

BYLAWS

OF THE

UNITED CHURCH OF GOD *an INTERNATIONAL ASSOCIATION*

A California Nonprofit Religious Corporation

1.0 ARTICLE 1 - NAME

The name of this Corporation is United Church of God, *an International Association* (UCGIA).

2.0 ARTICLE 2 - SUBORDINATION TO CONSTITUTION

The Constitution of UCGIA (Constitution), now or hereafter in effect, is incorporated by reference into these Bylaws. If there is any conflict between the Constitution and these Bylaws, the Constitution shall prevail. The secretary of UCGIA shall keep a copy of the Constitution with these Bylaws.

3.0 ARTICLE 3 - OFFICES

3.1 PRINCIPAL OFFICE

The principal office (Home Office) for the transaction of the business affairs and activities of UCGIA shall be located at such place as the General Conference of Elders (General Conference) shall determine. The location of the Home Office may change from one location to another.

3.2 BRANCH OFFICES

The Council of Elders (Council) may at any time establish branch or subordinate offices at any place or places where UCGIA is qualified to conduct its activities.

4.0 ARTICLE 4 - PURPOSES

4.1 GENERAL PURPOSES

The purpose of UCGIA as a corporation is to serve as an instrument of the Church of God for the purpose of fulfilling the vision, mission and responsibilities as given in the Scriptures, and in the Constitution, Bylaws, and Rules of Association of UCGIA.

5.0 ARTICLE 5 - DEFINITIONS

5.1 Elder

The term "elder" as used in these Bylaws is as defined in the Constitution of UCGIA.

5.2 General Conference

The term "General Conference" as used in these Bylaws is as defined in the Constitution of UCGIA.

5.3 Council

The term "Council" as used in these Bylaws is as defined in the Constitution of UCGIA.

5.4 Operation Manager/Operation Managers

The term "Operation Manager" or "Operation Managers" as used in these Bylaws means such individuals to direct those operations as UCGIA may require.

5.5 Officers

The term "Officers" as used in these Bylaws means the president, secretary and treasurer. The Officers are appointed by the Council.

5.6 Balloting

The term "balloting" as used in these Bylaws means the process of polling those authorized by the Constitution or these Bylaws to determine an outcome.

5.7 Ballot

The term "ballot" as used in these Bylaws means the instrument by which, under the Constitution or these Bylaws, the assent or dissent of those eligible to be polled is expressed.

5.8 Advisory Committee of the Council

An advisory committee of the Council is any committee of the Council which consists solely of non-Council members. Said committee is not a voting committee of the Council.

6.0 ARTICLE 6 - MEMBERS OF THE CORPORATION

6.1 MEMBERS OF THE CORPORATION

As an incorporated entity, UCGIA's balloting members are the elders who are members of the General Conference. Qualifications of members and conditions of membership are those described in the Constitution. Members shall have the rights enumerated in the Constitution. In addition, they shall have the right to cast ballots on the disposition of all or substantially all of the assets of the Corporation and on any election to dissolve the Corporation.

7.0 ARTICLE 7 - GENERAL CONFERENCE MEETINGS

7.1 ANNUAL MEETING

A General Conference meeting shall be held annually at such time and place as the Council may determine, with appropriate notice given to all elders enrolled in the corporate record.

7.2 SPECIAL MEETINGS

7.2.1 Persons Authorized to Call

Special meetings of the General Conference may be called at any time by a two-thirds (2/3) majority ballot of the Council or by a simple majority of the General Conference as constituted for the time that such meeting is called.

7.2.2 Calling Meetings

Special meetings must be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the Council and the secretary. The determination of whether the business to be transacted requires the physical presence of the members of the General Conference or whether said business may be transacted according to other provisions of these Bylaws shall be made by the party calling the meeting. If the physical presence of the members of the General Conference is required, the Council shall be convened as soon as possible to select a location it deems to be the most convenient for the purpose. The party calling the meeting shall be notified immediately of the location and shall expeditiously set a reasonable time for the meeting, and shall direct the secretary to give notice of the meeting to the General Conference in the manner provided in these Bylaws. If notice is not given within thirty (30) days after receipt of the request, the party calling the meeting may give the notice. The meeting date shall be no sooner than thirty (30) and no more than sixty (60) days from the date notice is sent.

7.2.3 Calling a Special Meeting

Calls for a special meeting of the General Conference by the General Conference shall be presented in accordance with a process proposed by the Council and approved by a simple majority of the valid ballots cast by the General Conference.

7.2.4 General Notice Requirements

With respect to a special meeting, notice required to be given to an elder shall be given to each elder entitled to ballot at the meeting. Notice shall be given in the manner prescribed in these Bylaws.

7.2.5 Attendance Requirement

Attendance requirement provisions in the Constitution shall apply to special meetings of the General Conference.

7.3 MEETING TECHNOLOGY

General and special meetings of the General Conference may be conducted by utilizing any available technology so long as proper notice is given to all elders, and providing every elder in attendance has the opportunity to hear, respond and ballot.

7.4 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

Any meeting of the General Conference may be adjourned when moved by the chairman,

deputy chairman or secretary and approved by a simple majority voice (“aye” and “nay”) ballot or show of hands of the elders physically present at the meeting. The meeting may not be reconvened, and no business may be conducted, without proper call and notice as prescribed in these Bylaws.

7.5 BALLOTING

7.5.1 Allotment of Ballots

Each elder entitled to ballot may cast only one (1) ballot in total on each matter submitted to the balloting process.

7.5.2 Manner of Casting Ballot

Ballots must be cast in writing and must be signed. Failure to sign a ballot renders that ballot invalid. Ballots submitted by mail, fax or e-mail are acceptable written ballots. The written ballots shall be made part of the official record.

7.5.3 Majorities Required for Passage

Those matters specifically designated in these Bylaws as requiring only an affirmative ballot by simple majority shall be construed in all cases to mean a simple majority of the valid ballots cast at the meeting and/or cast by absentee ballots, and shall upon such ballot be the act of the General Conference. An affirmative majority ballot, as described above, of the elders of the General Conference, shall be the act of the General Conference on all matters, except:

(1) Amendments to the governing documents of UCGIA shall be as specified in the Constitution of UCGIA.

(2) The nomination and election of Council members shall be by a plurality of the valid ballots cast as defined in the Governance Article of the Constitution.

(3) The removal of Council members shall require two-thirds (2/3) majority of the valid ballots cast by the elders of the General Conference at the time the meeting is held to consider such an issue.

(4) The approval of any merger with any other religious organization shall require two-thirds (2/3) majority of the valid ballots cast by the elders of the General Conference at the time the meeting is held to consider such an issue.

7.6 ACTION WITHOUT A MEETING

7.6.1 Action by Written Consent

Any action required or permitted to be taken by the General Conference may be taken without a meeting, except the dissolution of the Corporation or the repeal of the Constitution, these Bylaws or the Rules of Association. The written action must be approved by a simple majority of all valid ballots cast by the General Conference except for amendments to the Constitution, these Bylaws, the Articles of Incorporation, and the Rules of Association. The requirement for amending these documents through actions by written consent is a two-thirds (2/3) majority of the valid ballots cast by the General Conference. (The exception to this is the article respecting the Fundamental Beliefs of the Church, which may not be

amended by less than a three-fourths (3/4) majority of the valid ballots cast at the time such action by written consent is taken.) The written consent or consents shall be filed with the minutes of the proceedings of the elders. The action by written consent shall have the same force and effect as the affirmative ballot of the elders present at a duly called and noticed meeting.

7.6.2 Action by Written Ballot Without a Meeting

Any action that may be taken at any general or special meeting of the General Conference may be taken without a meeting if the written ballot of every elder is solicited, and all solicitations of written ballots indicate the date by which the ballot must be returned to be counted. In no case shall elders be given less than thirty (30) days from the date of delivery to consider and return their ballots.

7.6.3 Approval by Written Ballot Without a Meeting

Approval by written ballot without a meeting shall be valid only when the number of affirmative ballots cast within the time specified equals or exceeds the number of ballots required by these Bylaws, with respect to the action to be taken. In no event may approval by a written ballot without a meeting specify less than a simple majority of all valid ballots cast by the elders of the General Conference.

7.6.4 Revocation

A written ballot, or consent in writing to an action, once received, may not be revoked unless the elder has died or resigned from the General Conference before the time specified in Call and Notice for ballots to be received.

7.7 ALTERNATIVE BALLOTS

The Council shall establish procedures for balloting by absentee ballot to uphold the Constitution and give effect to these Bylaws and the Rules of Association. Said procedures must be approved by a simple majority of the valid ballots cast by the General Conference and may be amended thereafter by simple majority of the valid ballots cast by the General Conference. This provision shall not be interpreted to require General Conference members to ballot by absentee balloting or any other alternative balloting methods.

7.7.1 Ballot by Proxy Not Allowed

Balloting rights may not be exercised by proxies.

7.8 NOTICE

Written notice of all meetings, except as provided for in these Bylaws, shall be sent to each elder at his last known address at least forty-five (45) days in advance of the annual meeting and at least thirty (30) days in advance of special meetings. Each elder is responsible to notify the secretary of any change of that elder's address. Notice shall include the date for the meeting, the time when the meeting will be conducted, the agenda and the venue. If teleconferencing or video-conferencing technology will be utilized, notice must include instructions as to how to connect to the meeting. Notice must also include instructions and pertinent details to enable elders to submit valid ballots in a

timely fashion.

7.8.1 Who May Serve Notice

The secretary shall serve all notices required by law or by these Bylaws, and in case of his inability, refusal or neglect to do so except as provided in these Bylaws, the chairman or any five (5) members of the Council shall serve such notices.

7.8.2 Requirement of an Agenda

Notice shall include the agenda for the meeting. All items to be acted upon at any meeting shall be listed on the agenda. The secretary must include a particular item on the agenda, upon written request presented by any (4) members of the Council, any officer of UCGIA or by twenty-five percent (25%) of the General Conference as constituted for the time such meeting is called, provided such written request is presented to the secretary at least seventy-two (72) hours before notice is given. No additions to the agenda may be proposed at the meeting.

7.8.2.1 Action Without a meeting

With respect to action by the General Conference without a meeting, as provided in these Bylaws, the secretary shall include any proposed agenda item submitted in writing and received by the secretary at least seventy-two (72) hours prior to the distribution of written consents and/or ballots. Said proposed agenda item can be submitted by any four (4) members of the Council, any officer of UCGIA, or by twenty-five percent (25%) of the General Conference as constituted at the time such submission is made for action without a meeting.

7.8.2.2 Process for Submitting Agenda Items

Requests to list items on an agenda when submitted by twenty-five percent (25%) of the General Conference shall be presented in accordance with a process proposed by the Council and approved by a simple majority of the valid ballots cast by the General Conference.

7.8.3 Manner of Serving Notice

Written notice shall be sent by mail. Written notice shall be sent postage prepaid and shall be deemed to be delivered when deposited with the United States Postal Service or other carrier, addressed to each eligible elder of the General Conference at his address as it appears on the records of UCGIA. Proof of mailing shall be required, shall constitute evidence of receipt of notice, and shall be kept with the records of UCGIA.

7.8.4 Waiver of Notice

Whenever any notice is required to be given under the provisions of law or under provisions of these Bylaws, a waiver signed by a person entitled to notice shall be deemed equivalent to the giving of notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

An elder's attendance at a meeting shall also constitute a waiver of notice of that meeting, except when the elder objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

7.8.5 Failure to Receive Notice

Any action(s) of the General Conference including, without limitation, any ballot measure, appointment, or decision made, will be void and invalid if more than five percent (5%) of the members of the General Conference fail to receive notice, whether by oversight or otherwise, as evidenced by proof of mailing. Any such invalid action(s) by the General Conference can only be rectified through a subsequent, properly noticed general or special meeting of the General Conference, or by action without a meeting as provided in these Bylaws, during which such invalid action is again presented to the General Conference for its approval or rejection.

8.0 ARTICLE 8 - COUNCIL OF ELDERS

8.1 NOMINATION AND SELECTION OF COUNCIL MEMBERS

In order to provide direction and oversight of UCGIA, a Council of Elders (Council) shall be created. Elders on the Council shall be nominated and elected by the General Conference. A nominating committee of the Council shall prescribe a process whereby such nominations and elections are made, which process shall be approved by a simple majority of the valid ballots cast at a duly called and noticed meeting of the General Conference, or through action without a meeting by a simple majority of the valid ballots cast by the General Conference at the time such action is taken.

8.2 BALLOTING TO NOMINATE AND ELECT COUNCIL MEMBERS

Council members shall be nominated and elected by written ballot. Each elder submitting a ballot during either the nomination or election process is required to sign his name to the ballot he submits. Failure to sign a ballot renders that ballot invalid. The balloting process to nominate elders to fill vacancies of the Council, and the balloting process to elect elders to the Council are, and shall remain, separate processes. The elders who receive the most ballots nominating them to fill Council vacancies are to have their names placed on a ballot for election to the Council. The number of elders that appear on the final ballot to elect elders to the Council shall be twice the number of vacancies to be filled. The elders who receive the most ballots as a result of election balloting are thereby elected to fill the vacancies on the Council. In the event there is one (1) vacancy to fill and there are two (2) or more elders with the same number of ballots, the Council shall, after prayer, choose between the two (2) or more. The balloting process for both nominating and electing shall be supervised by an independent certified public accounting firm. The Council shall prescribe such other procedures as are reasonably necessary to insure the integrity of balloting with respect to the nomination and election of elders to the Council.

8.3 TERM OF OFFICE OF COUNCIL MEMBERS

Council members shall hold office for three (3) years, except with regard to filling vacancies as prescribed in these Bylaws. Council members whose terms have expired may be reelected or replaced at the annual meeting of the General Conference in the year in which the term expires.

8.3.1 Office of the Chairman of the Council

The chairman of the Council is to be elected by a two-thirds (2/3) secret ballot of the Council. If after three (3) ballots no candidate is elected, the top two (2), or more where a tie exists for the first and/or second position, candidates will be balloted on and the chairman shall be elected by a simple majority of the Council. Any Council member is eligible to serve as chairman. Subject to the Council's right to replace the chairman as specified in part (5), below, after his election the chairman shall serve for a term of two (2) years provided he remains a member of the Council. He will be deemed as still remaining the chairman hereunder if he is nominated and re-elected to the Council during his term as chairman. No chairman can serve more than two (2) terms consecutively.

A regular meeting of the current Council shall take place within two (2) days of the closure of the annual meeting of the General Conference. In the year in which the terms of office of the chairman and the deputy chairman expire, such terms shall expire at the conclusion of this regular meeting of the Council. The first meeting of the newly elected Council shall convene immediately after the regular meeting of the previous Council is adjourned. The election for the offices of chairman and deputy chairman shall be the first and only order of business at the meeting of the newly elected Council. The secretary shall open the meeting and conduct the elections. The two (2)-year terms of the newly elected or reelected chairman and deputy chairman shall commence as soon as the ballot is declared. The newly elected or reelected chairman shall then take the chair and adjourn the meeting.

If a chairman should resign, die, or be replaced during his two (2)-year term, another chairman will be selected following the procedure in this Bylaw. The new chairman will then serve out the remainder of the two (2)-year term of the chairman being replaced. The chairman of the Council shall:

- (1) Preside at all meetings of the General Conference and Council.
- (2) Perform such other duties as are incidental to the office of chairman or as may be delegated by the General Conference or the Council.
- (3) Have the responsibility for the oversight of the Council and its committees and may act as an ex-officio member of each committee.
- (4) Represent the Corporation in legal and business matters as appropriate.
- (5) Be replaced by two-thirds (2/3) ballot of the Council or by the General Conference as provided in these Bylaws.
- (6) Have no authority in his capacity as chairman to decide doctrinal matters.

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8.3.2 Deputy Chairman

At the time of the appointment of its chairman, the Council shall also elect a deputy chairman for the same term (or remaining term) as the chairman. The incumbent chairman is not eligible to also serve as deputy chairman. The deputy chairman will serve as chairman in the event that the incumbent chairman is unable or unwilling to fulfill his responsibilities at any time during his term of office. If the incumbent chairman is unable or unwilling to consent to the deputy chairman serving as chairman, the Council may, on a two-thirds (2/3) majority ballot, authorize the deputy chairman to serve in that office. Once the incumbent chairman declares himself able to resume his duties as chairman, the deputy chairman will return control of that office to the incumbent chairman, unless deemed unable by a two thirds (2/3) ballot of the Council. If the office of deputy chairman is, or becomes vacant at any time, the Council shall elect one of its number to fill the vacancy for the current term of office remaining. The provisions in these Bylaws regarding the office of the chairman of the Council shall apply in all respects and without exception to the position of deputy chairman, including the procedure for election and/or replacement.

8.4 NUMBER AND QUALIFICATION OF COUNCIL MEMBERS

8.4.1 Number of Council Members

The Council shall consist of twelve (12) members. The Council shall include at least three (3) members whose primary work is outside the United States of America at the time the nomination process begins, although they may reside in the United States of America.

8.4.2 Qualifications for Council Members

The qualifications for Council members are that: (a) they are elders in good standing of UCGIA and members of the General Conference; (b) they are willing to support the consensus of the General Conference with respect to fundamental beliefs of UCGIA; (c) they are willing to support the consensus of the General Conference with respect to the goals and purposes of UCGIA; (d) they are willing to support the consensus of the General Conference and other Council members with respect to matters of governance of UCGIA; and (e) they demonstrate fruits consistent with senior leadership positions in UCGIA.

8.5 VACANCIES ON THE COUNCIL

8.5.1 Events Causing Vacancy

A vacancy or vacancies on the Council shall exist on the occurrence of the following: (a) the death or resignation of any Council member; (b) resolution by at least two-thirds (2/3) majority (eight (8) or more members) of the entire Council; (c) the balloting of the General Conference in accord with these Bylaws to remove a Council member by a two-thirds (2/3) majority of the valid ballots cast; (d) the failure of the General Conference to elect the number of Council members to be elected at any meeting held for such purpose.

8.5.2 Resignations

Except as provided below, any Council member may resign by giving written notice to the chairman or the secretary of the Council. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. A resignation need not be formally accepted to be effective. No Council member may resign if UCGIA would then be left without the minimum number of Council members required by law or to constitute a quorum as specified in these Bylaws.

8.5.3 Filling Vacancies

Vacancies on the Council shall be filled from the list of runners-up in the final ballot at the preceding meeting of the General Conference, based on the number of ballots the nominee received. In the event there is one (1) vacancy to fill and there are two (2) or more runners-up with the same number of ballots, the Council shall, after prayer, choose between them by simple majority ballot in the case of two (2) runners-up, or by plurality ballot when there are three (3) or more runners-up. Any vacancy filled according to this section of the Bylaws must be ratified by a simple majority of all valid ballots cast by the elders in attendance at the next meeting of the General Conference. If so ratified, he shall serve out the remainder of the term of that vacated seat. If he is not ratified, a special nomination and election, by written ballot without a meeting, for that vacant seat shall commence no later than two (2) weeks after the conclusion of the same meeting of the General Conference. The individual elected thereby shall serve out the remainder of the term of that vacated seat.

Should there be more vacancies than eligible runners-up to fill them, then, provided that the quorum requirements of these Bylaws are observed at all times, the Council may operate until the end of the current Council year with less than the twelve (12) members prescribed in these Bylaws, or alternatively, may appoint an elder or elders who satisfy the requirements of these Bylaws, to fill the vacancy or vacancies. The term of office of elders so appointed shall terminate at the end of the current Council year. Elders so appointed will be eligible to be nominated in the process to nominate and elect Council members who will take office at the beginning of the next Council year.

8.5.4 Reduction of Number of Council Members

No reduction of the number of Council members authorized by these Bylaws shall have the effect of removing any member before that member's term of office expires.

8.6 COMPENSATION AND REIMBURSEMENT

UCGIA will pay all reasonable travel, communication and other out-of-pocket expenses required for Council service for all members of the Council in accord with UCGIA expense reimbursement policies. Council members who are full-time salaried elders of UCGIA will receive no additional monetary compensation beyond their normal salary and time required for their work on the Council. However, any Council member not employed full time by UCGIA or its associates shall, at his discretion, receive monetary compensation for his service as a member of the Council. The amount of compensation, and the frequency of payment, shall be annually reviewed and set by the Council for each qualifying Council member.

8.7 RESPONSIBILITIES OF COUNCIL MEMBERS

8.7.1 General Corporate Responsibilities

Subject to the provisions and limitations of the Articles of Incorporation, the Constitution and Bylaws relating to action requiring approval by the General Conference, business and other affairs of the Corporation shall be conducted under the direction of the Council.

8.7.2 Specific Responsibilities

The Council shall be entitled to conduct all activities permitted by law for Council members except as limited by law, the Articles of Incorporation, the Constitution and Bylaws, including, without further limitation, the following:

(1) To (a) appoint and remove all officers; (b) to approve the selection of all operation managers nominated by the president and remove any operation manager; (c) to approve the selection of employees and agents (and their removal or termination) and to prescribe duties for them; to approve their compensation; and to require from them their faithful service and (d) to adopt any needed policies or procedures for implementation of the foregoing regarding said employees or agents.

(2) To direct and control, by policy, the affairs and activities of UCGIA and make rules and regulations for this purpose.

(3) To approve, use and alter UCGIA logos and symbols.

(4) To borrow money and incur indebtedness on behalf of UCGIA, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(5) To recommend to the General Conference those matters concerning the establishment of doctrine.

(6) To develop an annual strategic plan, approve an annual operation plan and balanced budget developed by the administration for ratification by a simple majority of the valid ballots cast by the General Conference.

(7) To inform the General Conference of any proposed merger with any other religious organizations, for ratification by the General Conference. Ratification will require a two-thirds (2/3)-majority ballot of the valid ballots cast by the elders of the General Conference before merging.

- (8) To suggest amendments to the Articles of Incorporation, Constitution, Bylaws or Rules of Association to the General Conference for approval.
- (9) To approve the agenda for the annual meeting of the General Conference.
- (10) To exercise all other powers conferred by law.
- (11) To approve or deny requests for the ordination or credentialing of elders.

8.8 COUNCIL MEETINGS

8.8.1 Place of Meetings

Regular or special meetings of the Council may be held at any place that a majority of the Council may designate; or, if not so designated, meetings shall be held at UCGIA's Home Office.

8.8.2 Meeting Technology

Any meeting of the Council, regular or special, may be held using teleconference technology or similar communication equipment, as long as each Council member participating in the meeting can hear and respond to every other Council member. All such Council members shall be deemed to be present in person at such a meeting.

8.8.3 Regular Meetings

Regular meetings of the Council are held subject to appropriate call and notice (unless notice is waived as allowed in these Bylaws) at such time and place as the chairman shall fix. Regular meetings shall be held no less than four (4) times in each calendar year at intervals that take account of the volume of Council business and the annual holy day calendar. If the chairman fails to call a required meeting, the deputy chairman or a simple majority of the Council may do so in writing to the secretary, no less than twenty (20) days prior to the date of the meeting.

8.8.4 Special Meetings

Special meetings of the Council may be called at any time by the chairman of the Council or a simple majority of the Council members

8.8.5 Notice

Unless notice is waived as described in these Bylaws, the following rules shall apply when calling meetings:

a. Manner of Giving Notice

- (1) personal delivery of written notice;
- (2) first-class mail, postage prepaid;
- (3) telephone, either directly to the Council member or to a person at the Council member's office or home who would reasonably be expected to communicate that notice promptly to the Council member;
- (4) electronic mail (e-mail);
- (5) telegram, charges prepaid; or
- (6) fax.

All such notices shall be communicated via the Council member's address, e-mail address, fax or telephone number as shown on the records of UCGIA.

b. Time Requirements

Notices of regular and special meetings of the Council sent by first-class mail shall be deposited in the United States Postal Service or other carrier at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail, telegraph or fax shall be delivered, telephoned, given to the telegraph company or faxed at least forty-eight (48) hours before the time set for the meeting.

c. Notice Contents

The notice of a meeting of the Council shall state the time of the meeting and the place, if the place is other than the Home Office of UCGIA. The notice must specify the purpose and include the agenda of the meeting.

8.8.6 Quorum

Every action taken or decision made by the Council members present at a duly held meeting at which a quorum is present shall be the act of the Council. Eight (8) members (two-thirds (2/3) of the authorized number of Council members) shall constitute a quorum for a meeting to be convened, except to adjourn. At any meeting of the Council where a quorum is present, every action taken or decision made, by those present, shall require at least a simple majority (seven (7) ballots) of the entire membership of the Council. When the Bylaws explicitly require a two-thirds (2/3) ballot of the Council to take action or make a decision, then eight (8) affirmative ballots are necessary. A meeting of the Council may continue to transact business, despite the withdrawal of Council members, on the condition that a quorum remains in attendance and any action taken or decision made thereafter is approved by a simple majority ballot (or a two-thirds (2/3) majority ballot when explicitly required elsewhere in these Bylaws) of the entire membership of the Council.

8.8.7 Waiver of Notice for Special Meetings

When there is an urgent matter for the Council to discuss, a special meeting may be called and noticed, with less than the forty-eight (48) hour notice requirement of these Bylaws, so long as each member can be in attendance (in person or by electronic means) and an attending Council member does not protest and signs a waiver of notice to the holding of the meeting. Such waiver of notice shall be filed with the corporate records and made a part of the minutes of that meeting.

8.8.8 Executive Session

The Council may, from time to time, meet in executive session when deemed appropriate by the Council. Any member of the Council may request that the chairman convene the Council for an executive session. Upon such request, the chairman shall move, and a simple majority of the Council shall approve, to move the meeting in progress into executive session and excuse any non-Council members whose presence at the executive session is not required. Executive sessions of the Council are subject to the same attendance and quorum

requirements as all other meetings. It is the intention of the Council in providing for executive sessions that they only be used to address any matters that are sensitive or confidential in nature. Once the sensitive or confidential business is addressed by the Council, the chairman shall move, and a simple majority of the Council shall approve to move out of executive session.

8.8.9 Adjournment

The chairman, deputy chairman or a majority of the Council members present, whether or not a quorum is present, may adjourn any meeting to another time and place. The meeting may not be reconvened, and no business may be conducted, unless all members are given notice of the time and place for reconvening the meeting. Notice of the time and place for reconvening the meeting shall be given in accordance with the provisions of these Bylaws.

8.8.10 Action Without a Meeting

Any action that the Council is required or permitted to take may be taken without a meeting, if there is unanimous consent of the Council in writing to that action. Such action by written consent shall have the same force and effect as the unanimous ballot of the Council. Such consents shall be filed with the minutes of the proceedings of the Council.

8.9 COMMITTEES

8.9.1 Committees of the Council

The Council, by a resolution that is adopted by a two-thirds (2/3) ballot, may create, combine or dissolve one (1) or more committees, each consisting of no less than two (2) and no more than five (5) Council members (but no persons who are not Council members) to serve at the pleasure of the Council. Appointments to committees of the Council shall be by a simple majority ballot of the Council. The Council may appoint one (1) or more Council members as alternate members of any such committee, who may replace any absent Council member at any meeting. Any such committee shall operate to the extent allowed by Council resolutions pertaining to the Committee, except that no committee, regardless of a Council resolution, may:

- (a) Take any final action on any matters, including, but not limited to filling vacancies on the Council, amending the Articles of Incorporation, Constitution, Bylaws or Rules of Association; amending or rescinding resolutions of the Council; approving any contracts or transactions; approving relationships with other religious organizations.
- (b) Create any other committees of the Council or appoint members to, or fill vacancies in, committees created by the Council.
- (c) Take any final action, regardless of Council resolution, that requires action by the General Conference or the Council.

8.9.2 Meetings and Actions of Committees

Meetings and actions of a committee of the Council shall be governed either by

Council resolution or, if there is none, by resolution of the committee of the Council. Minutes of each meeting of any committee of the Council shall be kept and shall be filed with the corporate records. The Council may adopt rules for the governance of any committee that are consistent with these Bylaws; or, in the absence of rules adopted by the Council, the committee may adopt such rules.

8.9.3 Advisors to the Committees

Any committee of the Council is authorized and encouraged to utilize lay members and others as advisors. Advisors to Council committees may not ballot.

8.9.4 Member Advisory Committees

The Council is authorized and encouraged to establish advisory committees comprised of lay members or members of the General Conference of UCGIA. Such advisory committees may include both men and women. These committees are ad hoc advisory panels established to provide input to the Council. The Council may, by resolution, delegate responsibilities to an advisory committee to the extent that those responsibilities could be delegated to anyone under law. An advisory committee has no final say in a decision regardless of what the advisory committee's duties are as established by the Council or the Council committee to which it reports.

8.10 RIGHT OF APPEAL

All lay members of UCGIA have the right to appeal any disciplinary or other adverse actions or decisions against them to the Council, by following the process of appeal approved by the Council or within the Rules of Association.

9.0 ARTICLE 9-OFFICERS AND OPERATION MANAGERS

9.1 OFFICERS

The officers of UCGIA shall be president, secretary and treasurer. They shall be approved by a two-thirds (2/3) secret ballot of the Council. If after three (3) ballots no candidate is elected, that officer vacancy can be filled by a ballot of a simple majority of the Council. Any officer of UCGIA serves at the pleasure of the Council and can be removed with or without cause by a two-thirds (2/3) ballot of the Council. At the regularly scheduled Council meeting just prior to the anniversary of each third year of service for each officer, the Council must reaffirm, with at least a simple majority, the continuance of each officer on an individual basis. If an officer is not so affirmed, he must step down effective on the date specified by the Council majority, and a replacement approved as soon as possible. No officer may serve concurrently in more than one (1) office. No officer of UCGIA, including the president, may serve concurrently as a member of the Council, except as provided in these Bylaws.

9.1.1 Office of the President

The president shall be the chief executive officer of UCGIA and is subordinate to the Council. The president is responsible for managing the general and daily operations of UCGIA as directed by the Council. The office of the president must

be filled by an individual who is an ordained elder of UCGIA and a member of the General Conference as defined by the Constitution and these Bylaws. The office of president is not vested with the authority to establish or revise doctrine. The president shall, insofar as it is consistent with the Constitution, these Bylaws and applicable law:

- (1) Represent UCGIA in those legal and business matters for which the chairman of the Council does not have responsibility.
- (2) Cause to be developed all systems, including but not limited to, care of the congregations, financial, informational, legal and human resources appropriate to the functioning of UCGIA.
- (3) Perform all duties incidental to that of the chief executive officer and such other duties as may be delegated to him by the Council.

9.1.2 Office of the Secretary

The secretary shall act as secretary of UCGIA and shall:

- (1) Keep or cause to be kept, at UCGIA's Home Office or such other place as the Council may direct, a book of minutes of all meetings, proceedings and actions of the Council, of committees of the Council, and of General Conference meetings, and how each member of the Council balloted (for, against or abstain) on any resolution or other action taken or approved by the Council. Council members may, at their option, summarize in one typewritten page their reasons for their ballot. Such statements shall be submitted to the secretary no later than seven (7) days after the adjournment of the Council meetings at which the ballot(s) were taken. Any such statements so submitted shall become part of the minutes of UCGIA. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special; and if special, how authorized, the method of notice given and the names of those present, or otherwise represented, at Council and committee meetings and General Conference meetings. The secretary shall keep or have kept at the Home Office, a copy of the Articles of Incorporation, the Constitution and Bylaws, as amended to date. The secretary shall keep such other records and documents as are required by law to be kept.
- (2) Upon request from any corporate member of UCGIA, make available within a reasonable time for viewing at the Home Office, the minutes of the proceedings of the General Conference and Council, with the exception of executive session minutes.
- (3) Give notice of all meetings of the General Conference and of the Council.
- (4) Be custodian of the seal of UCGIA and affix the seal, or cause it to be affixed, as appropriate.
- (5) Perform duties, as assigned by the chairman, the president, the Council or the General Conference, which are not inconsistent with these Bylaws.
- (6) Sign, execute and deliver in the name of UCGIA, all other instruments incident to the office of secretary that are not specifically reserved for the chairman or General Conference and which are not prohibited by these Bylaws.

9.1.3 Office of the Treasurer

9.1.3.1 Books of Account

The treasurer, as the chief financial officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of UCGIA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Council member at all reasonable times.

9.1.3.2 Deposit and Disbursement of Money and Valuables

The treasurer shall deposit, or cause to be deposited, with such depositories as the Council may designate, all money and other valuables in the name and to the credit of UCGIA, shall disburse UCGIA's funds as the Council may order, shall render to the president and Council members, when requested, an account of pertinent transactions and of the financial condition of UCGIA, and shall, insofar as is consistent with the Constitution, these Bylaws and applicable law, have such other powers and perform such other duties as the Council or the president may prescribe.

9.1.3.3 Annual Budget

The treasurer shall prepare an annual balanced budget for consideration, modification and approval by the Council. Once approved by the Council, the annual budget must be presented to the General Conference for ratification at its annual meeting.

9.1.3.4 Execution of Documents

The treasurer shall sign, execute and deliver in the name of UCGIA, all other instruments incident to the office of treasurer that are not specifically reserved for the president, the chairman or General Conference, and which are not prohibited by the Constitution or these Bylaws. He shall perform other duties, insofar as they are consistent with the Constitution, these Bylaws and applicable law, as delegated by the president, and hold such other powers as may be prescribed by the Council or General Conference, insofar as such are consistent with the Constitution, these Bylaws and applicable law.

9.2 OPERATION MANAGERS

The president shall nominate and recommend for Council approval such operations and individuals to direct those operations as UCGIA may require. A two-thirds (2/3) majority secret ballot of the Council is required for approval of each operation with its requisite duties. The president shall nominate an individual to manage and direct each operation as approved by the Council. Upon a two-thirds (2/3) majority secret ballot of the Council approving the operation manager, that individual will serve in that capacity until replaced

and, in so far as it is consistent with these Bylaws and applicable law, shall perform duties and exercise authority as determined by the president and approved by the Council. No operation manager (as defined in these Bylaws) may serve concurrently as a member of the Council.

9.3 REMOVAL OF OFFICERS AND OPERATION MANAGERS

Any officer or operation manager may be removed, with or without cause, by the Council, upon a two-thirds (2/3) secret ballot of the Council.

9.4 RESIGNATION OF OFFICERS AND OPERATION MANAGERS

Any officer may resign at any time by giving written notice to the chairman. Any operation manager may resign at any time by giving written notice to the president. The resignation shall take effect as of the date the notice is received unless a later time is specified in the notice and agreed to by a simple majority of the Council. A resignation need not be accepted formally to be effective.

9.5 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur. Whenever there is a vacancy in the office of the president, or when the president, by his written declaration transmitted to the secretary, states that he is unable or unwilling to discharge the powers and duties of his office, the chairman of the Council shall assume responsibility for business operations of UCGIA and shall be acting president until such time as a replacement is promptly appointed to that office in accordance with these Bylaws.

10.0 ARTICLE 10-FINANCIAL MATTERS

10.1 BOOKS AND RECORDS

UCGIA shall keep correct and complete books and records of accounts. All books and records of UCGIA shall be kept at the Home Office.

10.2 ANNUAL REPORTS

The treasurer shall prepare a report of the financial activity of UCGIA for the preceding year. The report must conform to accounting standards as promulgated by the Financial Accounting Standards Board and must include a statement of revenue and expenses as well as a statement of function, a statement of changes in financial position and a statement of assets and liabilities.

10.3 INDEPENDENT AUDIT

An independent audit shall be made each year with an accompanying management letter to the Council.

10.4 PUBLICATION OF THE ANNUAL REPORTS

UCGIA's audited annual report shall be published for every elder and lay member of UCGIA to review.

10.5 DISCLOSURE OF SALARY RANGES

At each annual meeting of the General Conference, the treasurer shall disclose the salary ranges for all employment categories of UCGIA.

10.6 ANNUAL BUDGET

The Council shall evaluate, and determine on an annual basis, the percentage of income to be allocated from the projected total budget for the following year to support specific areas of the overall mission of UCGIA. This budget must balance projected income and expenditures and shall then be submitted to the General Conference for its ratification. If not ratified, the Council shall submit a revised budget for ratification as soon as practicable and, pending a ratified budget, UCGIA shall operate under the constraints of the previously ratified annual budget.

10.7 INSURANCE

UCGIA shall have the power to purchase and maintain insurance on behalf of its officers, Council members, employees and other agents against any liability asserted against or incurred by any officer, Council member, employee or agent in such capacity or arising out of the officer's, Council member's, employee's or agent's status as such.

10.8 INDEMNIFICATION

10.8.1 Right of Indemnity

To the fullest extent permitted by law, UCGIA may indemnify its Council members, officers, employees and other persons which the law allows UCGIA to indemnify, including persons formerly occupying any such positions, against all expenses, including advanced payment of same, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is defined by law, and including an action by or in the right of UCGIA, by reason of the fact that such person is or was a person to whom the law pertains. "Expenses," as used in this article of these Bylaws, shall include without limitation, attorney's fees and any other expenses for which, under law, such persons may be indemnified.

10.8.2 Approval of Indemnity

If the Council cannot authorize indemnification under applicable law it may seek such authorization from the General Conference as allowed by law.

11.0 ARTICLE 11-GENERAL PROVISIONS

11.1 FISCAL YEAR

To provide for the effective financial administration of UCGIA, the fiscal year of UCGIA shall begin July 1, and end June 30.

11.2 CONTRACTS

The Council may authorize any officer or agent of UCGIA to enter into any contract or to execute and deliver any instrument in the name of and on behalf of UCGIA.

11.3 CHECKS, DRAFTS OR ORDERS

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of UCGIA shall be signed by such officer or officers, agent or agents of UCGIA, and in such manner, as shall from time to time be determined by resolution of the Council. In the absence of such determination by the Council, such instruments shall be signed by the president.

11.4 AUTHORITY TO INTERPRET GOVERNING DOCUMENTS

The General Conference has final authority with respect to the interpretation and enforcement of the Constitution with respect to any controversy that may arise thereunder. The Council has final authority with respect to the interpretation and enforcement of these Bylaws and the Rules of Association and with respect to any controversy that may arise thereunder.

11.5 PRAYER

Every meeting of the General Conference or Council shall be opened with prayer.

11.6 EXTENSION OF TIME TO PERFORM

Whenever the time for the performance of any action or condition under these Bylaws, or under rules, procedures, processes, appeals, resolutions or other proceedings promulgated or created pursuant to these Bylaws, falls on a Saturday (Sabbath Day), Sunday, a Holy Day of the Church or a legal holiday, such time shall be automatically extended to the next business day.

12.0 ARTICLE 12 - AMENDMENT OF GOVERNING DOCUMENTS

The governing documents subject to the provisions of this article are the Constitution, these Bylaws and the Rules of Association.

12.1 AUTHORITY TO AMEND THE GOVERNING DOCUMENTS

The General Conference shall have the sole authority to amend the governing documents.

12.2 MANNER OF AMENDING GOVERNING DOCUMENTS

A procedure was approved by a two-thirds (2/3) majority of the General Conference as constituted at the time it was originally proposed and as amended in May 2015. The procedure is appended to, but does not form part of these Bylaws.

The procedure shall not apply to any amendment of Fundamental Beliefs as set forth in the Constitution, which will be performed through another process.

While it is the intent of the procedure to aid in the introduction of needed amendments in a careful and thoughtful manner, nothing therein is in any way intended to limit the power of the General Conference for changing UCGIA's governing documents at any

time by written consent or with or without a meeting so long as the necessary majorities set forth in the Constitution are maintained. The procedure may be changed, after appropriate call and notice, at any time by a simple majority of the valid ballots cast by the General Conference at the time the meeting is held to consider such an issue.

12.3 AMENDMENT COMMITTEE

To effectively facilitate such improvements as may be necessary or beneficial to UCGIA's governing documents the Council shall appoint an Amendment Committee (the Committee).

12.3.1 Appointment and Qualifications

The Council shall appoint five (5) elders of the General Conference, and one (1) alternate who are and remain elders of UCGIA in good standing, not in the full-time employ of UCGIA, chosen for their integrity, and not members of the Council, to serve as the Committee. These elders, shall serve terms of three (3) years from the date of their initial appointment and may be reappointed if the Council so decides. The Committee shall select from among themselves a chairman to serve at the Council and Committee's pleasure to coordinate its activities.

12.3.2 Purpose of the Committee

The purpose of the Committee shall be to facilitate the introduction of timely, non-conflicting and unambiguous proposals for amendment to the aforementioned governing documents for consideration by the General Conference.

12.3.3 Guidelines and Forms for the Committee

The Committee may develop and distribute such guidelines, forms and internal timelines for their work as are necessary to facilitate the amendment process, so long as they are consistent with these Bylaws and the procedure approved by the General Conference.

12.3.4 Council's Right of Removal

Any member of the Committee may be removed by a two-thirds (2/3) ballot of the Council. The decision of the Council will be final in such action. The removed member will immediately be replaced by the alternate and a new alternate will be named by the Council as soon as possible and practicable.

12.4 WHO MAY SUBMIT PROPOSED AMENDMENTS

Any elder who is a member in good standing of the General Conference (except as provided above) may through this process present an amendment to any portion of the governing documents (except the "Fundamental Beliefs," as stated in the Constitution, which are subject to a separate process). A Committee member may not submit a proposed amendment during his term in office.

All submissions must be in writing and must be presented to the Committee at any time during the year, but postmarked no later than the date indicated on the annual

Amendment Schedule. Said date on the annual Amendment Schedule shall be forty-five (45) days from the date the Schedule is sent to all members of the General Conference.

Any four (4) or more members of the Council can present joint proposal(s) to the Committee up to the date indicated by the annual Amendment Schedule. Said date on the annual Amendment Schedule shall be December 15th in each year, or the next business day if December 15th falls on a Sabbath, Sunday or public holiday.

12.5 EMERGENCY AMENDMENTS

If the Council determines that any proposed amendment requires immediate or emergency action it can, by a two-thirds (2/3) majority ballot, present amendments to the General Conference for consideration at any time during the course of the year. All such emergency amendments must include any "Statement of Concern" from dissenting Council members, a means for gathering and sharing input from elders and their local congregations with the General Conference and provide for a minimum of thirty (30) days for General Conference consideration prior to being balloted. For these proposals the Council is required to first submit the same to the Committee and designated legal counsel for input. The Council may also designate the timing for consideration of such amendments during the year or at the annual meeting.

12.6 EFFECTIVE DATE OF AMENDMENTS

Proposed amendments receiving the necessary approval of the General Conference shall take effect on the day immediately following the Annual Meeting, Special Meeting, Action or Approval by Written Consent or Ballot Without a Meeting (as applicable) at which they were passed, or the day after results are announced, whichever is later.