ARTICLE I  AUTHORITY

Section 1. The name of the Corporation is The Master’s College and Seminary, formerly known as Los Angeles Baptist College. It was founded in 1927, and incorporated on May 25, 1927 under the laws of the State of California as The Los Angeles Baptist Theological Seminary. Business is conducted as The Master’s College and The Master’s Seminary.

Section 2. The mission of The Master’s College is to empower students for a life of enduring commitment to Christ, biblical fidelity, moral integrity, intellectual growth, and lasting contribution to the Kingdom of God worldwide.

The mission of The Master’s Seminary is to advance the kingdom of the Lord Jesus Christ by equipping men to be pastors and/or trainers of pastors for excellence in service to Christ in strategic fields of Christian ministry.

Students are provided a thorough educational program and environment, which emphasize unreserved commitment to the worship of God, submission to the authority of the Scriptures, a life of personal holiness, the priority of the local church, and the mission of penetrating the world with the Truth.

Section 3. The Master’s College and Seminary is a ministry approved by the Board of Elders of Grace Community Church, Sun Valley, California, with a line of spiritual authority established and maintained by a representative on The Master’s College Board of Directors.

ARTICLE II  OFFICES

Section 1. The Corporation’s principal office shall be fixed and located at such a place as the Board of Directors (hereinafter called the “Board”) shall determine. The Board is granted full power and authority to change said principal office from one location to another.


Section 2. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III

MEMBERSHIP

Members of the Corporation. The members of the Corporation shall be designated hereafter as Directors. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Directors.

ARTICLE IV

DOCTRINAL STATEMENT (separate document previously adopted).

ARTICLE V

NON-DISCRIMINATION POLICY

In operating and conducting the activities of The Master’s College and Seminary, it is the policy of the institution to admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded and made available to students at the institution; and in so doing, the institution does not discriminate on the basis of race, color, national and ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE VI

DIRECTORS

Section 1 – Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation are managed and all corporate powers are exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the powers enumerated in these Bylaws:

- To select and remove all the other officers of the Corporation; prescribe powers and duties for them consistent with the law, the Articles, or these Bylaws; and fix their compensation.

- To conduct, manage, and control the affairs and activities of the Corporation and make rules and regulations consistent with the law, the Articles, or these Bylaws, as they deem best.

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• To adopt, make, and use a Corporate seal and to alter the form of such seal from time to time as they may deem best.

• To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities thereof.

Section 2 – Number of Directors. The authorized number of directors shall be not less than ten nor more than thirty until changed by amendment of the Articles.

Section 3 – Term. Directors shall be elected by two-thirds vote of the Board of Directors for a term of three years, to be arranged so that as nearly as may be, the terms of one-third of the members of the Board shall expire each year. The election of new Directors shall be held at the annual meeting of the Directors, or any adjourned sessions thereof, at which time determination may also be made by two-thirds of the Board of Directors as to the advisability of electing any Director or Directors for a term of less than three years. Provision for election to a term of less than three years shall in no instance be made other than for the purpose of properly limiting the number of expiring terms to one-third in any given year during the succeeding three-year period. Directors may be reappointed at the end of each term.

Section 4 – Qualifications. The Directors shall be elected from eligible persons by the Board of Directors of the Corporation and must be men who give evidence of conversion and consecration to Jesus Christ; meet the scriptural qualifications of an elder; are active members of a Bible-believing church; hold doctrinal views of Christian truth that are in accord with the Doctrinal Statement of the Corporation as set forth in Article IV of these bylaws; and are willing to sign such doctrinal statement annually.

Section 5 – Vacancies. Subject to the provisions of Section 5226 of the California Non-profit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies on the Board may be filled in the same manner as the Director(s) whose office is vacant was selected, provided that vacancies filled by election by Directors are filled by a two-thirds majority of the remaining Directors at any meeting of the Board of Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director.

A vacancy or vacancies on the Board shall be deemed to exist in case of death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

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The Board may declare vacant the office of a Director who has been declared of unsound mind by the final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Non-Profit Public Benefit Corporation Law.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director’s term of office.

Section 6 – Place of Meeting. Meetings of the Board shall be held any place within or without the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 7 – Annual Meeting. The Board shall hold an annual meeting for the purpose of organization, selection of Directors and officers, and transaction of other business. This annual meeting shall normally be held during the month of September or October at a time fixed by the Chairman of the Board of Directors.

Section 8 – Regular Meetings. In addition to the annual meeting, at least two other regular meetings shall be held normally in January or February, and in May, and at such times as are determined by the Chairman of the Board of Directors. Written notice of every meeting of the Board shall be sent by the Chairman to Board members no less than ten (10) days before such meetings. The agenda, data, or material to be discussed, shall be sent in advance whenever possible.

Section 9 – Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, or through the Chairman of the Board by any three (3) Directors, or by the President and two (2) Directors.

Special meetings of the Board shall be held upon ten (10) days’ notice by first class mail or 48 hours’ notice given personally by telephone, email, or other means of communication. The agenda for the meeting shall be included in the notice.

Section 10 - Quorum. A majority of the elected number of Directors shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 13 of this Article VI.

Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum is present, shall be regarded as an act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present, may continue to transact business withstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

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Section 11 – Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 12 – Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, lack of notice to such Director. All such waivers, consents, and approvals shall be filed with corporate records or made a part of the minutes of the meeting.

Section 13 – Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors’ meeting to another time and place. Notice of the time and place for holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 14 – Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if two-thirds of the members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a vote of the Board in session and shall be filed with the minutes of the proceedings of the Board.

Section 15 – Committees. The Chairman of the Board may appoint one or more committees, each consisting of two or more Directors. Ad hoc committees may be appointed by the Chairman of the Board in consultation with the President of the college. The term of such ad hoc committees shall be no longer than one year.

Executive Committee (which functions as the nominating committee). The Chairman of the Board shall serve as the Chairman of the Committee.

This committee shall function on behalf of the Board of Directors at such times as the Board is not in session. The Executive Committee shall consist of the officers of the Board of Directors, and the President. The Executive Vice Presidents of the college and seminary shall convene with the Executive Committee at the pleasure of the Chairman. Additional members may be designated by the Chairman as long as the total number does not exceed twelve (12).

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Special meetings may be called by the Chairman of the Board or by any three members through the Chairman of the Board. Conference telephone meetings are permissible in emergencies, but any action taken must be ratified at the next stated meeting of the Board.

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The Executive Committee shall:
   1. Conduct Director business between regular Board meetings if necessary.
   2. Act in emergency situations.
   3. Present nominations for election to the Board and the nominees for officers of the Board.
   4. Annually review salaries of Executive Staff members.

Minutes of the meetings of the Executive Committee shall be taken and shall be reported at the Directors’ meeting following the Executive Committee meeting.

Recommendation of honorary degrees and/or awards conferred in the name of The Master’s College or The Master’s Seminary shall be accomplished in advance by the Nominating Committee (Executive Committee) upon recommendation of the President and in accordance with procedures set by the President’s office.

Suggested nominations for new Directors shall come from Executive Committee to the Board of Directors. It shall be the responsibility of this committee to correspond with prospective nominees as to their interest in the institution, willingness to serve, commitment to accept responsibility, and agreement with the Doctrinal Statement. If necessary, the committee shall conduct a personal interview with the prospective nominee. As the committee is satisfied, and vacancies occur on the Board, they shall recommend the name to the Board for nomination and election.

The Executive Committee shall also personally interview all Directors whose terms expire and review their interest and willingness to serve, along with their agreement with the Doctrinal Statement. Upon satisfactory interview, the committee shall recommend the Director for re-election to the Board of Directors.

The Executive Committee shall annually obtain from all Directors the signed Doctrinal Statement.

Directors who display a lack of interest in involvement, commitment to institution standards, or attendance will be reviewed by this committee.

The Finance Committee is comprised by Directors appointed by the Board and is chaired by the Chairman of the Board or a Director appointed by the Chairman. The duties of the Finance Committee are as follows:
   1. Review all financial documents, reports, audits, etc.
   2. Recommend to the Board that financial reports be approved.
   3. Determine desired tuition rates and recommend them to the Board for approval.
   4. Review investment account reviews and make recommendations for changes to the Board.
ARTICLE VII  OFFICERS OF THE BOARD OF DIRECTORS

Section 1 – Positions. The Corporation shall, at the discretion of the Board, elect a Chairman of the Board, a Vice Chairman, a Secretary, and a Treasurer.

Section 2. Appointment. The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board. They shall hold their respective offices for one (1) year or until their successors are elected. Officers may be eligible for reappointment.

Section 3 – Removal and Resignation. Any officer may be removed by a ballot vote of a majority of the whole number of Directors whenever the best interests of the institution will be served thereby.

Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date of receipt of such notice or at any time later specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4 – Vacancies. Vacancies in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5 – Chairman and Vice Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall perform the duties usually attached to that office and those duties assigned to him by the Board of Directors. He shall be Chairman of the Executive Committee. He shall be an ex-officio member of all standing committees. He shall appoint all committees of the Board of Directors annually with concurrence of the President of the College. In the absence of the Chairman, the Vice Chairman shall preside at meetings and perform such activities and duties incident to the office of the Chairman. In the event of a tie vote, the Chair shall have the deciding vote.

Section 6 – Treasurer. The Treasurer of the Board of Directors shall monitor the function and responsibility of the Chief Financial Officer of the institution through the Executive Vice President of the College.

Section 7 – Secretary. The secretary of the Board of Directors shall be responsible for the record of all votes of the Board of Directors, shall keep a record of all Board of Directors and Executive Committee meetings, and shall give due notice of all meetings. He shall communicate actions of the Board of Directors to all proper persons. The Secretary shall ensure that these Bylaws are adhered to by all members of the Board of Directors in their functions and actions.

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The Secretary shall keep or cause to be kept, at the principal office in the State of California, the original or copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall keep or cause to be kept the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VIII ADMINISTRATORS OF THE COLLEGE AND SEMINARY

Every administrator of this College and Seminary shall be a consecrated Christian, who is a member of a Bible-believing church, the leadership of which is in agreement with the Doctrinal Statement, included herein. Each administrator serves at the pleasure of the President. He shall annually subscribe to the Doctrinal Statement as contained in Article IV, or being unable to do so, shall resign.

Section 1 – President. The Board of Directors shall elect a President of the College and Seminary. Such election must be by three-fourths (3/4) majority of the whole Board. The Board reserves the right to terminate such appointment at a duly called meeting and upon a three-fourths (3/4) vote of the whole number of the Board of Directors. The President of the institution must meet all the qualifications of a member of the Board.

The President is the general manager and chief executive officer of the institution and has, subject to the control of the Board, general supervision, direction, and control of the business and administration of the institution. The President has the general powers and duties of management usually vested in the office of president and general manager of a Corporation and such other powers and duties as may be prescribed by the Board.

He shall be a member of the Board of Directors and an ex-officio member of all committees of the Board.

Section 2 – Chancellor. The Board of Directors may appoint a Chancellor who shall have such powers and perform such duties as may be prescribed by the Board of Directors.

Section 3 – Executive Vice Presidents. Upon recommendation of the President, the Board of Directors shall appoint an Executive Vice President of the college and an Executive Vice President of the seminary. They shall be the chief operating officers, having the direct responsibility for the proper functioning of the operations of the College and Seminary and shall have such powers and perform such other duties as may be prescribed by the President. The Executive Vice Presidents shall assume the responsibilities of the President in the President’s absence, illness, or at his direction.

Section 4. Vice President for Academic Affairs. Upon recommendation of the President, the Board of Directors shall appoint a Vice President for Academic Affairs who shall be the chief academic administrator, having the direct responsibility for the proper functioning, development, and expanding of the academic programs of the college.

Last Revised October 25, 2015
Section 5. Vice President of Finances (CFO). Upon recommendation of the President, the Board of Directors shall appoint a Vice-President of Finances (CFO) who shall be responsible for the direction and administration of the financial affairs of the college and related areas. The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the college. He shall be responsible to service, maintain and protect the existing physical plant as well as direct new construction, improvements and expansion projects.

The CFO shall deposit all monies and other valuables in the names and to the credit of the corporation with such depositories as may be designated by the Board. The CFO may disburse the funds of the corporation as may be ordered by the Board, shall render to the President, the Executive Vice Presidents, and to the Directors an account of all transactions and of the financial condition of the corporation.

Section 6. Upon the recommendation of the President, the Board of Directors may appoint such other Vice President level administrative officers with appropriate titles as deemed necessary.

ARTICLE IX STATEMENT ON LIFE, MARRIAGE, AND SEXUALITY

We teach that God as Creator established life (Gen 1:1, 26-28), marriage (Gen 2:22-23; Matt 19:4-6), and the moral implications therein (Gen 2:24; Lev 18:1-30; Matt 5:28; 1 Thess 4:1-8). We teach this is exclusively, authoritatively, and sufficiently expressed in Scripture and that such definitions are universal truths which define reality and do not change (Ps 19:8-15; 2 Tim 3:16-17) John 17:17, Prov 8:22-36).

We teach that humans bear the image of God (Gen 1:26-27; 9:6; James 3:9) and are such persons at conception (Ps 139:13, 15; cf. Job 3:3) as directly recognized by God (Ps 22:10; Isa 49:1; Jer 1:5; Luke 1:41-44; Rom 9:10-11; Gal 1:15). God does not differentiate between murder in or outside the womb (Exod 21:12; 22-24). Therefore, any form of abortion is murder, a defiant act against the God of life (John 5:26) and against children whom He cares about (Matt 18:10) and gives as blessings (Ps 127:3). We teach that those created in the image of God must be treated with dignity (Gen 9:6; Luke 13:15-16; James 3:9) and that this must extend to these persons in the womb.

We teach that marriage was given by God as part of His common grace, and that it has no meaning other than as He has provided (Gen. 2:18–24). We teach that marriage is subject to the curse of the Fall, but this curse does not change the definition of marriage established at creation (Matt. 19:1-9). We teach that 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 in scripture (Gen. 2:23–24). Believers, living in obedience to the Scripture and under the control of the Holy Spirit, can begin to experience peaceful, productive, and fulfilled marriage as intended by God (Gen. 3:16; 1 Peter 3:7).

We teach that the marriages of believers are to illustrate the loving relationship of Christ and His church, with the husband loving his wife as Christ loves the church and the wife responding to her husband’s loving leadership as the church responds to Christ (Eph. 5:18–33).

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We teach that as believers’ marriages are to illustrate Christ’s relationship with His church, believers should choose to marry those who share their faith and regenerate life (2 Cor. 6:14). We teach that marriage is always a public, formal, and officially recognized covenant between a man and a woman. We teach that without such a covenant, which may include a “common law marriage,” where valid in specific cases under pertinent law, prolonged conjugal cohabitation does not establish, and is not equivalent to, marriage (John 4:18). Biblically, such a relationship is fornication (1 Cor. 6:9) requiring repentance of such behavior. We teach that where no such covenant exists, or can be discerned, between a cohabiting couple prior to coming to faith in Christ, family units should be preserved to the extent possible and, if otherwise appropriate, solemnization encouraged. We teach that where a valid marriage has been established prior to coming to faith in Christ, the couple should remain married (1 Cor. 7:24).

We teach that God hates divorce, permitting it only where there has been unrepentant sexual sin (Mal. 2:14–16; Matt. 5:32, 19:9) or desertion by an unbeliever (1 Cor. 7:12–15). We teach that remarriage is permitted to a faithful partner, but only when the divorce was on biblical grounds.

We teach that God intends sexual intimacy to occur only between a man and a woman who are married to each other. We teach that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman (Heb. 13:4).

We teach that any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pedophilia, pornography, in desire or behavior (Matt. 5:28) is sinful and offensive to God. In addition, any attempt to change one’s sex or disagreement with one’s biological sex is sinful and offensive to God who ordained the sexes of male and female at creation (Gen 1:26-28) and one’s particular sex at conception (Lev. 18:1–30; Deut. 22:5; Matt. 5:8; Rom. 1:26–29; 1 Cor. 5:1, 6:9; 1 Thess. 4:1–8).

We teach that homosexuality, in particular, is subject to God’s wrath of abandonment, is a matter of choice and not inherited status, and epitomizes man’s ungrateful rebellion against God (Rom. 1:18–28).

We teach that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture or the doctrines of the church. We teach that the faithful proclamation of the Scripture, including the call to repentance, does not constitute hate speech, or hateful and harassing behavior, but is instead a fundamental part of the church’s loving mission to the world (Matt. 28:16–20; 2 Cor. 5:11–20; 1 Tim. 1:5; 2 Tim. 4:1–2).

We teach that God offers redemption and forgiveness to all who confess and forsake their sin, including sexual sin, seeking His mercy and forgiveness through Jesus Christ. We teach that His forgiveness is total and complete (Ps. 103:11–12, 130:3–4; Is. 43:25, 44:22; John 5:24; Col. 2:13–14) and that God imputes the full righteousness of Christ (2 Cor. 5:21) to the believing sinner. We teach that the forgiven sinner has been cleansed from the guilt of sin, set apart unto God, or made holy, and justified before Him (1 Cor. 6:9–11). We teach that any man or woman who has received that forgiveness is “in Christ” and is a “new creation” (2 Cor. 5:17), able to persevere in and pursue a way of life that pleases the Lord by the power of the Spirit (Rom. 8:10-15; 2 Cor. 3:16; Phil. 2:13).

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ARTICLE X  OTHER PROVISIONS

Section 1 – Endorsement of Documents and Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chairman of the Board, the President, the Vice Chairman, the Secretary or Treasurer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board. Unless so authorized by the Board, no officer, agent or employee shall have the authority to establish any contract or to pledge its credit or to render the Corporation liable for any purpose or amount.

Section 2 – Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3 – Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Public Non-profit Corporation Law and in the California Non-profit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4 – Dissolution. The final dissolution of the College property is subject to the approval of the majority members of the Board of Directors. The final disposition of the students’ permanent record cards will be assigned to an institution which, at the time of said dissolution in the opinion of the majority of the Directors, most closely aligns with the doctrine, purpose, and philosophy of The Master’s College and Seminary.

ARTICLE XI  CONFLICT OF INTERESTS

A Director shall be considered to have a conflict of interest if:

Section 1. Such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such member’s independent, unbiased judgment in the discharge of his or her responsibilities to the institution.

Section 2. Such Director is aware that a member of his family has existing or potential financial or other interests which impair or might reasonably appear to impair such member’s independent, unbiased judgment in the discharge of his or her responsibility to the institution. For purposes of this paragraph, family shall include spouse, parents, siblings, children or other relatives if the latter resides in the same household of his family.

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Section 3. Such Director or his family member as described is an officer, director, employee, member, partner, trustee or stockholder in an organization having a business relationship or potential relationship with the institution.

When a Director has a conflict of interest, he shall be expected to withdraw from participation in the proceeding and abstain from voting on that particular issue.

ARTICLE XII  INDEMNIFICATION

A Director shall perform the duties of a Director in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 1 – Definitions. For the purpose of this Article XII, “agent” means any person who is or was a director, officer, employee, or other agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise; or was a director, officer, employee, or agent of a foreign or domestic Corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation.

“Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or 5 of this Article XII.

Section 2 – Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Non-profit Public Benefit Corporation Law, or an action brought by the Attorney General of a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceedings, had no reasonable cause to believe their conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3 – Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation; or brought under Section 5233 of the California Non-profit Public Benefit Law.
Corporation Law; or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

No indemnifications shall be made under this Section 3:

In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.

Of amounts paid in settling or otherwise disposing of a threatened/pending action, with or without court approval; or of expenses incurred in defending a threatened/pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

**Section 4 – Indemnification Against Expenses.** To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 or this Article XII or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section 5. – Required Determinations.** Except as provided in Section 4 of this Article XII, any indemnification under this Article XII shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article XII, by:

- A majority vote of a quorum consisting of Directors who are not parties to such proceedings;
- The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

**Section 6 – Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article XII.

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Section 7 – Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary’s directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article XII. Nothing contained in this Article XII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8 – Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article XII, except as provided in Section 4 or 5, in any circumstances where it appears that it would be inconsistent with a provision of the Articles, these Bylaws, 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 that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9 – Insurance. The Corporation shall have power to purchase and maintain insurance in behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Article XII, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Non-profit Benefit Corporation Law.

Section 10 – Non-applicability to Fiduciaries of Employee Benefit Plans. This Article XII does not apply to any proceeding against any Director, investment manager, or other fiduciary of an employee benefit plan in such person’s capacity as such, even though such person may also be an agent of the Corporation as defined in Section 1 of this Article XII. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE XIII

FACULTY

The faculty of the College and the Seminary shall consist of all instructional personnel engaged in teaching and/or research. The faculty shall be appointed and promoted by the President of the institution and affirmed by the Board of Directors.

Section 1 – Academic Freedom

Within certain limits, faculty members at The Master’s College and Seminary are free to maintain individual academic testimonies. It is clearly understood that individual faculty members differ in backgrounds, perspectives, and emphases. No faculty member is expected to compromise the principles of his or her learned field, nor is any faculty member expected to adhere to those principles when they are at variance with his or her Christian convictions. Each faculty member
is a testimonial agent comparable, in this respect, to an independent Christian pastor or to any Christian layman sharing in the “priesthood of all believers.”

By signing a contract, however, faculty members accept the objectives, goals, and doctrinal statement of the institution without reservation and embrace the institution’s philosophy of Christian education and standards of conduct. They accept the responsibility to work in spirit as well as in deed for the support of these objectives. Such a cooperative spirit can exist only because an authentic common ground links their individual testimony to the goals of the institution.

Faculty members have the right to determine which opposing views are relevant to their subject matter and classroom discussion. They recognize their duty to society in acknowledging such opposing views. Christian scholars at The Master’s College and Seminary share with other scholars a zeal for the pursuit of truth.

Section 2 – Employment Continuity. The Master’s College and Seminary does not have tenure as normally understood in institutions of higher education. The institution is committed to providing continuity of employment to those faculty members who have proven their spiritual and academic stature, their effectiveness in the classroom, and their commitment to the institution.

Upon approval by the President, faculty will be granted a contract extension for the coming school year unless financial challenges or other factors warrant a different course of action.

Section 3 – Removal. A faculty member at The Master’s College and Seminary may have a subsequent contract withheld without cause. Faculty members so affected will be notified at the time determined by the Board.

A faculty member may be removed by the Executive Committee or by the Board of Directors for the following reasons:

- Departure from the Doctrinal Statement
- Conduct unbecoming a Christian leader
- Insubordination
- Failure to properly or effectively perform his/her duties.

The faculty contract shall relate these conditions. Due process at The Master’s College and Seminary means that a faculty member under consideration for removal may appeal his/her cause to an ad hoc committee of the faculty, and beyond that to the Executive Committee of the Directors for retention or removal. The ad hoc committee of the faculty shall consist of the Vice President or Dean of Academic Affairs, who shall be chairman, the Executive Vice Presidents of the College and Seminary, two members selected by the faculty and one member of the faculty selected by the President.

Last Revised October 25, 2015
ARTICLE XIV  ACCESS TO THE BOARD

Any official communication from the students, faculty or administrators of The Master’s College and Seminary shall be presented in writing to the Board of Directors only through the President.

ARTICLE XV  AUXILIARY ORGANIZATIONS

Section 1 – Alumni Association. There shall be a College and Seminary Alumni Association accountable to the respective Executive Vice Presidents of the College and Seminary.

Section 2 – Associated Student Body. This organization must function in accord with the policies of the College and with the approval of the administration.

ARTICLE XVI  AMENDMENTS

These Bylaws may be amended or repealed by the approval of the Board of Directors.

ARTICLE XVII  PROCEDURE

Any procedure not herein prescribed shall be governed by the Robert’s Rules of Order.

ARTICLE XVIII  ADOPTION OF BYLAWS

These Bylaws shall become effective immediately upon adoption.