

TAHOE CHURCH BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. Name. This corporation shall be known as Tahoe Church, formerly known as Tahoe Forest Church, Inc, A Church of the Nazarene, incorporated as a California nonprofit religious corporation on February 21, 2025, with entity number 3167420 (hereinafter referred to as the “Church”)

Section 2. Basis. The basis of this Church is the Holy Bible, which we believe and confess to be the inspired and reliable Word of God and our rule for faith and practice.

Section 3. Forms of Unity. This Church, as an ecclesiastical organization and legal corporation, accepts, believes, and is bound by the Tahoe Church Theological Statement.

Section 4. Purposes. This Church is formed for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The general charitable and religious objectives and purposes of Tahoe Church are as stated in the Articles of Incorporation.

This Church shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The Church has not been formed for pecuniary profit or gain. No part of the assets, income, or profit of the Church will inure to the benefit of officers or Trustees. However, the Church may pay reasonable compensation for services and make payments and distributions to further the purposes set forth in this Article. No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in, or intervene in (including the publishing or distribution of statements in) any political campaign on behalf of any candidate for public office.

ARTICLE II

BOARD GOVERNANCE

Section 1. Powers and Duties of the Board. The property, business, legal, and financial affairs of the Church are under the direction and control of the Board of Directors. The Directors have final authority to make and carry out decisions for the Church. The Directors are the trustees of the corporation. The Board's responsibilities include those tasks that belong to the common administration of the Church, such as the calling, licensing, and ordaining of ministers, the approval of nominations for Directors, approval of budgets, purchase or sale of church property, building campaigns, qualification and censure of members, contracts, policies, litigation agreements and other matters of common concern. The Board has the power to accept or refuse to accept any bequests, gifts, or grants made to the Church, based on their discretion and judgment, taking into consideration the nature of the proposed gift, any conditions or restrictions placed upon the gift, and the appropriateness of such gift to the purposes of the Church. The Board is responsible to hire, evaluate, determine compensation for, and (if needed) terminate the Lead Pastor.

Section 2. Powers and duties of the Lead Pastor and Directors. The Lead Pastor, whom the Board of Directors calls, guided by the Directors, oversees the doctrine of the church and the discipleship of members. The Lead Pastor is responsible for hiring, evaluating and terminating all other church staff positions, ratified by the Board of Directors. The Lead Pastor is responsible for directing the ministry strategy and execution of staff and volunteers, exercising admonition and discipline, and participating in and promoting evangelism. The Lead Pastor will be appointed by the Board as the President of the Board of Directors without term limits.

Section 3. Number and Term of Directors. Only members in good standing are eligible for service as Directors. The Board determines from time to time the number of Directors serving on the Board. Directors serve for a limited term that the Board determines. Any member may nominate a Director. The Board qualifies and determines the nominees to advance for selection by a congregational vote of the membership of a 75% approval. A board member may be removed from office before the expiration of their term by a two-thirds vote of the board, with cause, or by a majority vote of the congregation, if required. Causes for removal include misconduct, violation of church doctrine, failure to perform duties, or actions that undermine the unity and mission of the church." Vacancies on the Board shall be filled by a majority vote of the remaining Directors, and the appointee shall serve until the next election. At that point, a normal member voting process will occur for the appointment of that Director.

Section 4. Officers. The Board of Directors shall appoint the Lead Pastor as the President. The Chairperson will be selected from among the board members and will preside over Board meetings. In addition, the Directors will select a Secretary from among the Board members, or may appoint a staff or church member, responsible for meeting minutes, to keep a record of Church membership, and to execute official correspondence of the Church. The Board will also select a Treasurer from among the Directors to help oversee the financial matters of the Church. The Board may appoint other members of the Church to assist in carrying out these duties.

Section 5. Meetings. At any board meeting, a majority of the Directors in office comprise a quorum for the business transaction. The Board must hold regular meetings at least once per quarter at a time and place announced in the previous minutes. A majority vote of the Directors then in office may also convene a special Board meeting at any time. Attendance without objection at any meeting constitutes waiver of notice of that meeting, as does waiver of notice executed in writing before or after the meeting date. A Director may participate in a Board meeting by a conference call or similar communication method, counted as present at the meeting.

Section 6. Voting. At all Board meetings when a quorum is present, the affirmative vote of a majority of Directors present and voting on the question decides any question brought before that meeting, except where the church board bylaw or policy requires more. Any action required at a Board meeting, the Board may take without a meeting if all Directors sign a written consent, stating the action so taken. For any written vote by the Board of Directors to be affirmed, unanimous approval from all directors is required.

ARTICLE III

COMMITTEES

The Board has the power to appoint committees to assist in the performance of the ministry of the Church. Membership of the committees is limited to members in good standing. The committee has the authority to request the assistance of other persons, both members and non-members, in the fulfillment of their duties. The committee has the power to act within the area delegated to them by the Board. Each committee shall submit regular reports to the Board.

ARTICLE IV

CONGREGATIONAL MEETINGS

Section 1. Congregational Meeting. A meeting of the congregation shall be held regularly. Notice of the meeting must be communicated to the Church prior to the meeting date. Congregational meetings require no quorum.

Section 2. Special Meetings. The Board may call special congregational meetings when it deems necessary.

Section 3. Voting. All members in good standing have the right to vote. The members will vote on the hiring and firing of a Lead Pastor, incurring new significant church debt, merging with other church communities, and joining or separating from a denomination. The Board will determine which other issues will require a membership vote. All questions up for vote must be communicated to the members, giving reasonable time prior to the vote. The affirmative vote of the majority voting on the question decides any question brought before the members, except where the Board bylaws, policy, or law requires a larger vote. Although the Board must give full consideration to the members' vote, the Board retains authority for making and carrying out final decisions on all issues.

ARTICLE V

FINANCES

Section 1. Budget. The Board has the duty to approve and adopt an annual budget for the operations of the Church. The Church must raise funding by means consistent with the tax-exempt status of the Church. The Board encourages the membership of the Church to faithfully support the programs of the Church through gifts and contributions. The Board sets the Church's fiscal year.

Section 2. Books and Records. The Church must keep books and records to have information readily available for reports to the Board and to enable an accurate audit of the finances of the corporation. The books and records will be kept in accordance with all applicable laws and regulations.

Section 3. Employment of Staff and Agents. The Board has the power to employ accountants, counsel, custodians, administrative staff, and agents and to pay their reasonable expenses and compensation based on the recommendation of the Lead Pastor.

Section 4. Authorized Signatories. Only agents whom the Board designates may sign checks, drafts, and orders for payment of monies in the Church's name.

ARTICLE VI
INDEMNIFICATION OF TRUSTEES,
EMPLOYEES, AND AGENTS

Section 1. Indemnification: Third-Party Actions. The Church has the power to indemnify a person or corporation as a party to a threatened, pending, or completed action, whether civil, criminal, or investigative, other than an action by or in the right of this corporation, by reason of the fact that the person is or was a Director or Pastor, employee, or agent of this corporation, or is or was serving at the request of this corporation as a Director, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, or other enterprise, against expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement reasonably incurred, if that person acted in good faith in a manner reasonably believed by that person to be in the best interests of this corporation or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful.

Section 2. Indemnification: Actions in the Right of this Corporation. This corporation has the power to indemnify a person as a party to threatened, pending, or completed action by or in the right of this corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, employee, or agent of this corporation as a Director, partner, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action if that person acted in good faith in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members. However, no indemnification shall be made for a claim, issue, or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the court in which such action was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Indemnification: Mandatory and Permissive Payments. To the extent that a Director, Lead Pastor, employee, or agent of this corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or Section 2 of this Article VII, or in defense of a claim, issue or matter in action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) in connection with the action, as well as in connection with the action brought to enforce the mandatory indemnification provided in this Subsection. An indemnification under Section 1 or Section 2 of Article VII, unless ordered by a court, shall be made by this corporation only as authorized in a specific case upon a determination that indemnification of the Director, Pastor, employee, or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 1 or Section 2. That determination shall be made in any of the following ways: (1) a majority vote of a quorum of the Directors who were not parties to the action; (2) if that quorum is not obtainable, then by a majority vote of a Committee of Trustees who were not parties to the action. The Committee shall consist of not less than two (2) disinterested Directors; (3) by independent legal counsel in a written opinion; (4) by the members. If a person is entitled to indemnification under Section 1 or Section 2 of Article VII for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to indemnity.

Section 4. Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action described in Section 1 or Section 2 of this Article VII may be paid by this corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, Pastor, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this corporation. The undertaking shall be by an unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Sections 1 through 4 of this Article VII shall continue as to a person who ceases to be a Trustee, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

ARTICLE VII
AMENDMENTS

A majority vote of the Governing Board of Directors then in office may amend these Bylaws at any regular or special Board meeting. If any changes are made to these Bylaws, members will be notified promptly.

ADOPTED by unanimous vote of a quorum of the Governing Board of Directors at the Board's regular meeting on June 8, 2025