

In any discrepancy between the Chinese and the English bylaw, the Chinese bylaw shall take precedence, as the bylaw written in Chinese was first crafted (and thereafter translated into English) and best reflects the original intent.

**BYLAWS
OF
BREAD OF LIFE CHRISTIAN CHURCH IN PORTLAND (BOLIP)**

ARTICLE I. STATEMENT OF FAITH

We believe that the Bible is the only divinely inspired Word of God, and is the absolute standard for a believer's behavior and is the only comprehensive truth, beneficial for teaching, reproof, correction, and for training in righteousness.

We believe that there is one God, who is eternally existent in three divine persons: the Father, the Son, and the Holy Spirit.

We believe that God, the Father, is the Creator of heaven and earth and the Designer of the eternal plan of salvation.

We believe that God, the Son, our Lord Jesus Christ, is the Father's only begotten Son. To complete the work of Salvation. He came into the world and became flesh, having been conceived by the Holy Spirit, born of a virgin (Mary), and represents the same essence and nature of the Father, and is uniquely God and Man. He preached Good News on Earth, healed the sick, raised the dead, cast out demons, and was crucified and died on a cross for the sin of the world. He took the punishment for sin upon Himself so that we may enjoy peace. By His wounds we are healed. On the third day He rose again from the dead and ascended into heaven and is seated at the right hand of God the Father, and will return to judge the world.

We believe that God, the Holy Spirit, equal in essence and nature with the Father and the Son, has been given to believers as an assurance of salvation and indwells every believer, empowering them to know, understand, and walk in truth and to experience a sanctified life of love and service to God, His people, and the world. The Holy Spirit also graciously grants the use of gifts to believers, as He wills, for the edification of the Church, the Body of Christ.

We believe that the Church is the Body of Christ, consisting of every born-again Christian, and is the chosen instrument of God in fulfilling the Great Commission on Earth.

We believe that Mankind is a fallen creation as a result of sin and remains in a degenerate state, devoid of a personal relationship with God and can only be restored and justified through faith in Jesus Christ, Mankind's only hope for the forgiveness of sin, sanctification, and eternal life.

We believe God wonderfully and immutably creates each person as male or female, and that these two distinct, complimentary genders together reflect the image and nature of God (Genesis 1:27).

We believe that marriage is instituted by God, the relationship of husband and wife reflecting the relationship between Christ and His Church. God created marriage to be exclusively the union of one man and one woman, and that physical intimacy and procreation are to occur exclusively within that union (Genesis 1:28, 2:24-25; Matthews 19:4-5).

We believe in the imminent, glorious return of Jesus Christ to the Earth when He will judge the world, through the resurrection of both believers and unbelievers, before the great white throne of God, with born-again believers being granted the blessing of everlasting life and unbelievers being condemned to everlasting separation from God and damnation of hell.

ARTICLE II. VISION, MISSION STATEMENT, and MINISTRY

Section 2.1 Vision.

“Then the angel showed me the river of the water of life, as clear as crystal, flowing from the throne of God and of the Lamb down the middle of the great street of the city. On each side of the river stood the tree of life, bearing twelve crops of fruit, yielding its fruit every month. And the leaves of the tree are for the healing of the nations. No longer will there be any curse. The throne of God and of the Lamb will be in the city, and His servants will serve Him. They will see His face, and His name will be on their foreheads. There will be no more night. They will not need the light of a lamp or the light of the sun, for the Lord God will give them light. And they will reign for ever and ever.” (Revelation 22:1-5; NIV)

Section 2.2. Mission Statement. We shall follow the vision as revealed in the Book of Revelation (Rev 22:1-5) to build the glorious Church of Jesus Christ through praise and worship, renewal of the Holy Spirit, cell-church, and globalization (evangelism and missions).

Section 2.3 Ministry Visions.

Praise & Worship:

- (1) To make this church a glorious dwelling place for God, filled with praise and worship
- (2) To train up leaders in worship ministry
- (3) To send out worship teams for training and worship ministry

Renewal of the Holy Spirit:

- (1) to equip believers with the teaching of the Word of God, to continue in the renewal of the Holy Spirit;
- (2) to provide an environment in which one may enjoy the presence of God, where believers can freely exercise their spiritual gifts, sustaining a supernatural environment to establish the church's five-fold ministry and
- (3) to engage in intercession, both individually and corporately, for revival of the Church

Cell Church:

- (1) to establish and encourage a holistic, caring ministry through loving relationships, developing a culture of honor in cell group and church life;
- (2) to create a training and resource center where believers can be trained and sent into ministry;
- (3) to exist as a dynamic cell church fit to serve as a model to others.

Globalization: (Evangelism and Missions)

- (1) to cooperate with other believers and ministries to impact the Greater Portland area for the Kingdom of God through community involvement and outreaches;
- (2) to support church planting and global missions endeavors;
- (3) to help build Christian churches in the Pacific Northwest region and throughout the world who share the cell church vision; and
- (4) to expand the Kingdom of God through strategic prayer, financial giving, and mission endeavors.

ARTICLE III. MATTERS RELATED TO MEMBERSHIP AND MEMBER REPRESENTATIVES

Section 3.1 Definition of Member(s). Membership determination by pastor. A Member is a person who

- (1) has experienced the saving knowledge of Jesus Christ, following our Lord in water baptism,
- (2) is of age 18 or older
- (3) agrees with and fully accepts the Bylaws of this Church
- (4) has consistently attended Bread of Life Christian Church in Portland for a period of three months or more
- (5) understands the principle of tithing
- (6) is willing to commit to a cell group
- (7) is willing to identify with Bread of Life in Portland as spiritual home
- (8) is willing to regularly attend services at Bread of Life in Portland.

Section 3.2 Revocation of Membership(s). Revocation of Membership, determination by EPT and BOD Membership shall be revoked if a person

- (1) continues, despite correction, in a behavior or lifestyle that brings reproach upon and/or harms the reputations of Jesus Christ and the members of His Church.
- (2) refuses to agree with and to adhere to the Bylaws of this organization
- (3) failure to attend Sunday services for six consecutive months will result in that member giving up their membership rights. Membership may be re-instated with a re-application to membership.

Section 3.3 Matters related to voting by the Members. Annually, the BOD shall announce and hold a members' meeting in December to vote on items as listed. Voting members shall have attended BOLIP continuously within the previous 3 months. Before the end of September of the same year, the EPT and BOD shall determine and disclose the list of voting members. If there is a dispute, the matter shall be brought to the attention of the EPT. All voting shall be conducted by a signed but secret ballot and shall be archived for two years by the Board of Directors. If necessary, BOD may hold members' meetings at other times of the year, but the meeting date shall be announced to the members at least 21 days in advance. Any member absent from the meeting gives up voting right for matters decided upon at that meeting.

- (1) Annual budgets and financial reports shall be passed by a simple majority;
- (2) from among the Nominees of Board of Directors, the candidate(s) with the highest vote total or the simple majority (greater than one-half) of the votes total shall be elected to the Board of Directors;
- (3) the amendments to the Bylaws shall be passed by a simple majority

3.4 Member Representatives

Member Representatives are the organization that makes decisions for some emergency and major events in the church convened by the Board of Directors. In addition to the Board of Directors and Executive Pastoral Team, it also includes the main leaders of various church departments, the leaders of various ministries in the pastoral department, as well as district leaders and cell group leaders to represent their respective departments, groups and regions. Each vote is based on the opinions and decisions of their respective members. All ballots are signed and collected by each Member Representative, but voting will be anonymous and will not be made public. If you are unable to attend the vote for some reason, you can vote in advance and send it to the Board of Directors by email for "Registration Record", otherwise it will be deemed as an abstention. The votes will be counted on the spot after voting. Ballots are archived by the Board of Directors for two years for future reference. If there are any unresolved disputes, the Board of Directors will request the senior pastor of the Mother church, River of Life Christian Church ("ROLCC"), for mediation to resolve the issue.

- (1) According to the recommendation of the Board of Directors, approve or reject the appointment of the senior pastor. Passed by more than four-fifths of the total votes cast. (Refer to the addendum: Pastoral Recruitment Process)
- (2) Approve or reject decisions and strategies in response to major emergencies in the church. Passed by more than two-thirds of the total number of votes cast.
- (3) Based on the recommendations of the Board of Directors and after consulting the senior pastor of the Mother Church, River of the Life Christian Church, approve or reject the dismissal of the senior pastor. Member Representatives participating in the voting will not include the senior pastor, his spouse and immediate family members. Passed by more than four-fifths of the total votes cast.

ARTICLE IV. THE EXECUTIVE PASTORAL TEAM

Section 4.1 Definition of the Executive Pastoral Team. The Executive Pastoral Team (hereinafter 'EPT') assists the Senior Pastor in making decisions regarding all ministry areas within the organization, and will consist of the Senior Pastor and members as appointed by the Senior Pastor. Senior Pastor shall chair the meetings unless he/she is unable to officiate at which time an interim Chair shall be elected by the members of the EPT. In addition, an invitation shall be extended to a non-voting designee of the Chairperson of the BOD to attend each meeting of the EPT. The EPT reports to the Board of Directors via the Senior Pastor. The EPT will conduct monthly meetings, and the minutes of each meeting will be given to the BOD for reference.

Section 4.2 Qualifications for EPT member

- (1) is a member of Bread of Life in Portland, having served in the church for more than one year.
- (2) is upright, of good reputation, and bearing good testimony both within the church, and in life
- (3) familiar with and abides by these bylaws

- (4) is able to attend EPT meetings
- (5) is not a BOD member, nor a spouse of a BOD member

Section 4.3 Appointment to EPT

- (1) At least three in number, appointed by the Senior Pastor
- (2) Names of appointed members shall be submitted to BOD before the end of June of each year, and after confirmation by BOD (majority vote carries), may assume said responsibilities.
- (3) If there is a dispute, it shall be resolved between the Senior Pastor and the BOD. Confirmation shall take place before the end of July. If an EPT member resigns, the Senior Pastor shall appoint a new member within one month. Within 45 days, confirmation of the appointment shall be completed.
- (4) EPT member positions are for a duration of 1 year, beginning in August, with the possibility of reinstatement after re-appointment by Senior Pastor and confirmation by BOD.

Section 4.4 Duties of the EPT. The EPT shall

- (1) discuss and confirm the direction and ministry goals of the organization ;
- (2) create an organizational structure to execute policies approved by the EPT in accordance with the various needs of the organization;
- (3) according to the church's needs, evaluate and propose the hiring of paid pastoral staff (Senior Pastor excepted), and request that the BOD evaluate and set the budget amount for the position; according to this budget recommendation by the BOD, form a hiring committee for the paid pastoral staff position(s) , and authorize the employment of such staff.
- (4) conduct annual evaluations of paid positions, including pastors (Senior Pastor excepted) and support staff.
- (5)with the BOD, take care of church emergencies and crisis situations.

ARTICLE V. THE MINISTRY STAFF.

Section 5.1 General Guidelines.

- (1) Prospective employees must accept and abide by the Bylaws of Bread of Life Christian Church in Portland.
- (2) Reverend pastors (牧師) and ministry staff pastors (傳道) must be ordained for employment. The employment of pastors and ministry staff shall be extended to prospective employees by the BOD only after interview and upon the approval of at least 3 members from the Search Committee appointed by the EPT. Ordination for Reverend pastors (牧師) is conducted by River of Life Christian Church after an examination process. Ministry staff pastors(傳道) are ordained by the local assembly. After ordination, ministry staff may be offered full-time or part time employment depending on the guidelines of the annual budget.
- (3) The employment of non-ministerial staff (including full and part-time employees) can be made by the EPT after an interview of the prospective employee(s) and in accordance with the guidelines of the annual budget.
- (4)Employments are for the duration of one-year. The EPT, for the purpose of renewal of contracts, shall conduct annual performance evaluations of all employees.

(5) Only upon the written consent of the EPT shall an employed staff member represent Bread of Life Christian Church in Portland in matters relating to public relations such as, but not limited to, official written or verbal statements and announcements, external fund-raising, recruitment, and joint ventures with other organizations.

Section 5.2 Dismissal of Employees.

An employee shall be dismissed from employment for the following reasons. EPT shall take up the matter of the dismissal (the member in question and the spouse of the member in question shall abstain from voting).

- (1) he/she refuses to accept and abide by the Bylaws of the organization, seriously violates the Bylaws, and/or breaches his/her duty;
- (2) he/she has become disreputable in the areas of religious belief and/or personal life,
- (3) he/she has committed serious immorality; or
- (4) he/she acts in a way that brings serious harm to the reputation of the organization.

Any disputes shall be resolved under the provisions of Article IX of these Bylaws.

BOLIP abides by the State of Oregon Employment Department law in relation to hiring and dismissal of employees.

ARTICLE VI. THE SENIOR PASTOR.

Section 6.1 Qualifications and Guideline for the Position of Senior Pastor.

(1) The position of Senior Pastor shall be filled by a person who has been ordained and has served in a full-time pastoral position for a minimum of seven years. Alternatively, a staff pastor can be promoted to the position of Senior Pastor after having served in the Church for a period of three years, with the exception being a pastor who receives unanimous approval of the Member Representatives, not including the Senior Pastor.

(2) The position of Senior Pastor shall be declared vacant and the person filling that position dismissed after Member Representatives approve and the Board of Directors has contacted and received consent from our Mother church River of Life Christian Church.

(3) In the event of a Senior Pastor vacancy, the BOD shall contact our Mother church River of Life Christian Church (ROLCC) in Santa Clara and the matter shall be settled by ROLCC.

(4) The Senior Pastor's job performance review shall be conducted yearly by the BOD, the result of which may be used for salary adjustment.

ARTICLE VII. BOARD OF DIRECTORS.

Section 7.1 Qualifications of Directors. A member of the Board of Directors is a person who

- (1) has been a member in good standing of Bread of Life Christian Church in Portland for a period of at least one year

(2) has lived a life above reproach and one of good reputation with those within and outside of the organization

(3) has served in the organization and is familiar with and abides by the Bylaws of the organization

(4) is able to attend the meetings of the Board of Directors.

Section 7.2 Organization.

(1) The number of Directors which shall constitute the Board of Directors may be set by the Directors at any annual or special meeting, but such number shall not be less than three persons nor more than seven persons. The number of Directors shall be an odd number.

(2) Each Director must consent to his or her election as a Director.

(3) No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office, except as provided in Section 7.10 (relating to resignation of Directors). Shall a director resign prior to the expiration of his/ her term of office, with three or more months left of the term, an election shall be held to fill that office.

(4) said term of office shall be for a two-year term and, if re-elected, can serve for two consecutive terms and shall continue until his or her successor shall have been elected and qualified.

(5) The members of the Board of Directors shall receive no monetary compensation and shall not be a member of the Executive Pastoral Team. The spouse of the Executive Pastoral Team shall be prohibited from being nominated as a member of the Board of Directors.

(6) Candidacy shall be determined by a Nominating Committee, the members of which are to be selected by the Board of Directors and the Executive Pastoral Team. A current Director shall Chair the Nominating Committee. Election shall be conducted at a meeting of the active members before the end of each December. The candidates receiving the highest number of votes shall be declared as elected.

(7) The Chair of the Board of Directors, Secretary, and Treasurer shall be elected to a one-year term and, if re-elected to that office, can serve two consecutive terms.

(8) A meeting of the Board of Directors must be held at least once per season. The regular meetings of the Board of Directors shall be scheduled and/or called by the Chair of the Board of Directors.

9. As necessary, special meetings of the Board of Directors may be scheduled and/or called by the Chair of the Board of Directors.

10. The Board of Directors shall invite the attendance of the Senior Pastor and may invite other co-workers or members of the organization pertinent to the business at hand to scheduled meetings. However, neither the Senior Pastor, nor the co-workers, nor the members shall have voting rights in the meeting.

Section 7.3 Quorum. A majority of the Directors at a meeting , in number must be greater than three, shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which a quorum is present shall be an act of the Board of

Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If, however, a quorum shall not be present at any meeting of Directors at the outset, those Directors that are present or represented and entitled to vote shall have the power to recess the meeting from time to time and set a new place, day, date and time of the meeting without further notice other than an announcement at the suspended meeting, until a quorum shall be present. At such reconvened meeting at which a quorum shall be present any business may be transacted that might have been transacted at the original meeting.

Section 7.4 Delivery of notices. A written or printed notice, stating the place, day, date, and time of the meeting shall be delivered at the direction of the Chair or the Corporate Secretary calling the meeting either

- (1) by mail of the United States Postal Service
- (2) by telecommunication methods, including fax and e-mail transmissions

Section 7.5 Decisions

Motions brought up for vote at meetings shall pass by 2/3 vote. Items not brought up for discussion at meetings may pass only by unanimous agreement.

Section 7.6 Absence at meetings

If a director will be absent from a meeting, he/she shall convey to the other directors by written notice, such as by fax or email, of such an absence.

Section 7.7 Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any Director. Any Director may resign at any time by giving a written notice, which may include fax and e-mail transmissions, to the Board of Directors of this Corporation. Any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board of Directors may reject any post-dated resignation by notice in writing, which may include fax and e-mail transmissions, to the resignor. If the resignation of a Director is tendered to take effect at a future time, a successor may be elected to take office upon the effective date of such vacancy.

The notice of the death, resignation, or removal of a member of the Board of Directors shall be presented by the Chair to the full Board of Directors. Upon the resignation, death, or removal of a member of the Board of Directors wherein the remaining amount of time of the term is more than three months, a successor shall be elected to finish the remaining term.

Section 7.8 Function and Oversight.

1. The Board of Directors shall review and determine annual departmental and organizational budgets and financial reports and manage assets of the organization.

2. The Board shall evaluate the performance, lifestyle and matters regarding the compensation package of the Senior Pastor and shall review and determine the compensation, adjustments, and employee benefits package.

3. The Board shall be the final authority in matters regarding the interpretation of the Bylaws of the organization.

4. The Board is recognized as the official representative of the organization regarding legal matters, and shall determine the proper response to matters of serious concern to the organization as recognized and submitted by the EPT and Board of Directors. The board, in cooperation with the EPT, commissions and oversees special committees which can be initiated by either body.

Section 7.9 Financial Responsibilities.

1. The Board of Directors shall evaluate the status of financial reports of the organization regarding decisions on employment and compensation in accordance with approved budget(s), and shall advise and counsel individual department heads regarding overdraft and/or shortfalls.

2. The Board of Directors shall determine the need for and execute contracts with professionally recognized independent accounting firms to examine the finances of the organization.

Section 7.10 Resignation and/or Dismissal. A member of the Board of Directors shall be removed or dismissed with the approval of the active members when

- (1) he/she refuses to accept and abide by the Bylaws of the organization, seriously violates the Bylaws and/or breaches his/her duty,
- (2) he/she has become disreputable in the areas of religious belief and/or personal life,
- (3) has committed serious immorality,
- (4) he/she acts in a way that brings serious harm to the reputation of the organization.

Section 7.11 Vacancies and Removal. A vacancy in any office (whereby the officer is employed) because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors in the same manner used for regular elections to such office, unless a majority of the Directors vote to abolish such office, if such office is not required by the Articles of Incorporation or by statute.

Any officer or agent, not required by the Articles of Incorporation or by statute, may be removed or any office abolished at any time by the affirmative vote of a majority of the Board of Directors, whenever in its judgment the best interests of this Church will be served thereby.

This Section shall not affect the contract rights of this Corporation or any officer or agent.

Election or appointment of an officer or agent shall not of itself create contractual rights.

ARTICLE VIII. OFFICES

Section 8.1 Registered office. A registered office shall be maintained by Bread of Life Christian Church in Portland (hereinafter 'this Church' or 'this Corporation') in the State of Oregon at such location as the Board of Directors from time to time shall designate. The registered office may, but need not be, the same as the principal place of business of this Corporation.

Section 8.2 Other offices. This Church may also have offices at such other places both within and without the State of Oregon as the Board of Directors may from time to time determine or the business of this Church may require.

ARTICLE IX. CONCILIATION AND ARBITRATION OF DISPUTES

Section 9.1 Conciliation and arbitration. Conciliation and arbitration are an essential condition of serving as a director or as an officer of this Church.

Section 9.2 Bible is the inspired Word of God. Directors and officers accept the Bible as the inspired Word of God. Further, said directors and officers believe that God would have disputes resolved with one another within the 'body of believers' and that directors and officers be reconciled in relationships in accordance with the principles stated in 1 Corinthians 6:1-8, Matthew 5:23-24, and Matthew 18:15-20.

Section 9.3 Resolution procedures. Accordingly, directors and officers shall be bound to resolve in private meetings any dispute or controversy that arises between them pursuant to Matthew 5:23-24 and Matthew 18:15-17. If, however, said dispute is not resolved privately, then the dispute or controversy will be settled by Biblically-based mediation and, if necessary, legally binding arbitration. The directors and officers of this Church agree that these methods shall be the sole remedy for any dispute or controversy between them and, to the full extent permitted by applicable law, expressly waive their right to file a lawsuit in any civil court against one another for such disputes.

ARTICLE X. DISSOLUTION OF THE ORGANIZATION

Section 10.1 Distribution of assets upon dissolution. Upon dissolution or final liquidation of this nonprofit Corporation, assets of this Church shall be distributed, upon authorization and by direction of the Board of Directors to an organization having purposes similar to Bread of Life Christian Church in Portland or to such other Christian organization which is exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. Any such assets not distributed by action of the Board of Directors shall be distributed by a court with jurisdiction over such matters, as said court shall determine, for the benefit of another qualified religious charity.

Section 10.2 Conformity to the Internal Revenue Code Regulation of the internal affairs of this nonprofit religious Corporation shall be in accordance with these Bylaws as may be adopted or amended from time to time by the Board of Directors in conformity with the laws of the State of Oregon and with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI. BYLAWS AND AMENDMENTS

Section 11.1 Amendment Procedure. The Board of Directors shall appoint a Bylaw Amendment Committee to study, review, and propose amendments to the Bylaws. After a proposed amendment is accepted and the language of the amendment is approved by the Board of Directors, the amendment must be approved by the active Members of the Church.

I, _____ (Name) the undersigned, being the Corporate Secretary of **Bread of Life Christian Church in Portland**, a nonprofit religious Corporation, do hereby certify the foregoing to be the Bylaws of said Corporation, as adopted by the Board of Directors and accepted by vote at the annual meeting of the church membership.

Corporate Secretary Signature

Date

Approved by: _____

Chairperson of the Board of Directors