

**BY-LAWS
Of
LifeMor
A California Nonprofit Religious Corporation**

pg. 1 of 10

**ARTICLE I
Name and Principal Office**

The name of the Corporation is LifeMor. It will be referred to as LifeMor or the Organization throughout these articles. LifeMor maintains its principle office at 44732 Gabrielle Lane, Temecula, CA 92592. The Directors of LifeMor shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary in these By-laws opposite this section, or this section may be amended to state the new location.

**ARTICLE II
Purpose**

The purpose of the LifeMor is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

1. **EVANGELISM** – “To share the good news of Jesus Christ with as many people as possible in our community and throughout the world.” (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9)
2. **EDUCATION** – “To help those we serve develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching.” (Ephesians 4:11-13, Matthew 18:20, 2 Timothy 2:2)
3. **WORSHIP** – “To participate in public worship services and to maintain personal daily devotions.” (John 4:24)
4. **MINISTRY & SERVICE** – “To serve unselfishly, in Jesus’ name, meeting the physical, emotional, and spiritual needs of those in our community and in the world.” (1 Peter 4:10-11), Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)
5. **FELLOWSHIP** – “To encourage, support and pray for each other as members of the family of God. To share our lives together (1 John 1:7), Acts 2:44-47, Hebrews 10:23-25, Romans 15:5,7, John 13:34-35)

LifeMor seeks to benefit the people of New Mexico by providing opportunities for Christ-centered spiritual, physical, intellectual, social and cultural development. (Luke 2:52)

ARTICLE III **Statement of Faith**

We affirm the Holy Bible as the inspired Word of God and as the only basis for our beliefs. The LifeMor Board of Directors recognize the Bible as the final authority for all faith and practice. It is the document from which we make all decisions regarding the work of this ministry.

ARTICLE IV **Affiliation**

LifeMor is autonomous and maintains the right to govern its own, independent of any control of other organizations. Recognizing, however, the benefits of cooperation with other ministries, LifeMor elects to associate with Exodus International. Should the organization be dissolved, all assets will be assigned to Exodus International of North America.

ARTICLE V **Board of Directors**

SECTION I: General

Participation on the Board of Directors shall consist of all persons elected to the Board by the Board of Directors themselves.

SECTION II. Qualifications of Board Members

1. A personal commitment to faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Involvement in a local church, as evidence of commitment to Christ.
4. A commitment to abide by the Director's covenant (see LifeMor Covenant attached to this document).

SECTION III. Designation of Board Members

In an effort to properly reflect the current Board member's standing, the Board will hold an annual business meeting for the purpose of clarifying the ministry of LifeMor, conducting the business of the organization, and confirming its Board of Directors and Officers.

SECTION V: Voting Rights of Board Members.

Board members must be at least 18 years of age and shall have the right to one vote on the following matters: the annual budget of the organization, the election of the Directors and Officers, the disposition of all or substantially all of the assets of the organization, the merger or dissolution of the organization, the acquisition of real property and related indebtedness, amendments to the Articles of Incorporation or By-laws of the organization, and the removing of Board members and Officers. Voting by proxy is prohibited. All votes must pass with a 2/3 majority.

SECTION VI: Termination of Directors.

Directors shall be removed from the organization for the following reasons:

1. Death
2. Dismissal by the Board with 2/3 vote due to the following conditions:
 - a. The Director's life or conduct is not in accordance with the LifeMor covenant and hinders the ministry influence of the Organization in the community.
 - b. Procedures for the dismissal of a Director shall be according to Matthew 18:15-17

ARTICLE VI
Director's Meetings

SECTION I: Place.

Meetings of the Directors shall be held at a building on the organization property or at such other place or places within or outside California as may be designated from time to time by the Board of Directors.

SECTION II: General Meetings.

A general meeting of the Directors shall be held in December of each year or at such time as determined by the Directors. This general meeting shall be the annual business meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Directors. Subject to Section IV of this Article, any other proper business may be conducted at this meeting.

SECTION III: Special Meetings.

Special meetings may be called at any time by 2/3 of the Directors for any purpose by giving notice to the Directors in accordance with Section IV of this Article.

SECTION IV: Notice Requirements for Board of Directors Meetings.

1. General Requirements. Before Board Members are requested or permitted to take any action at a meeting, notice shall be given to all Board Members no less than two (2) weeks prior to a meeting. Notification of meetings shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a membership meeting:
 - a. distribution of written materials.
 - b. announcement of the meeting on the LifeMor.com website; or
 - c. delivery by United States mail to each Board member

2. Notice of Certain Agenda Items. Action by the members on any of the following proposals, other than by unanimous approval by those Board members present and entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:
 - a. removing the Directors;
 - b. amending the Articles of Incorporation;
 - c. adopting, amending or repealing By-laws;
 - d. disposing of all or substantially all of the organization assets;
 - e. adopting or amending a merger agreement;
 - f. approving the election to dissolve the Organization;
 - g. approving the acquisition of real property and related indebtedness.

SECTION V: Quorum. Those Board members present and voting at a meeting duly noticed and called with a two week notice, shall constitute a quorum of the membership for the transaction of business.

ARTICLE VII
Directors

SECTION I: Definition. The Directors shall act as the Trustees of the Organization.

SECTION II: Number and Term.

The Directors shall, from time to time, designate the authorized number of Directors of the Organization. The number of Directors shall be no less than 3 and no more than 7. The Directors shall be elected to serve until the next annual meeting. The Directors may only be removed by two-thirds (2/3) vote of the Board of Directors.

SECTION III: Powers.

The Directors shall have the following powers and duties:

1. to provide financial counsel.
2. to determine the compensation of the employees of the Organization.
3. to sign legal documents and conduct other such duties and activities.

ARTICLE VIII
Officers

SECTION I: Officers

The Officers of the Organization shall be a President, Executive Director, and a Secretary/Chief Financial Officer. The Chief Financial Officer may serve as both the Secretary and the Treasurer of the organization and shall act as Moderator in the absence of the President and Executive Director. The President may serve concurrently as the Chief Financial Officer and Secretary of the Organization.

SECTION II: Election of Officers

The Officers shall be elected by two-thirds(2/3) vote of the Directors at a membership meeting. Directors may also serve as Officers of the Organization.

SECTION III: Removal of Officers

The Officers may be removed, with or without cause, by two-thirds (2/3) vote of the Board of Directors.

SECTION IV: Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these By-laws for regular appointments to that office. Such vacancies shall be filled as they occur.

A vacancy of any of the Officers because of death, resignation, removal, disqualification or any other cause shall be filled in the following manner: The Board of Directors shall elect an individual to serve on the Board of Directors.

ARTICLE IX
Indemnification of Directors, Officers, Employees
And other Agents

SECTION I: Definitions.

For the purpose of this Article,

1. Agent. "Agent" means any person who is an Officer, Director, employee or other agent of the organization, who is or who was serving at the request of the Board of Directors as an Officer, Director, employee or agent the organization.

2. Proceeding. “Proceeding” means any threatened, pending or completed action, whether civil, criminal, administrative or investigative; and
3. Expenses. “Expenses” include, without limitation, all attorneys’ fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION II: Successful Defense by Agent

To the extent that an agent of the organization has been successful on the merits in the defense of any proceeding referred to in this Article IX or the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections III through V of this Article shall determine whether the agent is entitled to indemnification.

SECTION III: Actions Brought by Persons Other than the Organization.

Subject to the required findings to be made pursuant to Section V below, the Organization shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an agent of the Organization, for all expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with the proceeding.

SECTION IV: Action Brought by or on Behalf of the Organization.

1. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Organization, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
2. Threatened, Pending or Completed Actions Against Agent.

The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the Organization, to procure a judgment in its favor, by reason of the fact that the person is or was an agent of the Organization, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:

- a. The determination of good faith conduct required by Section V below, must be made in the manner provided for in that section; and

- b. Where the agent has actually been adjudged liable to the Organization in the performance of such person's duty to the Organization, unless and only, to the extent that the court in which such proceeding is or was pending, shall upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION V: Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Sections III and IV of the Article is conditioned on the following:

1. Required Standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Organization, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Organization or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
2. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Section V above shall be made by:
 - a. The Board of Directors by a majority vote of a quorum consisting of members who are not parties to the proceeding; or
 - b. Approval of the Board members, with the persons to be indemnified not being entitled to vote thereon; or
 - c. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Organization or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the Organization.

SECTION VI: Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections II or V, in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the By-laws, a resolution of the Board members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION VII: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Organization before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION VIII: Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Organization against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE X
Records and Reports

The Organization shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records); and
2. Written minutes of the proceedings of its membership meetings; and
3. Contribution statements for contributors.

All such records shall be kept at the Organization's principal office.

ARTICLE XI
Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these By-laws.

ARTICLE XII
Amendments to the By-laws

Subject to California religious non-profit laws, these By-laws or any provision of them may be altered, amended or repealed, and new By-laws may be adopted by vote of two-thirds of the Board Members present at any special or regular membership meeting at which a quorum is present.

LifeMor Covenant

WE COVENANT TOGETHER TO:

- **Walk in LOVE:** *“Therefore be followers of God as dear children. And walk in love, as Christ also has loved us and given Himself for us.” Ephesians 5:1-2*
 - ...by loving others as Christ has loved us;
 - ...by forgiving others as Christ has forgiven us;
 - ...by praying consistently for others in Christ;
- **Walk in the LIGHT:** *“For you were once darkness, now you are light in the Lord. Walk as children of light.” Ephesians 5:8*
 - ...by living for the glory of Christ Jesus;
 - ...by living under the power of the Holy Spirit;
 - ...by living as a testimony of God’s love in Christ;
 - ...by being faithful in worship, Bible study, and ministry.
- **Walk CAREFULLY:** *“See that you walk circumspectly, not as fools but as wise, redeeming the time, because the days are evil.” Ephesians 5:15-16*
 - ...by discovering my spiritual gifts and ministry;
 - ...by being equipped and trained by spiritual leaders;
 - ...by developing a servant’s heart.
- **Maintain SEXUAL PURITY**
 - HUMAN SEXUALITY**

We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance. (Genesis 2:24; 19:5; 13; 26:8-9; Leviticus 18:1-30; Romans 1:26-29; I Corinthians 5:1; 6:9; I Thessalonians 4:1-8; Hebrews 13:4).

We believe that the only legitimate marriage is the joining of one man and one woman. (Genesis 2:24; Romans 7:2; I Corinthians 7:10; Ephesians 5:22-23).

These by-laws are adopted by majority vote on 01-01-2018.



Robert G. Gates
President/Agent/Secretary