

EXHIBIT A
RESOLUTION NO. 70-1

RESOLUTION ADOPTING BYLAWS OF PEOPLES TEMPLE OF THE DISCIPLES OF CHRIST

The BOARD OF DIRECTORS OF PEOPLES TEMPLE OF THE DISCIPLES OF CHRIST, a California nonprofit corporation, hereby RESOLVES as follows:

WHEREAS Peoples Temple of the Disciples of Christ is a California nonprofit corporation which has been in existence since November 26, 1965, and

WHEREAS the business affairs of the aforesaid corporation are expanding thus making it desirable and necessary to adopt bylaws for the responsible and expeditious governance of the aforesaid corporation, and

WHEREAS the following bylaws set forth provisions deemed appropriate for such purpose,

NOW, THEREFORE, BE IT RESOLVED AND ORDERED AS FOLLOWS:

The following bylaws, which are separately identified as Exhibit A-1, are hereby adopted as the bylaws governing the aforesaid corporation:

INTERNAL
NOT Registered

EXHIBIT A-1

BYLAWS

OF

PEOPLES TEMPLE OF THE DISCIPLES OF CHRIST,

A CALIFORNIA CORPORATION

ARTICLE I

PRINCIPAL OFFICE AND NAME

SECTION 1.01: Office.

The principal office for the transaction of the business of this corporation, hereinafter sometimes referred to as "Church", is located at Redwood Valley, County of Mendocino, California. The board of directors may at any time or from time to time change the location of the principal office from one location to another in this county.

SECTION 1.02: Name.

This corporation may be known as Peoples Temple of the Disciples of Christ, Peoples Temple Christian Church of the Disciples of Christ, Peoples Temple Christian Church (Disciple of Christ), Peoples Temple Christian Church, or similar variant.

ARTICLE II

DENOMINATIONAL AFFILIATION

SECTION 2.01: Christian Church (Disciples of Christ).

This corporation shall be a member of and affiliated with the General Assembly of the Christian Church (Disciples of Christ) Incorporated, (Formerly International Convention of Christian Churches (Disciples of Christ)). If for any reason the corporation shall cease to be so affiliated, these Bylaws shall nonetheless remain valid and of full legal effect.

ARTICLE III

MEMBERSHIP

SECTION 3.01: Classes of Members.

Membership in this corporation shall be divided into two classes. The first class of members shall be known as voting members, and the second class of members shall be known as associate members and shall have no vote. No notice of any meeting of the membership need be given to any associate member. Whenever the term "member" is used by itself, whether within or outside of these bylaws, such term shall be deemed to refer to associate members.

SECTION 3.02: Qualifications of Associate Members.

Any person may become an associate member of this church who is 18 years of age, has been issued a membership card, is in sympathy with the purposes of this church and genuinely desires to work toward the fulfillment of its purposes and program. An associate membership shall remain valid only for the period of time stated on the membership card issued therefor. Each associate member shall be issued a membership card which shall state his name and the date his membership expires. If the membership card lists as a termination date simply a year, such as "71", the termination date shall be deemed as December 31st of that year. A membership card may designate any special or standing committee upon which the member may serve and any special church function he may have. The membership card shall be signed by the president of the corporation. Membership cards shall be issued for years commencing January 1, 1971. For the remainder of the calendar year 1970 all persons shall be deemed associate members who regularly attend the Sunday

evening religious meetings of the corporation at its church in Redwood Valley.

SECTION 3.03: Qualifications of Voting Members.

Voting members are the original incorporators and such associate members as may be elected by the voting members from time to time. Death, resignation, or removal of any director as provided in these bylaws automatically terminates his membership as a voting member of this corporation. Election of a successor director as provided in these bylaws shall operate to elect that director to voting membership in this corporation.

SECTION 3.04: Voting Rights.

Each voting member of this corporation shall be entitled to one vote. Voting members only shall have the right to vote. Voting shall be by ballot (or as otherwise determined by voice vote of the voting members present at the meeting at which the votes are taken), with eligibility of voters established by reference to the voting membership list. A majority vote of the total voting membership shall be required for official action, unless otherwise specified in these bylaws or by law.

SECTION 3.05: Membership Roster.

The secretary shall maintain a current list of all voting members.

SECTION 3.06: Termination of Associate Membership.

Any associate member may withdraw from membership in the corporation at any time by presentation of his membership card for cancellation. An associate member may be removed and terminated from membership for good cause upon a majority vote of the total voting membership; provided, however, that such an associate member shall be entitled to at least

seven days written notice, a fair hearing, and a declaration of findings before a vote terminating his membership shall be effective.

SECTION 3.07: Termination of Voting Membership.

A voting member may have his voting membership terminated for good cause by a three-fourths vote of the total authorized voting membership. A voting member shall be entitled to a least seven days written notice and a fair hearing before a vote termination of his membership is taken. The voting members shall declare their findings upon a vote to terminate a voting member's membership, said findings to be filed with the secretary of the corporation.

SECTION 3.08: Meetings.

Annual meetings of the voting members for the election of directors and the transaction of other business shall be held on the second Monday of January, 7:30 P.M. at the principal office which is at Redwood Valley, California, or at any other time in January and at any other place determined by the resolution of the board of directors. No notice of any such annual meeting need be given if it is held the second Monday of January at 7:30 P.M. at the principal office of the corporation; otherwise written notice shall be made to each voting member five days before the date of the meeting.

SECTION 3.09: Special Meetings.

Special meetings of voting members may be called at any time by the president of the corporation, and shall be called on the written petition of no less than 20% of the voting members filed with the board of directors.

SECTION 3.10: Notice.

Notice of each meeting of voting members giving the time and place of the meeting and the specific business to be considered, shall be given in writing to each voting member five days before the date of the meeting.

SECTION 3.11: Quorum.

A quorum shall consist of a majority of the total authorized voting membership.

SECTION 3.12: Liabilities of Members.

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.01: Number and Method of Creation.

The corporation shall have seven Directors, who shall serve without compensation and who shall be those persons elected by the voting members of the corporation at the annual meeting, or at a special meeting called to fill a vacancy, and collectively they shall be known as the Board of Directors. The Board of Directors may also be known as the Board of Trustees, and each director may be known as trustee. The Board of Directors may also be known as the Board of Elders, and each director may be known as elder.

SECTION 4.02: Qualifications.

Any member of the corporation nominated as provided in these bylaws, shall be eligible to be elected a director of this corporation.

SECTION 4.03: Election.

Directors shall be elected by a vote of the voting members present at the annual meetings at which a quorum is present. Voting by proxy and cumulative voting shall not be authorized. Candidates receiving

the highest number of votes up to the number of directors to be elected are elected.

SECTION 4.04: Powers of Directors.

Subject to limitations of the articles of incorporation, other sections of the bylaws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without limiting the general powers, the board of directors shall have the following powers:

(A) Except for the office of pastor and assistant pastor to select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the articles of incorporation, or the bylaws, fix their compensation, and require from them security for faithful service.

(B) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the articles of incorporation, or the bylaws.

(C) To borrow money or incur indebtedness for the purpose of the incorporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

SECTION 4.05: Election and Term of Office.

Terms of directors shall be deemed to commence on the date of the annual meeting. Except as provided below for the initial terms of the first directors, the term of office for each director of this corporation shall

be three years or until his successor is elected. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A director may succeed himself in office.

At the organizational meeting of the first directors of this incorporation, the directors shall, by lot, classify themselves into three groups. The first shall consist of three directors whose initial term of office shall be one year. The second group shall consist of two directors whose initial term of office shall be two years. The third group of directors shall consist of two directors whose initial term of office shall be three years. This classification and the short initial terms are for the purpose of providing, as nearly as numerically possible, for the election of one third of the board of directors in each year.

SECTION 4.06: Vacancies.

Vacancies in the board of directors shall be filled by a majority of of the directors then in office even though less than a quorum, or by the sole remaining director. A successor so elected shall serve for the unexpired term of his predecessor.

SECTION 4.07: Place of Meetings.

Regular meetings of the board of directors shall be held at any place, within or without the state, that has been designated from time to time by resolution of the board or by written consent of all the members of the board. In the absence of this designation regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place designated or at the principal office.

SECTION 4.08: Organization Meeting.

Immediately following each annual meeting of members, the board of

Directors, the board of directors shall hold a regular meeting for the purposes of organization, election of officers, and transaction of other business. No notice of such organizational meeting need be given. The Officers to be elected shall include a chairman of the board and a vice-chairman of the board. The chairman or vice-chairman may also be the president of the corporation. The chairman shall preside at all meetings of the board of directors, and shall have the authority to execute contracts on behalf of the corporation. In the absence or disability of the chairman, the vice-chairman shall perform all the duties of the chairman and in so acting shall have all the powers of the chairman.

SECTION 4.09: Other Regular Meetings.

Other regular meetings of the board of directors shall be held without call on the second Monday of each month at 7:30 P.M., provided, however, that should that day fall on a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday. No notice need be given of any regular meeting.

SECTION 4.10: Special Meetings.

Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board of directors or by the president of the corporation or by any three directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the corporation, or if it is not so shown on the records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. The notice

shall be mailed at least five days before the time of the holding of the meeting.

The transactions of any of the meetings of the board of directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

SECTION 4.11: Action Without a Meeting.

Any action by the board of directors may be taken without a meeting if all members of the board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 4.12: Removal.

A director may be removed from office, for cause, by the vote of the majority of the directors.

SECTION 4.13: Compensation.

The directors shall receive no compensation for their service as directors.

SECTION 4.14: Quorum.

Four members of the board of directors shall constitute a quorum for the transaction of business.

SECTION 4.15: Vote Needed for Action.

A majority vote of the total number of authorized directors shall

be required for official action, unless otherwise specified in these bylaws or by law.

ARTICLE V

OFFICERS

SECTION 5.01: Officers.

The officers of the corporation shall be a president, vice president, secretary, and treasurer, and such other officers as may be designated and appointed from time to time by the board of directors. One person may hold more than one of these offices. Officers other than the president need not be members of the board of directors.

SECTION 5.02: Election.

The president, vice president, and secretary shall be elected by the board of directors at the first board meeting in each calendar year. Such officers shall serve for the term of one year or until their successors are elected and qualified. The treasurer shall be appointed by the board from the membership of the corporation and shall serve at the discretion of the board.

SECTION 5.03: Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the board of directors.

SECTION 5.04: President.

The president shall preside at all meetings of the members of this corporation. Subject to the control of the board of directors, the president shall have general supervision, direction, and control of the business and affairs of the corporation. He shall have such powers and duties as may be prescribed from time to time by the board of directors. The president

shall represent the church as its spokesman on all appropriate occasions.

SECTION 5.05: Vice President.

In the absence or disability of the president, the vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

SECTION 5.06: Secretary.

The secretary shall keep a full and complete record of the proceedings of the board of directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the board of directors.

SECTION 5.07: Treasurer.

The treasurer, who may also be known as financial secretary, shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the board of directors. Those funds shall be paid out only on checks of the corporation signed by the president, vice president, treasurer, or secretary or by such officers as may be designated by the board of directors as authorized to sign them. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors. The treasurer may, with approval of the board of directors, appoint an

assistant treasurer, who may also be known as assistant financial secretary, and who shall likewise discharge the duties of the office as prescribed by the board of directors. The assistant treasurer shall not be deemed an officer of the corporation.

ARTICLE VI
THE PASTOR

SECTION 6.01: Duties.

The spiritual leadership of the corporation and its members shall be invested in the pastor who may also be known as "minister" or similar term. The pastor shall have all the powers and rights contemplated for such by the rules and regulations of the General Assembly of the Christian Church (Disciples of Christ), Incorporated.

SECTION 6.02: Selection.

The pastor of this corporation shall be appointed by a vote of the voting membership of the corporation present at any meeting legally called for that purpose, and shall serve as such for life or until the dissolution of the corporation, or until he is dismissed or resigns as herein provided.

SECTION 6.03: Dismissal.

A vote of the voting members constituting three-fourths of the total authorized voting membership shall be required in order for the pastor to be dismissed from office. The pastor shall not be dismissed unless for good cause and only then for reasons stated in the applicable bylaws of the General Assembly of the Christian Church (Disciples of Christ) Incorporated. Notice of such meeting shall be given to each voting member

personally or by mail at his address as shown in the books of the corporation not more than 120 nor less than 90 days prior to the date of such a meeting and said notice shall specify that the purpose of the meeting is to vote on the dismissal of the pastor. Such notice shall be given by (1) the secretary or, in his failure or refusal to do so, by (2) such person as may be designated by the president, or (3) by any board member signing a petition requesting such which is signed by not less than twenty five percent of the voting members of the congregation and filed with the board or secretary thereof. The voting membership book shall be made available to any voting member of the congregation for the purpose of giving notice herein provided.

SECTION 6.05: Assistant Pastors.

The voting members, by three-fourths vote of the authorized membership, may upon recommendation of the pastor, designate assistants to the pastor, who shall be known as assistant pastors and assistant ministers. The assistant pastors shall assist the pastor and shall be under the supervision and jurisdiction of the pastor, who shall have the complete and sole discretion to dismiss any such assistant pastor.

SECTION 6.05: Resignation.

The pastor may resign by filing a written notice of resignation with the chairman or the secretary of the board of directors either personally or by mail, postage prepaid, addressed to such officer at the principal office of the corporation. Such resignation shall become effective three months from the day it is received and accepted by the board of directors.

SECTION 6.06: Compensation.

The pastor's compensation shall be that set by the board of directors and may be included in the budget, if any, presented to the membership for approval at the annual meeting as herein provided, but shall not depend upon the adoption of any such budget.

ARTICLE VII.

COMMITTEES

SECTION 7.01: Committees.

The committees of this corporation, whether standing committees or special committees, shall be such as may be designated from time to time by the board of directors at its sole discretion.

ARTICLE VIII

RECORDS

SECTION 8.01: Minutes.

The corporation shall keep at its principal office, or at some other place as the board of directors may order, a book of minutes of all meetings of directors and of all annual and business meetings of members, with the time and place of the holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the director's meetings, the number of members present or represented at membership meetings, and the proceedings thereof.

SECTION 8.02: Books.

The books of account, specifically required to be kept by the board of directors, and the minutes of meetings of the directors and voting members, shall be open to inspection on the written demand of any

voting member at any reasonable time, for a purpose reasonable related to the interests of such member. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make photocopies. Demand of inspection other than at members' meeting shall be made in writing to the president or secretary of the corporation.

ARTICLE IX
ANNUAL REPORT

SECTION 9.01: Annual Report.

The board of directors may, but shall not be required to, provide for the preparation and submission to the members a written annual report including a financial statement. Such report if required by the board shall summarize the corporation's activities projected for the forthcoming year. The financial statement shall consist of a balance sheet as of the close of business of the corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the president, secretary, treasurer, or public accountant.

ARTICLE X
MISCELLANEOUS

SECTION 10.01: Effective Date.

These bylaws shall come effective immediately on their adoption. Amendments to these bylaws shall become effective immediately on their adoption unless the voting members in adopting them provide that they are to become effective at a later date.

SECTION 10.02: Amendments to the Bylaws.

(A) Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of the bylaws of nonprofit organizations, these bylaws or any of them, may be altered, amended, or repealed and new bylaws adopted, at any annual or special meeting of the voting members by a two-thirds vote of the voting members present and voting, provided the amendment is first proposed in the manner set forth in Paragraph (B) hereof and provided the notice of the meeting referred to in said paragraph (B) mailed to the membership as provided in section 3.10 of these bylaws sets forth the proposed amendment in full.

(B) Amendments to these bylaws may be proposed by the board of directors on its own motion or (2) by the petition of at least 25% of the voting members not less than 30 days before the membership meeting at which the proposed amendment is to be presented. The board must submit the proposed amendment to the members at the next membership meeting at which a quorum is present, except that if such meeting is a special meeting, the board may defer presentation to the next following annual meeting. The proposed amendment must be voted on at the meeting at which it is presented.

SECTION 10.03: Inspection of Bylaws.

The original, or copy, of the bylaws as amended or otherwise altered to date, certified by the secretary of the corporation shall be recorded and kept in a book which shall be kept in the principal office of the corporation, and such book shall be open to inspection by the voting members at all reasonable times during office hours.