

BY LAWS
OF
OGDEN VALLEY COMMUNITY CHURCH, INC.

ARTICLE I – OFFICES

The principal office of the non-profit corporation, Ogden Valley Community Church (hereinafter OVCC) in the State of Utah shall be located in the City of Huntsville, County of Weber. The non-profit corporation may have such other offices, either within or without the State of Utah as the Board of Elders may designate or as the business of the non-profit corporation may from time to time require.

ARTICLE II – CHURCH MEMBERSHIP

1. PURPOSE OF THE FELLOWSHIP.

The purpose of this fellowship shall be for the congregation of Christian believers, who have applied for membership and have been duly accepted, to constitute a spiritual body, united for the spiritual purposes set forth in Article II of these bylaws.

2. ELIGIBILITY.

Active membership in OVCC shall be open to all persons 16 years and older who confess Jesus Christ as their Savior and Lord and who have been baptized as believers. If, after meeting with the prospective applicant, the Board of Elders determines that the applicant does not confess Jesus Christ as Savior and Lord, or there is a lack of evidence of a godly lifestyle, membership shall be denied.

3. CORPORATE MEMBERSHIP.

OVCC shall have corporate members consisting of the Board of Elders who shall be considered the equivalent of a Board of Directors under the Utah Revised Non-Profit Corporation Act. No other members of the fellowship shall be voting members of the corporation.

4. VOTING PRIVILEGES.

A. Membership in this church shall not vest in any member any proprietary rights in OVCC but shall only entitle the member to vote at a meeting of the members on those matters that the Board of Elders submits to the church membership for affirmation. In such cases, voting privileges are restricted to members who are in good standing and who are not under any disciplinary action.

B. QUORUM.

At any meeting of members of the corporation present to vote for affirmation, the majority of the number of members represented in person will constitute a quorum at a meeting of members.

C. PROXIES.

At all meetings no elder or member may vote by proxy executed in writing or otherwise.

D. VOTING.

Membership in this church shall not vest in any member any proprietary rights in OVCC but shall only entitle the member to vote at a meeting of the members on those matters that the Board of Elders submits to the church membership for affirmation. In such cases, voting privileges are restricted to members who are in good standing and who are not under any disciplinary action.

5. APPLICATIONS FOR MEMBERSHIP.

All requests for membership shall be made to an Elder. The person shall submit a testimony, shall read and affirm the Statement of Faith. Two Elders shall meet with the applicant for the purpose of going over this material, answering any questions, and listening to the person's testimony.

6. MEMBERSHIP STATUS.

No certificates of membership in the non-profit corporation will be distributed to members or others. However, the name and address of each church member, and date of issue, will be entered on the membership transfer books of the non-profit corporation. All memberships surrendered to the non-profit corporation will be noted as canceled and no new certificate will be issued until the former membership certificate has been surrendered and canceled.

7. CHURCH DISCIPLINE.

The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Cor. 5:6), to edify believers by deterring sin (1 Tim. 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to a biblical standard of doctrine and conduct (Gal. 6:1). There shall be a discipline committee consisting of the Board of Elders. These men shall have authority in determining deviations from the Statement of Faith. Members of this church and all other professing Christians who regularly attend or fellowship with this church who willingly continue in sin without repentance and who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including separation, if necessary, for the purpose of restoration according to Matthew 18:15-18.

Before such dismissal:

A. Unrepentant sin shall be the duty of any member of this church who has knowledge of the individual's misconduct to warn or correct such individual in private, seeking his or her repentance and restoration;

B. If the erring individual does not heed this warning, then the warning member shall again go to the individual, seeking his or her repentance, accompanied by one or two others.

C. If the individual still refuses to heed this warning, then it shall be brought to the attention of the Board of Elders. If the Board of Elders determines after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and Titus 3:10, the individual has sinned or is continuing to sin, that he or she has been appropriately confronted, that he or she has refused to repent, then the Elders shall inform the church at a service in order that the church may call the individual to repentance.

D. If the individual does not repent in response to the church in a collective call to repentance, then he or she shall be publicly dismissed from the fellowship and/or membership of the church at a service. If the individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders, then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

8. REMOVAL FROM MEMBERSHIP.

A member of this church who shall willfully, without plausible reason or excuse, absent himself or herself from the services of this church for a period of one (1) year shall be removable at the discretion of the Board of Elders.

ARTICLE III -MEETINGS

1. ANNUAL MEETING.

The annual meeting of the members of OVCC will be held on the 10th day of January, in each year, or at another time specifically designated, beginning with the year 2010 at the hour 7:00 o'clock p.m., for the purpose of electing elders and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a weekend or legal holiday such meeting will be held on the next succeeding business day.

2. SPECIAL MEETINGS.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the elders, and shall be called by the president at the request of the members of not less than fifty per cent of the members entitled to vote at the meeting.

3. PLACE OF MEETING.

The directors may designate any place, either within or without the State of Utah unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors/elders. The place of meeting shall be at Ogden Valley Community Church, 7390 East 325 South, Huntsville, Utah, unless specified as another place.

4. NOTICE OF MEETING.

Written printed notice or electronic notice (including, e-mails) stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, is determined, notice will be delivered not less than three days before the date of the meeting, either personally, by mail, or by electronic communication (including e-mail), by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each officer/elder and/or member of record entitled to vote at such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail or when electronically sent (including e-mail verification), addressed to the person entitled to vote at his mailing address (including e-mail address) as it appears on the books of the corporation, with postage prepaid, as applicable.

5. ORDER OF BUSINESS.

The order of business at all meetings of the elders/members will be as follows:

1. Roll Call (excluding proxy statements).
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of elders.
7. Unfinished Business.
8. New Business.

6. INFORMAL ACTION BY DIRECTORS/ELDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the elders/members of OVCC, or any other action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by a majority of the elders/members entitled to vote with respect to the subject matter thereof.

ARTICLE IV – CORPORATE RECORDS AND REPORTS

1. RECORDS.

OVCC shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in Huntsville, Utah or as fixed by the Board of Elders from time to time.

2. INSPECTION OF BOOKS AND RECORDS.

Every Elder shall have the absolute right at any time to inspect all books, records, documents of every kind, and the physical properties of OVCC, and also of its subsidiary organizations, if any.

ARTICLE V - BOARD OF ELDERS

1. GENERAL POWERS.

The business and affairs of the non-profit corporation will be managed by its Board of Elders. The elders will in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of the State of Utah.

2. NUMBER, TENURE AND QUALIFICATIONS.

The number of elders of the non-profit corporation shall be at least three (3) as required by Utah law for nonprofit corporations.

All elders shall be males, who shall have been members of this church for a minimum of two years, who are called of God to the task of shepherding God's flock, who desire the office of elder, and whose lives meet the character qualities set forth in 1 Timothy 3:1-7, Titus 1:5-9, and 1 Peter 5:1-4.

3. RESPONSIBILITY OF DIRECTORS/ELDERS.

The elders shall have oversight of all persons, ministries, and functions of the church. The ultimate concern of all elders is to shepherd the flock of God among them (Acts 20:28, 1 Peter 5:2).

4. ENDORSEMENT OF DOCUMENTS AND CONTRACTS.

The Board of Elders, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any specified contract or to execute any instrument for an agreed upon specified purpose in the name of or on behalf of OVCC. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Elders, no officer, agent, or employee shall have any power or authority to bind OVCC by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or for any amount.

5. SELECTION OF ELDERS.

Those currently serving as elders will be responsible for appointing additional elders based on the qualifications of 1 Timothy 3:1-7, Titus 1:5-9, and 1 Peter 5:1-4. Names of those desiring the office of elder may be submitted by any member of the congregation for consideration by the current elders. The elders may only appoint new elders after thorough and prayerful examination. The

elders shall solicit input from the congregation by announcing or publishing the names of any men to be considered for elder for three weeks prior an Elder being called. The purpose is to give any in the congregation who may be aware of any Scriptural reasons why a prospective elder may not be qualified to bring it to the attention of the elders. Following the examination, all candidates for elder who are unanimously approved by the elders shall be submitted to the congregation (including members and non-members) at the annual business meeting and confirmed by a three fourths (3/4) majority of all votes cast. As many qualified men as are called of God and needed may serve. Elders shall serve as long as they meet the Scriptural qualifications and are willing to serve.

At any time any elders may move to an inactive status. As God leads, he may move to active status again, assuming that his life still meets the qualifications for elder, and subject to the unanimous approval of the other elders.

6. OPERATION OF ELDERS.

The elders shall operate as a plurality. Authority is not vested in any one man. Decisions shall be made by reaching an un-coerced unanimity. The objective in any decision is to find the mind of Christ. This is best accomplished by unanimous agreement following thorough, biblically based discussion and prayer. Christ's mind is not divided and the decisions of the elders should reflect that to the church body. When unanimity cannot be reached, the elders must wait upon the Lord until He reveals His will on the matter. The elders may on occasion request response or input from the congregation. This is not for the purpose of taking a vote, but only as a further means of seeking the mind of Christ

7. DISCIPLINE/REMOVAL OF ELDERS.

If any church elder or member has knowledge of a charge against an elder, the process for dealing with sin in another church member as described in the section on Church Discipline (under Church Membership) shall be followed. The exception to this is that in step "C", the accusation must be brought to the elders by two or three witnesses in accordance with 1 Timothy 5:19-21. The elder under accusation must absent himself from the vote on a matter of discipline or dismissal.

8. APPOINTMENT OF DEACONS.

To enable them to carry out their ministry more effectively, the elders may appoint deacons who meet the qualifications of 1 Timothy 3:8-13. They shall be males who have been members of this church for at least one year. The names of prospective deacons shall be announced or published for three weeks prior to vote to solicit input from the congregation. Following examination and unanimous approval by the elders, they shall be confirmed. They shall serve as long as they meet the qualifications and are willing to serve. Responsibilities will be assigned to deacons by the elders as needs arise.

9. REGULAR MEETINGS.

A regular meeting of the elders will be held without other notice than this by-law immediately after, and at the same place as, the annual meeting. The elders may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

10. SPECIAL MEETINGS.

Special meetings of the elders may be called by or at the request of the president or the senior pastor. The person or persons authorized to call special meetings of the directors/elders may fix the place for holding any special meeting of the directors/elders called by them.

11. NOTICE.

Notice of any special meeting will be given at least three days previously thereto by written notice or electronic communication (including e-mail) delivered personally, or by verified e-mail, or by verified fax, or mailed to each director at his business/home address. If mailed, such notice will be deemed delivered when deposited in the United States mail or as proven by verified e-mail or verified fax. The attendance of a director/elder at a meeting will constitute a waiver of notice of such meeting, except where a director/elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

12. CONFLICTS OF INTEREST.

Actions taken by an elder(s) that represent a conflict of interest may be voided, enjoined or set aside. A conflicting interest transaction may nonetheless be entered if the non-profit corporation meets the criteria of the Utah Revised Nonprofit Corporation Act. In addition, a conflicting interest transaction may be entered if it is consistent with the Article of Incorporation of OVCC or these by laws which commits OVCC to support another charitable entity or authorizes one or more elders to exercise discretion in making gifts or contributions to other charitable entities. This exception will apply in the case of contributions by supporting organizations (as defined under federal law) to charitable entities with common directors or officers.

13. COMPENSATION.

No compensation will be paid to elders, as such, for their services, but any reasonable costs incurred by such elder may be reimbursed to him, as determined necessary. Nothing herein contained will be construed to preclude any elder from serving the non-profit corporation in any other capacity as an employee and receiving compensation for such service. Employees of the non-profit corporation may be compensated for a reasonable salary and expenses as approved by a majority of the elders.

14. PRESUMPTION OF ASSENT.

An elder of the non-profit corporation who is present at a meeting of the elders at which time action on any corporate matter is taken will be presumed to have assented to the action taken unless his dissent will be entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the secretary of the non-profit corporation immediately after the adjournment of the meeting. Such right to dissent will not apply to an elder who voted in favor of such action.

15. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of one (1) or more elders. Each such committee shall serve at the direction of the board.

16. LIABILITY/INDEMNIFICATION OF OFFICERS AND ELDERS.

An officer or elder who assents to a distribution which is unlawful or in violation of the Articles of Incorporation is personally liable to the non-profit corporation for the excess amount of the distribution if it is established that the officer’s or elder’s duties were not performed in compliance with the Act’s general standards of conduct. An officer or elder of the non-profit corporation will be held liable for all criminal acts, willful misconduct, intentional infliction of harm on the corporation or its members, acts that constitute intentional or gross negligence, and for all other acts not authorized, or thereafter approved, by the vote of the remaining elders or members as the case may pertain.

Officers or elders of the non-profit corporation may be indemnified for their corporate acts in according with the Utah Revised Nonprofit Corporation Act. The non-profit corporation must indemnify an officer or elder for expenses incurred by the officer or elder in connection with a proceeding in which the officer or elder has been successful.

ARTICLE VI – PASTORAL STAFF

1. ELECTION AND TENURE OF OFFICE.

The pastoral staff usually consists of persons on salary selected by the Board of Elders. The selection is then affirmed by the members of the church at the Annual Meeting or at a specially called meeting, and such affirmation shall be at least three-fourths majority of all votes cast. A staff member shall remain in office for an indefinite period of time subject to the following reservations. The Board of Elders may dismiss any member of the pastoral staff upon giving him a one month written notice of such an intention. A pastoral staff member must give the Board of Elders at least a one month notice if he intends to resign. This minimum notice time period for resignation or dismissal may be less by mutual agreement.

2. QUALIFICATIONS.

The qualifications for a Pastoral staff member are identical to those for an elder, as described in Article V.

3. DUTIES.

The senior pastor is a de facto elder of the church and shall be responsible for the general oversight of the spiritual welfare of the church body. He is to be primarily engaged in equipping the church body for the work of the ministry through preaching, teaching, exhorting and modeling a godly life. He shall work in mutual accountability to the Board of Elders. The pastor shall arrange for and conduct all public and regular services of the church. In his absence, the Board of Elders shall be responsible for the same.

ARTICLE VII - OFFICERS

1. NUMBER.

The officers of the non-profit corporation will be a president, a vice-president, treasurer, and a secretary, each of whom will be elected by the elders. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the elders.

2. ELECTION AND TERM OF OFFICE.

The officers of the non-profit corporation to be elected by the elders will be elected annually at the first meeting of the elders. Each officer will hold office until his successor has been duly elected and has qualified or until his death or until he resigns or has been removed in the manner provided below.

3. REMOVAL.

Any officer or agent elected or appointed by the elders may be removed by the elders whenever in their judgment the best interests of the non-profit corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the elders for the un-expired portion of the term.

5. PRESIDENT.

The president will be the principal executive officer of the non-profit corporation and, subject to the control of the elders, will in general supervise and control all of the business and affairs of the non-profit corporation. He will, when present, preside at all meetings of the members and of the elders. He may sign, with the secretary or, any other proper officer of the non-profit corporation thereunto authorized by the elders, certificates for membership in the non-profit corporation, any deeds, mortgages, bonds, contracts, or other instruments which the elders have authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the elders or by these by-laws to some other officer or agent of the non-profit corporation, or shall be required by law to be otherwise signed or executed; and in general will perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. VICE-PRESIDENT.

In the absence of the president or in event of his death, inability or refusal to act, the vice-president will perform the duties of the president, and when so acting, will have all the powers of and be subject to all the restrictions upon the president. The vice-president will perform such other duties as from time to time may be assigned to him by the President or by the elders.

7. SECRETARY.

The secretary shall keep the minutes of the members' and of the elders' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records, and keep a register of the post office and e-mail addresses of every member which will be furnished to the secretary by each member, have general charge of the membership transfer books of the non-profit corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the elders.

8. TREASURER.

If required by the elders, the treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the elders determine. He will have charge and custody of and be responsible for all funds and securities of the non-profit corporation: receive and give receipts for moneys due and payable to the non-profit corporation from any source whatsoever, and deposit all donations and all moneys in the name of the non-profit corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors/elders.

9. SALARIES.

Officers will serve without salaries.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The elders may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the non-profit corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans will be contracted on behalf of the non-profit corporation and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the elders. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the non-profit corporation, will be signed by such officer(s) of the non-profit corporation and in such manner as, from time to time, will be determined by resolution of the elders.

4. DEPOSITS.

All funds of the non-profit corporation not otherwise utilized will be deposited from time to time to the credit of the non-profit corporation in such banks, trust companies or other depositories as the elders may select.

ARTICLE IX – RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS

1. RECEIPT OF FUNDS.

OVCC shall receive all monies or other properties transferred to it for the purposes for which OVCC was formed. However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of OVCC as shown by said Articles of Incorporation.

2. DISBURSEMENT OF FUNDS.

OVCC shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

3. DESIGNATED CONTRIBUTIONS.

From time to time the church, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. Contributors may suggest uses for their contributions but all suggestions shall be deemed advisory rather than mandatory in nature. All contributions made to specific funds or otherwise designated shall remain subject to the exclusive control and discretion of the elders. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of any of those corporate purposes outlined in the Articles of Incorporation filed with the State of Utah and pursuant to the regulations of the Internal Revenue Service.

ARTICLE X- FISCAL YEAR

The fiscal year of the corporation will begin on the 1st day of January and end on the 31st of December of each year.

ARTICLE XI - SEAL

The elders will not need to provide a corporate seal.

ARTICLE XII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director/elder or member the non-profit corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, a waiver in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE XIII- AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the majority of current Board of Elders, at any annual meeting or at any special meeting when the proposed amendment has been set out in the notice of such meeting.

DATED THIS ____ DAY OF MAY 2009.

THOMAS GOMPERT
President

RAMESH KRISHNAN
Vice President

PETER GOMPERT
Secretary

WILLIAM CARNAHAN
Treasurer