

AMENDED AND RESTATED BYLAWS
OF
DESERT VIEW BIBLE CHURCH
an Arizona Non-profit Corporation

These “Amended and Restated Bylaws” are adopted ~~to be legally binding on~~ _____, 2023 amend the Bylaws previously adopted by the Church as of the 11th day of June 11, 2018. These Amended and Restated Bylaws will be referred to as the “Bylaws”.

ARTICLE 1. NAME

The name of this non-profit corporation is *Desert View Bible Church* (the "Church"). Only those Churches which are properly affiliated with, and approved in writing by an action of the Shepherd Board, may use the name "*Desert View Bible Church*".

ARTICLE 1. ARTICLE 2. PRINCIPAL OFFICE

The principal office of the Church is the location designated by the Shepherd Board from time to time. As of the Effective Date the “Main Campus” and principal office is located at 105 West Carefree Highway, Phoenix, Arizona. The Church may also have offices, services or campuses at other places determined by the Shepherd Board from time to time.

ARTICLE 2. ARTICLE 3. PURPOSES

Section 2.1 Section 3.1 Purpose and Charitable Intent. The purpose of this Church is exclusively religious and charitable as described in the Restated Articles of Incorporation of the Church (“Articles”). The purpose of the ministries which the Church conducts is to glorify God and to develop devoted followers of Jesus Christ.

2.1.1 3.1.1 Mission. The mission summary for Desert View Bible Church is to “Come Live for God, Love Each Other, and see who Jesus is, Learn what it means to follow Him, and Discover the joy of sharing Him with others Build God’s Kingdom.”

Section 2.2 Section 3.2 Core Values: At Desert View Bible Church, the motivation for everything —we do is to see God glorified. The scriptures are His word to us, and set our priorities for —what is important. We hold precious the following values in regards to the mission of our —ministry at Desert View.

3.2.1 Prayer We believe that God answers prayer and we gather _____ together to pray for one another, our community, and the world.

3.2.2 Bible We believe that the systematic teaching of the Bible helps us _____ b follow and reflect Jesus Christ in our own lives.

3.2.3 Spiritual Gifts We believe that God gives to every Christian _____ a least one unique ability to be used for ministry to others.

3.2.4 Reaching the Un-reached We believe that we have been commissioned _____to introduce others, both the closest to us and those farthest from us , to a relationship _____with Jesus Christ.

3.2.5 Shepherd Leadership We believe that the primary leadership of the _____church is best expressed in Shepherds, a group of spiritually mature men who seek to _____serve, protect, and provide for our people.

3.2.6 Participational Worship We believe that worship, both personal and _____corporate, is our highest calling and therefore worthy of our best efforts.

3.2.7 Serving the Poor We believe that we are called to reach the poor, _____discouraged, and disadvantaged both within our community and around the world.

3.2.8 Freedom We believe, celebrate, and treasure the freedom that has been _____secured for us through the death and resurrection of Jesus Christ.

~~ARTICLE 3.~~ **ARTICLE 4. Statement of Faith.** This is our “Statement of Faith”:

~~Section 3.1~~ **Section 4.1** We believe in the Scripture of the Old and New Testament as being verbally and completely inerrant in the original writings and of supreme and final authority in faith and in life.

~~Section 3.2~~ **Section 4.2** We believe in one God, eternally existing in three persons: Father, Son, and Holy Spirit.

~~Section 3.3~~ **Section 4.3** We believe that Jesus Christ was begotten of the Holy Spirit and born of the Virgin Mary and is true God and True man. The Holy Spirit was sent by the Father as promised to convict the world of sin, to glorify Jesus and to transform the lives of believers into the likeness of Christ.

~~Section 3.4~~ **Section 4.4** We believe that man was created in the image of God; that he sinned and thereby incurred not only physical death but also that spiritual death which is separation from God; and that all human beings are born separated from God with a sinful nature.

~~Section 3.5~~ **Section 4.5** We believe that the Lord Jesus Christ died for our sins according to the Scriptures as a representative and substitutionary sacrifice, and that all who believe in Him are redeemed and justified on the ground of His shed blood.

~~Section 3.6~~ **Section 4.6** We believe in the resurrection of the crucified body of our Lord Jesus Christ, His ascension into heaven, and His present life for us as High Priest and Advocate.

~~Section 3.7~~ **Section 4.7** We believe in “that Blessed Hope,” the personal, premillennial and imminent return of our Lord and Savior, Jesus Christ.

~~Section 3.8~~ **Section 4.8** We believe that all who receive by faith the Lord Jesus Christ are born of the Holy Spirit and thereby become children of God, a relationship in which they are eternally secure.

~~Section 3.9~~ **Section 4.9** We believe in the bodily resurrection of the just and of the unjust; the everlasting blessedness of the saved, and the everlasting conscious punishment of the lost along with Satan and the other fallen angels.

~~Section 3.10~~ **Section 4.10** We believe that the Church is a spiritual organism made up of all believers in Christ; that in its local manifestation it is an autonomous assembly of believers; and that its ordinances are baptism and the Lord's Supper.

ARTICLE 5. STATEMENT ON MAN AND MARRIAGE

We believe that God wonderfully and immutably created each person as a biological male or biological female to reflect His image and for His glory. We believe the term "marriage" has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated by Scripture. We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide biblical role model to the Church members and the community, it is imperative that all persons employed by the Church in any capacity, or who serve as volunteers, abide by and agree to this statement and the Statement of Faith and conduct themselves accordingly.

ARTICLE 4. ~~ARTICLE 6.~~ MEMBERSHIP

~~Section 4.1~~ **Section 6.1 Eligibility.** The Church encourages, but does not require Membership. Each person applying for Membership is required to accept ~~the Church's Statement of Faith in Article 4, and to agree to be governed by the published rules of the Church, including, but not limited to, these Bylaws~~ and adhere to the Church's beliefs as stated in Articles 4 and 5, as amended from time to time. Persons at any age who have made a confession of faith in Christ are eligible to be considered for Membership by the Shepherd Board.

6.1.1 A "Member" is a person whose application has been approved by the Shepherd Board. A person remains a "Member" until that status is formally changed either by resignation by the Member, or by formal action ~~of the Shepherd Board declaring the person's Membership to be terminated in accordance with Section 6.3.~~

4.1.1 ~~6.1.2~~ A "Special Member" is a person under the age of 18 whose application for Membership has been approved by the Board, but who has no voting privileges. Only Members who are at least eighteen years old may vote on matters affecting the Church.

~~Section 4.2~~ **Section 6.2 Procedure.** Persons applying for Membership in the Church are required to apply in writing according to procedures established by the Shepherd Board from time to time. The application should be signed by the applicant and include a clear profession of faith in Christ.

Section 6.3 Termination and Restoration. Membership in this Church may terminate as a result of death, resignation at the Member's request or by the affirmative vote of at least 75% of the Shepherd Board ~~Shepherds voting~~ to remove a person from Membership. The membership ~~roles~~ rolls will be reviewed annually and any member who has been inactive for a period of eighteen months will have their membership terminated and notified of that action. A Member may be

removed from Membership ~~by the affirmative vote of at least two-thirds of the Shepherd Board~~, after following Church discipline guidelines as established by these Bylaws, when one:

~~4.2.1~~ ~~6.3.1~~ Holds or promotes false and heretical doctrines contrary to the Statement of Faith of the Church or contrary to the Bible;

~~4.2.2~~ ~~6.3.2~~ Openly lives in a manner which is inconsistent with a profession of faith in Christ and his teachings;

~~4.2.3~~ ~~6.3.3~~ Violates public morals;

~~4.2.4~~ ~~6.3.4~~ Disturbs the unity and peace of this Church;

~~6.3.5~~ Is convicted of a crime involving damage or injury to children or other persons, or involving moral turpitude or sexual assault; or

~~4.2.5~~ ~~6.3.6~~ For any other reason the Shepherd Board deems appropriate to further the mission of this Church in a manner consistent with Biblical directives and principles.

Section 6.4 Restoration. By affirmative vote of at least two-thirds of the ~~Shepherd Board~~, Shepherds voting (rounded to the nearest integer), a person whose Membership in this Church has been terminated may be restored to Membership ~~in this Church.~~

~~Section 4.3~~ ~~Section 6.5~~ **Discipline.** Church discipline shall be carried out according to Biblical directives (i.e., Matthew 18:15-20; I Corinthians 5:1-13; Galatians 6:1-2; II Thessalonians 3:14-15; James 5:19-20) and according to the discipline policy for this Church, as amended from time to time by the Shepherd Board, copies of which are freely available to all applicants for Membership. Amendments to this policy may be communicated to the Church Membership through any means reasonably determined by the Shepherd Board to provide notice of the change to the Members.

~~ARTICLE 5.~~ ARTICLE 7. **MEMBERSHIP MEETINGS**

Section 7.1 Annual Meeting. There will be an “Annual Meeting” of the Membership of the Church open to all Members. The Annual Meeting of the Members will usually be held in the month preceding the beginning of each new fiscal year (or other date set by the Shepherd Board) at the hour set by the ~~Shepherds~~ Shepherd Board to approve the Church budget and to transact the other business as may come before the meeting.

~~Section 5.1~~ Section 7.2 Notice of Annual Meetings. As required by A.R.S. §10-3705, “Notice” of an Annual Meeting is sufficiently provided if not less than 10 days prior to the date of the Annual meeting and no more than 60 days prior thereto: (i) an oral announcement is made from the pulpit at all regularly scheduled worship services, and (ii) a listing is placed in the Church bulletin stating the place, day, and time of the Meeting. In the alternative, Notice by mail to the last recorded address of each Member, or by email, or by facsimile is also sufficient if done not less than 10 days (and no more than 60 days) prior to the scheduled Meeting. Any other form of notice reasonably calculated to inform the Members of the meeting may be used in the discretion of the Shepherd Board as long as the minimum 10-day and the maximum 60-day time requirements of A.R.S. §10-3705 are met.

~~Section 5.2~~ Section 7.3 Place of Annual and Special Meetings. The place of all Meetings is the Main Campus of the Church or as designated by the Shepherd Board.

~~Section 5.3~~ Section 7.4 Quorum of Members. A “Quorum” for all meetings of the Members consists of the lesser of 20025 Members or 510% of the Members listed on the Membership List of the Church as of 4:00 p.m. on the last business day preceding the Meeting. Proxy voting is not allowed Attendance at a meeting may not be required, as determined by the Shepherd Board for each meeting and vote.

~~Section 5.4~~ Section 7.5 Annual Meeting Order of Business. The order of business at the Annual Meetings is determined by the Chairman and may include:

1. Call to order-
2. —Reports of Shepherd Board or Special Committees or Councils.-
3. —Approval of Annual Church Budget-
4. —Other business requiring Member approval-
5. ~~(6)~~—Adjournment-

Parliamentary rules as laid down in *Robert’s Rules of Order* shall govern when not in conflict with these Bylaws.

Section 7.6 Voting. Only Members listed on the Membership List of the Church as of 4:00 p.m. on the last business day prior to the date of the Meeting are entitled to vote at a meeting of the Members. Each Member entitled to vote is entitled to one vote on each matter submitted to a vote at a meeting of the Members. Unless otherwise specified in these Bylaws, a 51% 50% plus one vote of the Members present and voting is required to approve the proposed resolution. Voting on the except as required for Special Topics set forth in Section 67.8 below, and, Voting by proxy is not permitted. Voting on any other matters or resolutions as determined by the Shepherd Board of Shepherds, shall be by written in-person vote, ballot, or electronic ballot occurring over not more than eight (8) consecutive calendar days. The Shepherd Board will define the time period for voting for each topic and notify the Members of this requirement.

~~Section 5.5~~ Section 7.7 Special Meetings. Special Meetings of the Membership may be called at any time at the request of the Senior/Lead Pastor, by the Chairman or the Secretary of the Shepherd Board, or upon receipt by the Shepherd Board of a written request for a Special Meeting by a petition signed by not less than 10% of the Members listed on the current Membership List of the Church.

~~5.5.1~~ ~~7.7.1~~ “Notice” of a “Special” meeting is sufficiently provided if, at least 10 days (but no more than 60 days) immediately preceding the Special Meeting as required by A.R.S. §10-3705, the date, time, location and purpose of the Special Meeting is given as described in Section 6.2 above for the Annual Meeting. Only those matters listed in the Notice may be considered at the Special Meeting. The rules governing a Quorum and voting for Annual ~~meetings~~ Meetings also apply to Special Meetings.

~~Section 5.6~~ ~~Section 7.8~~ **Special Topics Requiring Approval of the Members.** These “Special Topics” require the approval of a majority (i.e., ~~51%~~ at least 51% (rounded to the nearest integer)) of those Members present and voting at a Meeting (the “Vote”) (unless otherwise directed in these Bylaws or State Law):

~~5.6.1~~ ~~7.8.1~~ The call of a Senior/Lead Pastor(s) (See Section ~~4011.2.21~~ of these Bylaws).

~~5.6.2~~ ~~7.8.2~~ The “Transfer” (i.e., purchase, sale or long term lease (in excess of 10 years)) of all or substantially all of the real property owned by the Church to an unrelated third party.

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7.8.2.1 In determining whether the proposed Transfer is to an “unrelated third party”, the Board shall be guided by the laws, rules and regulations of the Internal Revenue Service. A Transfer to a legal entity which qualifies under Section ~~501C~~ (501(c)(1) - (17) of the Internal Revenue Code, as amended from time to time, as a “Support Organization” is not deemed a “Transfer” to an unrelated third party (i.e. is not a “Special Topic”).

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7.8.3 The amendment of the Statement of Faith of the Church. The Amendment of the Statement of Faith of the Church requires approval by ~~a three-fourths~~ at least 75% of the Members voting at a Special Meeting (rounded to the nearest integer) and only after recommendation by the Senior ~~pastor~~ Lead Pastor, and only after approval by ~~a three-fourths~~ at least 75% vote of the entire Shepherd Board. (rounded to the nearest integer). “Special Notice” of the proposed change must be provided to the Members in the manner required for Special Meetings at least three months prior to the date of the Special Meeting of the Members; provided, however, that formal Notice of the date, time, place, and purpose(s) of the Special Meeting shall be given not less than 10 days and no more than 60 days before the Special Meeting to consider the proposed amendment as required by A.R.S. §10-3705.

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7.8.4 The election of Shepherds as described in Section 78.6 and the filling of vacancies in the Shepherd Board as described in Section 78.8 of these Bylaws.

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7.8.5 Any action to merge or dissolve the Church as a corporation (See Section 16.1 herein) and any other action requiring the vote of the Membership as set forth in the Articles or State law.

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7.8.6 The approval of the Annual Church Budget.

~~Section 5.7~~ ~~Section 7.9~~ **List of Members.** As required by A.R.S. §10-3720, the Secretary of the Board shall maintain, or cause to be maintained, an official “Membership List” containing the names and last known addresses of all of the Members and Special Members of the

Church. No Member or nonmember, except Shepherds or staff, may have inspection rights or rights to a copy of the Membership List or other Church corporate records.

ARTICLE 8. SHEPHERD BOARD

~~Section 5.8~~ Section 8.1 **Board Composition.** The government of this Church, under the leadership of the Holy Spirit, is vested in the Shepherd Board, whose authority is derived from the body of believers who compose this Church. All references to the "Board of Deacons" in the original Articles of Incorporation filed on January 2002, and as subsequently amended, shall be deemed to mean the "Board of Shepherds." Because of the un-amendable language in the original Articles of Incorporation, for purposes of these Bylaws only, the term "Shepherd" is intended to be synonymous with the word "Deacon" as used in the original Articles of Incorporation. (The foregoing sentence shall not be amended without prior consultation with legal counsel.)

~~Section 5.9~~ Section 8.2 **Responsibilities.** The Shepherd Board is responsible for the governance and oversight of the affairs of the Church. Working in conjunction with the Pastors, they are responsible to ensure that the mission and ministries of the Church are consistent with Biblical directives and principles.

~~5.9.1~~ 8.2.1 The Shepherd Board shall strive to maintain a distinction between governance and management, and shall delegate management of the day-to-day affairs of the Church to the Pastors, staff and lay leaders.

~~5.9.2~~ 8.2.2 The Shepherd Board shall approve an annual budget for the Church, and shall supervise raising, receiving and disbursing funds to support the ministries of the Church in accordance with the budget and these Bylaws.

~~5.9.3~~ 8.2.3 During the time that property is held in the name of the Church, the Shepherd Board has final authority and responsibility for all real and personal property held in the name of the Church. The Church may lease real or personal property for its use from time to time.

Section 8.3 **Number.** The Shepherd Board ~~should~~shall be composed of at least nine and no ~~more than twelve~~twelve voting Members.

~~Section 5.10~~ Section 8.4 **Shepherds are Directors.** In accordance with the Articles, the Shepherd Board is the Board of Directors of this corporation. Whenever in these Bylaws or elsewhere the term "Shepherd" appears, it means "director" and whenever the term "director" appears, it means "Shepherd."

~~Section 5.11~~ Section 8.5 **Qualifications.** Only men who are Members of this Church, who are of high Christian character and integrity, who maintain an exemplary reputation both in the Church and in the world, who demonstrate leadership in the ministry of the Church, and who possess the qualifications in Titus 1:6-9; and I Timothy 3:1-7 may be elected as Shepherds.

Section 8.6 **Election.**

~~5.11.1~~ 8.6.1 Candidates for Shepherds are chosen according to the Nominating Committee system described in these Bylaws. The Nominating Committee should present to the Shepherd Board a list of candidates meeting the qualifications contained in these

Bylaws and in the Holy Scriptures. After review and approval by at least three-fourths of those present and voting at a meeting of the Shepherd Board, a final list of nominees shall then be presented to a meeting of the Members for final election. The approval of at least 51% (rounded to the nearest integer) of the Members present and voting at the meeting of the Members is required for election as a Shepherd.

~~5.11.2~~ ~~8.6.2~~ A Shepherd shall be elected for a term not to exceed three years, unless requested by (i) at least 60 days before the Administrative Council end of the fiscal year of the final year of the three-year term, the Shepherd requests to serve an additional year, in, immediately subsequent three-year term, (ii) at least 75% (rounded to the nearest integer) of Shepherds present and voting at a meeting of the Shepherd Board (not including the Shepherd requesting an additional term) approves the subsequent three-year term, (iii) at least 51% (rounded to the nearest integer) of the Members present and voting at a meeting of the Members approves the subsequent three-year term, and (iv) the subsequent three-year term would not cause the Shepherd Board to have more than the maximum permitted number of Shepherds. In no case shall a Shepherd serve ~~a term exceeding four more than six consecutive~~ years. As required by A.R.S. §10-3805(E), despite the expiration of an Shepherd's term, an Shepherd shall continue to hold office until the Shepherd's successor is qualified and elected, until the Shepherd's resignation or removal, or until there is a decrease in the number of Shepherds. The term of service of a duly elected Shepherd shall begin on the first calendar day of the first month of the Church fiscal year after his election.

~~5.11.3~~ ~~The term of approximately one-fourth of the Shepherds should expire each year.~~

~~5.11.4~~ ~~8.6.3~~ A Shepherd ~~who has served a three or four-year term~~ is not eligible for re-election to the Shepherd Board until one year has elapsed from the end of his most recent term. Notwithstanding the foregoing, a Shepherd may serve two consecutive three-year terms as provided in Section 8.6.2 without interruption.

~~Section 5.12~~ ~~Section 8.7~~ **Vacancy.** The office of Shepherd is considered vacant upon the happening of:

~~5.12.1~~ ~~8.7.1~~ Death,

~~5.12.2~~ ~~8.7.2~~ Resignation,

~~5.12.3~~ ~~8.7.3~~ Refusal to serve,

~~5.12.4~~ ~~8.7.4~~ Removal at a duly called meeting of the Members, or

~~5.12.5~~ ~~8.7.5~~ Absence from three consecutive meetings of the Shepherds without excuse satisfactory to a Majority of the Shepherd Board.

~~Section 5.13~~ ~~Section 8.8~~ **Filling Vacancies.** A vacancy shall be filled by election of a Shepherd by a vote of the Shepherd Board and a 51% (rounded to the nearest integer) Vote of the Members present and voting at a Special Meeting called for that purpose. A Shepherd so appointed shall serve the unexpired term of his predecessor. His term of service will begin immediately following his election.

~~Section 5.14~~ ~~Section 8.9~~ Regular Meetings. A regular meeting of the Shepherds will ordinarily be held within forty five days during the last month of the fiscal year or just after the effective dates of the term of service of the newly elected Shepherds for the purpose of electing officers of the Shepherd Board ~~for the following fiscal year~~. Other regular meetings are held as determined by the Shepherd Board, but should be at least once a month as a general rule.

~~Section 5.15~~ ~~Section 8.10~~ Special Meetings. A “Special Meeting” of the Shepherds may be called at any time at the request of the Senior/Lead Pastor, the Chairman of the Shepherd Board, or a Majority of the Shepherds.

~~Section 5.16~~ ~~Section 8.11~~ Quorum & Voting Majority. A “Quorum” of the Shepherds is hereby defined as sixty (60%) percent plus one of the total number of Shepherds (rounded to the nearest integer) who are serving at that time. The actions of the majority of the Shepherds at a meeting at which a quorum of the Shepherds exists legally binds the Church as an official act of the Shepherd Board, unless otherwise specifically required by law or by these Bylaws. Voting by proxy is not permitted.

Section 8.12 Action Without a Meeting. Any action required or permitted to be taken by the Shepherd Board at a meeting, may be taken without a meeting if all Shepherds consent in writing, electronic or digital means of communication, including via email, text, conference call, video conference or other digital methods, specifically stating the action taken. This consent has the same effect as a ~~unanimous~~-vote taken at a properly noticed meeting.

~~Section 5.17~~ ~~Section 8.13~~ Presumption of Assent. A Shepherd of the Church who is present at a meeting of the Shepherd Board at which action on any corporate matter is taken is presumed to have assented to the action unless his dissent is entered in the minutes of the meeting. This right to dissent does not apply to a Shepherd who voted in favor of the action.

Section 8.14 Notice of Shepherd Meetings. Notice of a Special Meeting of the Shepherd Board shall be given at least three calendar days in advance by written notice delivered personally, by telephone, or sent by mail, e-mail, ~~fax~~facsimile or any other electronic or digital means of communication or by any other commercially acceptable means of business communication delivered at least three days before the meeting to each Shepherd at based on his ~~address as shown on the~~contact information listed in records of the Church.

~~5.17.1~~ ~~8.14.1~~ Notice to Shepherds is effective three business days after the date of deposit into the United States Mail if correctly addressed to the Shepherd's address shown on the Church's current list of directors or of Members. Notice given by electronic mail or facsimile or any other electronic or digital means of communication is effective on the date it is sent to an electronic-mail address or facsimile phone number shown on the church's current list of Members or Shepherds.

~~5.17.2~~ ~~8.14.2~~ As provided by A.R.S. §10-3823, any Shepherd may waive notice of a meeting in writing and signed by the Shepherd, or by electronic mail and filed with the minutes or corporate records of the church.

~~5.17.3~~ ~~8.14.3~~ Neither the business to be transacted at, nor the purpose of, any Meeting of the Shepherd Board need be specified in either the Notice of, or in the waiver of Notice, of the meeting.

~~5.17.4~~ ~~8.14.4~~ A Shepherd's attendance at, or participation in, a meeting waives any required notice to the Shepherd of the meeting unless the Shepherd at the beginning of the meeting or promptly on the Shepherd's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action at the meeting.

~~Section 5.18~~ ~~Section 8.15~~ **Electronic Meetings.** Members of the Shepherd Board may participate in a regular or Special Meeting through use of conference telephone, video, internet conference or other electronic or digital communication or similar electronic communications equipment, so long as all Members participating in the meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

~~Section 5.19~~ ~~Section 8.16~~ **Reimbursement.** Shepherds shall not receive any salary or remuneration for their services, but by resolution of the Shepherd Board, reimbursement for all or a part of expenses actually incurred in connection with attendance at any regular or Special Meetings of the Board may be allowed.

~~ARTICLE 6.~~ ARTICLE 9. **CHURCH**SHEPHERD BOARD OFFICERS

~~Section 6.1~~ ~~Section 9.1~~ **Officers.** The Shepherd Board shall elect from its Membership~~membership~~ a Chairman, Vice-Chairman, Secretary, Treasurer, and make other appointments as it shall deem desirable or necessary. Election to an officer position shall be by at least 75% of voting Shepherds (rounded to the nearest integer).

~~Section 6.2~~ ~~Section 9.2~~ **Election and Term of Office.** The Shepherd Board officers ordinarily will be elected at the Meeting of the Shepherd Board in the first month of the Church fiscal year (or at a meeting to be held as soon thereafter as is reasonably convenient). New offices may be created and filled at any meeting of the Shepherd Board. The term for each officer is one year or until his successor is elected and assumes office.

~~Section 6.3~~ ~~Section 9.3~~ **Vacancies.** A vacancy in any office of the Shepherd Board because of death, resignation, or otherwise, may be filled by the Shepherd Board from the Shepherd Board, for the unexpired portion of the term of that office.

~~Section 6.4~~ ~~Section 9.4~~ **Removal of officers.** A Church Shepherd Board officer may be removed from office by a two-thirds vote of the total number of Shepherds. Voting shall be at a duly called meeting of the Shepherds.

~~Section 6.5~~ ~~Section 9.5~~ **Chairman.** The Chairman may also be known as the President. He presides at all meetings of the Shepherd Board and at any meetings of the Members of the Church. He has general charge and oversight of the affairs of this Church and shall perform those other duties as are assigned to him by the Shepherd Board.

~~Section 6.6~~ ~~Section 9.6~~ **Vice-Chairman.** The Vice-Chairman may also be known as the Vice-President. At the request of the Chairman or in the event of his absence or disability, the Vice-Chairman shall perform the duties and possess and exercise the powers of the Chairman. The Vice-Chairman shall have those other powers and duties as may be assigned to him by the Shepherd Board.

~~Section 6.7~~ **Section 9.7 Treasurer.** The Treasurer shall chair the Finance Committee and be a liaison between the Staff Finance Team and the Shepherd Board. The Treasurer shall designate all of the day to day financial operations to the Director of Finance and/or other Financial Officer or Member of the Church, to perform these duties:

~~6.7.1~~ **9.7.1** Deposit funds to the credit of the Church in bank or banks as the Shepherd Board may designate;

~~6.7.2~~ **9.7.2** Ensure that the Church engages an independent accounting firm to prepare a financial review every three years at the completion of the fiscal year, or as needed;

~~6.7.3~~ **9.7.3** Sign notes and other obligations on behalf of the Church;

9.7.4 Disburse the funds of the Church in accordance with the direction of the Shepherd Board;

~~6.7.4~~ **9.7.5** Perform all duties incident to the office of Treasurer;

~~6.7.5~~ **9.7.6** Be responsible for or delegate the regular entry, in the books of the Church to be kept for that purpose, of full and accurate accounts of all monies received and paid on account of the Church;

~~6.7.6~~ **9.7.7** Render to the Shepherd Board and the Members of the Church those reports requested by the Shepherd Board;

~~6.7.7~~ **9.7.8** Be responsible for or delegate the proper recording of all contributions received by the Church by the Members and other contributors, issuing receipts of contributions, and showing the designated classification of the contributions; and

~~6.7.8~~ **9.7.9** Perform those other duties assigned to him by the Chairman or by the Shepherd Board.

SECTION 89.8 Secretary. The Secretary or his designate shall keep the minutes of the Shepherd board meetings and shall perform those other duties as are assigned to him by the Shepherd Board. The Secretary or his designate is responsible for the preparation and maintenance of the meeting minutes and shall maintain and oversee the Membership List in accordance with Section 7.9.

~~ARTICLE 7.~~ **ARTICLE 10. COMMITTEES AND COUNCILS**

~~Administrative~~

~~Section 7.1~~ **Section 10.1 Executive Council.** The Shepherd Board ~~Chairman, Vice-Chairman, officers~~ along with the Senior/Lead Pastor, ~~and Associate Pastor, if any, and Executive Director/Pastor if any~~ shall serve as the “Administrative Council” (also referred to as the “Executive Council”) of the Shepherd Board.

10.1.1 The ~~Administrative~~Executive Council shall see that all Board ~~responsibilities~~directives and decisions are carried out effectively and in a timely fashion. The Shepherd Board may authorize the ~~Administrative~~Executive Council, or any officer or officers or agent or agents, in addition to the officers so authorized by these Bylaws, to enter

into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and that authority may be general or may be limited to specific situations. The Shepherd Board Chairman (or in his absence, the Vice-Chairman) presides at meetings of the ~~Administrative~~Executive Council.

~~Section 7.2~~ Section 10.2 **Special Councils.** The Shepherds may create one or more additional councils to assist the Shepherds in carrying out their responsibilities of oversight and governance of the affairs of the Church. These councils will ordinarily include at least two Shepherds and ordinarily will be chaired by a Shepherd. Other council Members shall be Members, regular attendees of the Church or other persons who have signified their agreement to and adherence to the Statement of Faith in Articles 4 and 5 and whose expertise will assist the council in performing its tasks and responsibilities. Special Councils will provide research, assistance and advice to the Shepherds and Pastors in the council's assigned area.

~~7.2.1~~ 10.2.1 Council Members will serve at least a one year term, and may be reappointed for subsequent years, generally not to exceed five years.

~~7.2.2~~ 10.2.2 The Chairman of a Special Council shall provide regular reports to the Shepherd Board regarding the activities of their council.

~~Section 7.3~~ Section 10.3 **Shepherd Nominating Committee.** The "Shepherd Nominating Committee" generally will be appointed by the Shepherd Board four months prior to the beginning of the Church's fiscal year at a regular meeting of the Shepherd Board. The Committee will select candidates for the position of Shepherd of the Church.

~~7.3.1~~ 10.3.1 The Nominating Committee shall be composed of not less than seven individuals approved by the Shepherds as follows: two Shepherds and five Members from the Membership at large. The chairman of the Nominating Committee shall be a Shepherd appointed by the Shepherd Board.

~~7.3.2~~ 10.3.2 A Member of the Church may submit a written suggestion of the name of any Member for consideration by the Nominating Committee as a "Shepherd Nominee" if done at least one month prior to the month designated by the Shepherd Board to elect new Shepherd Candidates.

~~7.3.3~~ 10.3.3 After prayerful and diligent investigation, the Nominating Committee shall submit to the Shepherds a list of Shepherd nominees, each of whom is a qualified lay Church Member willing to serve and meeting the qualifications in these Bylaws and in the Scriptures. The list should be submitted not later than the first of the month designated by the Shepherd Board as the month for the Board to elect new Shepherd Candidates. The Nominating Committee should prioritize the names for presentation to the Shepherd Board, which then votes on them one by one.

~~Section 7.4~~ Section 10.4 **Special Committees.** From time to time, special committees may be appointed in the same manner as the Special Councils. Those committees shall serve until the specific function for which they were appointed is performed or for the period specified by the Shepherds.

~~Section 7.5~~ Section 10.5 **Vacancies.** A vacancy in any office, committee or council because of death, resignation, removal, or disqualification, may be filled by the Shepherd Board for

the unexpired portion of the term. However, a vacancy on the Shepherd Board because of the vote of the Members to remove a Shepherd (as specified in Section ~~7~~8.7.4) may only be filled by a majority vote of the remaining Shepherds on the Shepherd Board and also by the affirmative vote of 51% (rounded to the nearest integer) of the Members present and voting at a Special Meeting called for that purpose.

~~ARTICLE 8.~~ ARTICLE 11. PASTORS/MINISTRY DIRECTORS

~~Section 8.1~~ Section 11.1 **Roles and Responsibilities.** There are three categories of “Pastors” at Desert View Bible Church: Senior/Lead Pastor(s), Associate Pastor(s) and other Pastor(s). All Pastors serve as “shepherds of God’s flock” (1 Pet. 5:2). They are responsible for conducting the ministries of the Church. They lead, train and supervise paid and volunteer staff in their area of ministry to further the mission of the Church.

~~Section 8.2~~ Section 11.2 **Senior/Lead Pastor.** The Pastor designated by the Shepherds as the “Senior/Lead Pastor” (or Pastors) shall watch over the spiritual life of this Church. He preaches and teaches the Word of God, he supervises the administration of the ordinances and the worship services on all campuses. He is a “Teaching Shepherd,” is a non-voting Member of the Shepherd Board, and of all Church councils and committees.

~~8.2.1~~ 11.2.1 **Calling a Senior/Lead Pastor.** A candidate for Senior/Lead Pastor will be considered only after he has subscribed in writing to the ~~doctrinal statement~~Church’s beliefs as stated in Articles 4 and 5 and agreement to be governed by the published rules of the church, including, but not limited to the Bylaws and doctrinal statements of this Church, ~~as amended from time to time.~~ A Senior/Lead Pastor shall be called (hired) to serve at this Church only upon an affirmative three-fourths vote of the Shepherd Board and of a two-thirds affirmative vote of the Members present and voting at a duly called meeting of the Membership.

~~8.2.2~~ 11.2.2 **Terminating a Senior/Lead Pastor’s services.** A Senior/Lead Pastor may be dismissed by the affirmative vote of at least three-fourths of the Shepherd Board in its sole and absolute discretion.

~~Section 8.3~~ Section 11.3 **Associate Pastor.** Upon the recommendation of the Senior/Lead Pastor and the affirmative vote of three-fourths of the Shepherd Board, the Shepherds may call (hire) an “Associate Pastor” (or Pastors). The Associate Pastor (Pastors) shall perform the duties set forth in his job description as established by the Board of Shepherds, and as may be amended from time to time.

~~8.3.1~~ 11.3.1 **Terminating an Associate Pastor’s services.** An Associate Pastor may be terminated by an affirmative vote of at least three-fourths of the Shepherd Board in its sole and absolute discretion.

~~Section 8.4~~ Section 11.4 **Other Pastors and Ministry Directors.** All Other Pastors and Ministry Directors of this Church shall “minister to the flock” in their area of ministry as directed by the Senior/Lead Pastor(s) ~~and Executive Director/Pastor, (if any)~~ to fulfill the mission and goals of their ministry and the Church. Other Pastors and Ministry Directors will be called (hired) upon the recommendation of the Senior ~~Pastor(s) (and the Executive Director/Pastor, if any)~~ Lead Pastor and by the affirmative vote of three-fourths of the Shepherd Board.

~~8.4.1–11.4.1~~ **Terminating Other Pastors and Ministry Directors.** The Senior/Lead Pastor ~~and Executive Director/Pastor (if any)~~ may recommend that the Shepherd Board terminate an Other Pastor or Ministry Director. An Other Pastor or Ministry Director may be terminated by a majority vote of the Shepherds at a special or regular meeting of the Shepherd Board.

~~ARTICLE 9.~~ ARTICLE 12. **AMENDMENTS**

~~Section 9.1–Section 12.1~~ These Bylaws may be amended, restated, replaced or altered, in whole or in part, by ~~a three-fourths~~ at least a 75% (rounded to the nearest integer) affirmative vote of the Shepherds ~~present and voting and at least a meeting of the Shepherd Board called for this purpose, and a two-thirds~~ 75% (rounded to the nearest integer) affirmative vote of the Members ~~present and voting at a duly called Special Meeting for this purpose;~~ PROVIDED, however, that notice of the proposed change is provided in writing to all Shepherds at least 30 days but not more than 60 days before the date of ~~the meeting~~ a Special Meeting, and to the Members at least 30 days and not more than 60 days before the date of ~~the~~ a Special Meeting held to discuss the revisions.

~~ARTICLE 10.~~ ARTICLE 13. **LIABILITIES**

~~Non-Liability.~~

~~Section 10.1–Section 13.1~~ Actions taken by this Church do not bind the personal assets of the Members, Shepherds, Pastors, Employees, agents and volunteers of the Church, and they:

~~10.1.1–13.1.1~~ Are neither partners nor joint venturers for any purpose

~~10.1.2–13.1.2~~ Are not personally liable for the acts or failure to act of any other such person; and,

~~10.1.3–13.1.3~~ Are not liable for acts or omissions under these Bylaws, excepting willful malfeasance or fraud.

ARTICLE 14. **INDEMNIFICATION**

~~Section 10.2–Section 14.1~~ **Statement of Intent.** To the fullest extent of Arizona law, the Church intends to protect those Indemnified Parties (defined below) who serve the Church from personal liability for claims for monetary damages for acts or omissions in their representative capacity or as an agent of the Church, including but not limited to the costs of defending against these claims. Arizona's Non-Profit Corporate Code provides for two types of protection, "Mandatory" and "Permissive" Indemnification. The rights and duties created in this Article are in addition to those specified for Directors and Officers under Arizona Revised Statutes 10-3850 et seq.

~~Section 10.3–Section 14.2~~ **"Indemnified Party".** For purposes of this Article, "Indemnified Party(ies)" means: (i) Shepherds (in their capacity as a "director" of the Church), (ii) Officers of the Church, (iii) all persons who serve on a board, council, or ~~committee~~ Special Committee or Council of the Church to the extent that the claim pertains to their service thereon or for other service of the Church in an advisory capacity and further provided that they are acting within the course and scope of their position.

~~Section 10.4~~ ~~Section 14.3~~ **Mandatory Indemnification.** The Church shall indemnify, defend, and hold harmless the Indemnified Parties for, from and against claims or charges against them (including their marital communities) arising from (i) the performance of duties within the scope of their authority to the maximum extent allowed by law or (ii) for negligence (but not for gross negligence) occurring during the performance of those duties to the extent of applicable insurance. (In its sole and absolute discretion, the Shepherd Board may, but is not required to, extend indemnity and defense costs in excess of applicable liability insurance to claims arising from negligence or gross negligence.)

~~10.4.1~~ ~~14.3.1~~ The Church shall indemnify, defend and hold harmless an Indemnified Person who is made a party to a proceeding arising from past or present service in that capacity for the Church or service performed at the request of a Shepherd, Officer, or Pastor in advance of final disposition of the proceeding.

~~10.4.2~~ ~~14.3.2~~ Indemnification and advancement of expenses is mandatory in all circumstances in which indemnification or advancement of expenses, as the case may be, is permitted by law in connection with: (i) a proceeding in which the indemnitee is the defendant; or (ii) a proceeding (or part thereof) initiated by the indemnitee only if those proceeding (or part thereof) was authorized in writing in advance by the Board of Shepherds of the Church.

~~Section 10.5~~ ~~Section 14.4~~ **Permissive Indemnification.** To the extent authorized from time to time by the Board of Shepherds acting in their sole and absolute discretion, the Church may, but need not, provide a defense and/or indemnity and may advance expenses to Members, employees and agents of the Church, as permitted by law for claims arising out of their service to the Church.

~~Section 10.6~~ ~~Section 14.5~~ **Repeal or Modification.** Any repeal or modification of this Article is prospective only and shall not adversely affect any limitation on the personal liability of an Indemnified Party of the Church existing at the time of repeal or modification.

~~Section 10.7~~ ~~Section 14.6~~ **Directors and Officers Liability Insurance.** The Church may, but is not required to, obtain Directors and Officers liability insurance.

~~ARTICLE 11.~~ ~~ARTICLE 15.~~ **FISCAL YEAR, BONDING, CORPORATE SEAL & NON-PROFIT OPERATION.**

~~Section 11.1~~ ~~Section 15.1~~ **Finances.** This Church is not intended and shall not operate as a profit-making organization, nor is it founded with the expectation of making a profit. This Church shall use its funds only for purposes authorized in the Articles or in these Bylaws.

~~Section 11.2~~ ~~Section 15.2~~ **Fiscal Year.** The fiscal year of the Church shall be July first to June thirtieth, or as otherwise established by the Shepherd Board.

~~Section 11.3~~ ~~Section 15.3~~ **No Stock.** The Church will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Church will be distributed to an Interested Person (as defined below) without full consideration. The Church may contract in due course with its Shepherds and officers without violating this provision.

~~Section 11.4–Section 15.4~~ **Bonding.** Persons entrusted with the handling of Church funds may be required, at the discretion of the ~~Administrative~~Executive Council, to furnish, at Church expense, a suitable fidelity bond.

~~Section 11.5–Section 15.5~~ **Corporate Seal.** The Shepherd Board may, but need not, provide a corporate seal.

~~ARTICLE 12. Affiliated Transactions and Interested Persons.~~
ARTICLE 16. AFFILIATED TRANSACTIONS AND INTERESTED PERSONS.

~~Section 12.1~~ **Affiliated Transactions.** No contract or other transaction between the Church and an Interested Person(s) (as defined below), including the sale, lease or exchange of property to or from an Interested Person(s), the lending or borrowing of monies to or from an Interested Person(s) by the Church or the payment of compensation by the Church for services provided by Interested Person(s), is void or voidable merely because of the relationship or interest between the Church and the Interested Person(s) or because an Interested Person(s) is present at the meeting of the Shepherd Board or a committee thereof which authorizes, approves or ratifies the transaction or because his, her or their votes are counted for that purpose if:

~~12.1.1~~ ~~The~~ the fact of the relationship or interest is disclosed or known to the Shepherd Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); ~~or~~

~~Section 12.2–Section 16.1~~ The and the contract or transaction is fair and reasonable to the Church at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote at that time.

~~12.2.1–16.1.1~~ The term “Interested Person(s)” means Members, Shepherds, Pastors, employees, agents and volunteers of the Church, or any corporation, firm, association or other entity in which one or more of the foregoing is a director, officer or Member or owns more than 10% of the equity therein or who stands to receive a material financial benefit therefrom.

~~12.2.2–16.1.2~~ Any person seeking to establish that a contract or transaction is void or voidable must first prove by a preponderance of the evidence that the provisions of subparagraphs 15.1.1 and 15.1.2 are not applicable.

Section 16.2 **Determining Quorum.** All Shepherds may be counted in determining the presence of a Quorum at a meeting of the Shepherd Board or of a committee thereof which authorizes, approves or ratifies the contract or transaction. (The fact that a Shepherd may be an “Interested Person” does not disqualify him for the purpose of counting the Quorum.) A quorum is defined as 50% plus one of current voting Shepherds rounded to the nearest integer.

~~Section 12.3–Section 16.3~~ **Loans to Interested Persons, Shepherds and Officers.** Notwithstanding anything herein to the contrary, the Church shall neither lend money to, nor use its credit to assist an Interested Person, whether or not employees, or officers. Any Shepherd or officer who assents to, or participates in, the making of a prohibited loan is liable to the Church for the amount of loan plus interest at the statutory rate of interest applicable to judgments pursuant to Arizona law until the loan is repaid in full. PROVIDED, HOWEVER, that with the written approval of a majority of the Shepherds, a loan or other assistance may be extended to a Member or to an Employee for charitable purposes in time of need.

ARTICLE 13. ~~ARTICLE 17.~~ DISSOLUTION

~~Section 13.1~~ **Section 17.1** **Vote.** The Church may be dissolved only by the vote of:

~~Two-thirds~~

~~13.1.1~~ ~~17.1.1~~ 75% of voting Shepherds (rounded to the Shepherd Board; nearest integer); and,

~~Two-thirds~~

~~13.1.2~~ ~~17.1.2~~ 75% of the Members (rounded to the nearest integer) who are present and voting at a Membership meeting held in compliance with the Special Topic requirements listed in Section 6 above.

Section 13.2 **Section 17.2** **Distribution.** In the event of dissolution of this Corporation, its property shall be distributed for charitable purposes according to the Restated Articles of Incorporation and as the Shepherd Board (a/k/a Board of Directors) may determine in accordance with the law.

ARTICLE 14. ~~ARTICLE 18.~~ GOVERNING LAW

~~Section 17.1~~

These Bylaws and the governance of the Church shall conform with the Arizona Revised Statutes for non-profit corporations and the rules and regulations governing non-profit corporations, provided, however, that in no event shall these laws, regulations or rules be given precedent over the Holy Scriptures. If any of these Bylaws, or any portion of one or more of these Bylaws, is declared to be illegal or otherwise invalid, that fact shall not invalidate any other Bylaw or portion of these Bylaws and the Court shall construe and interpret the remaining Bylaws (or portion thereof, as the case may be) in a manner which upholds the validity of all remaining Bylaws and/or portions of these Bylaws.

**CERTIFICATION OF ADOPTION
BYLAWS**

I, Bret Nobley, do hereby certify that: (i) I am the duly elected Secretary of the Shepherd Board of Desert View Bible Church, an Arizona nonprofit corporation; (ii) that these are the Amended and Restated Bylaws of this Corporation which were adopted ~~by a vote of _____ to _____ by the Shepherd Board of the Church at its regularly noticed meeting held on June 11, 2018, as required by the appropriate Article(s) and Sections of the prior Bylawson _____, 2018;~~ by a vote of _____ to _____ by the Shepherd Board of the Church at its regularly noticed meeting held on June 11, 2018, as required by the appropriate Article(s) and Sections of the prior Bylawson _____, 2023; and (iii) they became legally binding ~~on the date of approval by three fourths of the Members present and voting at the meeting called for that purpose, which approval by the Members occurred on the 11th day of June, 2018 _____, 2018.~~ on the date of approval by three fourths of the Members present and voting at the meeting called for that purpose, which approval by the Members occurred on the 11th day of June, 2018 _____, 2023.

IN WITNESS WHEREOF, I signed my name to be legally binding as of that date.

[name], Secretary/Treasurer

ATTEST:

[name], Chairman of the Shepherd Board