the board, shall serve at the pleasure of the board, and shall be subject to “at-will” employment. Officers, therefore, may be terminated by a majority of the board at any time with or without cause. Further, an officer may be removed by any other officer on whom the board confers the power of removal.

6.3 Resignation of Officers

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

6.4 Duties of President

Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The Chairman of the Board may also be the President.

6.5 Duties of Vice-President(s)

If the President is absent or incapacitated, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the President. When so acting, a vice president shall have all powers of and

be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may require. It is not necessary to designate a vice president.

6.6 Duties of Secretary

- (A) The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, general, or special, and, if special, how authorized, the notice given, and the names of persons present at the board and committee meetings.
- (B) The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.
- (C) The secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the board that these bylaws require to be given.
- (D) The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

6.7 Duties of Treasurer

- (A) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.
- (B) The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the board may designate; (2) disburse the Corporation's funds as the board may order; (3) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (4) have such other powers and perform such other duties as the board or the bylaws may require.
- (C) If required by the board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office. The Treasurer may also be the secretary.

ARTICLE VII
INDEMNIFICATION

- (A) To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.
- (B) On written request to the board by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the board shall promptly decide under Corporations Code section 9246(e) whether the applicable standard of conduct set forth in Corporations Code section 9246(b) or section 9246(c) has been met and, if so, the board shall authorize indemnification. As of the date that these bylaws were executed, the provisions of Corporations Code section 9246 are as follows:

“Corporations Code § 9246. Indemnification of Corporate Agent.

(a) For the purposes of this section, “agent” means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e).

(b) A Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 9243, or an action brought by the Attorney General pursuant to Section 9230) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall

not, of itself, create a presumption that the person did not act in good faith and in a manner which the person believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) A Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 9243, or brought by the Attorney General pursuant to Section 9230, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if the person acted in good faith, in a manner in which such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision:

(1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of a Corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in subdivision (d), any indemnification under this section shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in either subdivision (b) or (c) by:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(2) Approval of the members (Section 5034), with the persons to be indemnified not being entitled to vote thereon; or

(3) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

(g) No provision made by a Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the articles, bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this section. Nothing contained in this section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this section, except as provided in subdivision (d) or paragraph (3) of subdivision (e), in any circumstance where it appears that:

(1) It would be inconsistent with a provision of the articles, bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) A Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 9243.

(j) This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as defined in subdivision (a) of the employer Corporation. A Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207.”

- (C) To the extent any of the statutory provisions noted above are amended, such amendment(s) shall, in their entirety, automatically be incorporated into the above referenced provisions and into these Bylaws, regardless of whether or not the actual text of these Bylaws is amended to reflect any such amended statutory provision(s).
- (D) To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws shall be advanced by the Corporation before final disposition of the proceeding on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE VIII **ACCOUNTING AND BUSINESS RECORDS**

- (A) This Corporation shall:
 - (1) Account for its activities according to Generally Acceptable Accounting Standards (GAAP) and maintain adequate and correct books and records of account; and
 - (2) Keep written minutes of the proceedings of its board and committees of the board.
- (B) This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and bylaws, as amended to the current date, which shall be open to inspection in any manner required by law.
- (C) Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the director's interests as a director.

ARTICLE IX **CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

9.1 Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

9.2 Definitions

(A) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(B) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

9.3 Conflict of Interest Avoidance Procedures

(A) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(B) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(C) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(D) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.4 Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.5 Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (A) The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- (B) All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

- (1) is not the person who is the subject of compensation arrangement, or a family member of such person;
 - (2) is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement;
 - (3) does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement;
 - (4) has no material financial interest affected by the compensation arrangement; and
 - (5) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (C) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
- (1) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources;
 - (2) the availability of similar services in the geographic area of this organization;
 - (3) current compensation surveys compiled by independent firms; and
 - (4) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (D) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
- (1) the terms of the compensation arrangement and the date it was approved;
 - (2) the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
 - (3) the comparability data obtained and relied upon and how the data was obtained.
 - (4) If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
 - (5) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.

- (6) Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- (7) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

9.6 Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (A) has received a copy of the conflicts of interest policy,
- (B) has read and understands the policy,
- (C) has agreed to comply with the policy, and
- (D) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9.7 Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

9.8 Use Of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII **CONFLICT/DISPUTE RESOLUTION**

- (A) This organization is committed to resolving in a biblical manner all dispute/conflicts that may arise within the body in Christ. This commitment is based on God's command that Christians should strive earnestly to live at peace with one another (see Mt 5:9; Jn 17:20-23; Rom 12, 18; and Eph 4:1-3) and that when dispute/conflicts arise, Christians should resolve them according to the principles set forth in Holy Scripture (see Prv 19:11; Mt 5:23-25, 18:15-20; 1 Cor 6:1-8; Gal 6:1). These commands and principles are obligatory on all Christians and absolutely essential for the well-being and work of the organization. Therefore, any and all dispute/conflicts in this organization shall be resolved according to biblical principles, as provided in this bylaw.
- (B) When a Board member or a staff of this organization has a conflict with, or is concerned about the behavior of another, he/she shall attempt to resolve the matter as follows:
- (1) The offended or concerned person shall prayerfully examine him/herself and take responsibility for his/her contribution to a problem (Mt 7:3-5), and he/she shall prayerfully seek to discern whether the offense is so serious that it cannot be overlooked (Prv 19:11; see also Prv 12:16;15:18;17:14;20:3; Eph 4:2; Col 3:13; 1 Pet 4:8).
 - (2) If the offense is too serious to overlook, the offended or concerned person shall go, repeatedly if necessary, and gently talk to the offender in an effort to resolve the matter personally and privately, having first confessed his/her own wrongdoing (Mt 18:15).
 - (3) If the offender will not listen and if the problem is too serious to overlook, the offended or concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (Mt 18:16); these other people may be Board members, senior advisers, officers of the Organization, or other trained, experienced conciliator, if any.
- (C) If a dispute/conflict arises within the organization or between a staff and the organization and cannot be resolved through the internal procedures described above, it shall be resolved as follows:
- (1) The conflict or dispute shall be submitted to mediation, and if the mediation fails, to legally binding arbitration with new, neutral arbiters in accordance with the Rules of Procedure of ICC Peace (<https://www.instituteforchristianconciliation.com/rules/>) and judgment upon an

arbitration award may be entered in any court otherwise having jurisdiction. Arbitration means waiving the right to sue in court and waiver of jury trial, and damages may be limited.

- (2) This section covers the organization as a non-profit corporate entity and its agents, including its directors, council, officers, staffs, and volunteers with regard to any actions they may take in their official capacities.
- (3) This section covers any and all dispute/conflicts or claims arising from or related to the organization's doctrine, policy, practice, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury (i.e. contract, tort, etc.).
- (4) By joining this organization, all board members, co-workers, staffs, employees, and volunteers agree that these methods shall provide the sole remedy for any dispute/conflict arising against the organization or its agents, and they waive their right to file any legal action against the organization in a civil court or agency, except to enforce an arbitration decision.

CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify that I am the duly elected president of Greater Los Angeles Chinese Ministerial Association, a California nonprofit religious corporation, and that the foregoing Restatement of Bylaws comprising 24 pages including this page, constitute the Restatement of Bylaws of said Corporation as duly adopted by a meeting of the Board/Executive Committee thereof duly held on September 24, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name on September 25, 2020.

Acknowledged and Confirmed by:

x _____
Wai Shing Tsoi, President