

CONSTITUTION AND CORPORATE BYLAWS OF FIRST CHINESE BAPTIST CHURCH, FOUNTAIN VALLEY

adopted on October 24, 1993
amended on October 9, 1994
amended on August 13, 2000
amended on August 8, 2004
amended on August 13, 2006
amended on August 12, 2012
amended on August 10, 2014
amended on July 17, 2022

ARTICLE I NAME

The name of this corporation is “First Chinese Baptist Church, Fountain Valley”. It is located at 16835 Brookhurst Street, Fountain Valley, California 92708.

ARTICLE II OBJECTIVE AND PURPOSE

The objective of this corporation is the worship of the Almighty God, the proclamation of the Gospel of Jesus Christ, the edification of believers, the promotion of Christian fellowship, and the advancement of the cause of Christ to all the world.

The purpose of this corporation, hereafter referred to as this Church, shall be to develop an autonomous local church in accordance with the New Testament.

ARTICLE III CHARACTER AND GOVERNMENT

Section 3.1 The Government of this Church shall be vested in its members, and whose vote is final.

It acknowledges Jesus Christ as its only Lord, and receives the Bible as its supreme guide in matters of faith, order and discipline. This Church shall not be subject to the control of any other ecclesiastical body, but shall recognize and sustain the obligations of mutual counsel and cooperation which is common among Baptist Churches.

Section 3.2 This Church, while having complete control over its own affairs in the light of the Scriptures, shall have fellowship with sister churches of like faith, order and

discipline, and voluntarily cooperate in missionary and other Christian endeavors, through the Cooperative Program and other Christian missionary organizations.

Section 3.3 This Church shall cooperate with other churches of like faith and order in the fulfillment of its purpose. This Church shall maintain its status as a cooperating church with the Orange County Southern Baptist Association, the California Southern Baptist Convention, and the Southern Baptist Convention.

Section 3.4 The Church receives the Scriptures as its authority in all matters as of faith and practice. Its understanding of Christian truth as contained therein is in essential accord with the Southern Baptist Declaration of Faith restated at Atlanta, Georgia in June, 2000.

Section 3.5 All church leaders including the ministry staff, the Deacon Body and church officers shall pursue and maintain a Christ-like relationship with each other and the church congregation at all times, manifesting and modeling the fruit of the Spirit.

Section 3.06 Only the Congregation has the authority to hire or discipline ministry staff.

ARTICLE IV MEMBERSHIP

Section 4.1. Church Membership expresses a mutual commitment between the members and the church:

- (a) a member's commitment to the life and ministry at this church body: to faithfully attend the church's worship services (Acts 2:42, Heb. 10:25), to receive instruction from God's Word (1 Tim. 4:13; 2 Tim. 4:2), to serve and to edify one another through the use of spiritual gifts (Rom. 12:3-8; 1 Cor. 12:4-31; 1 Pet. 4:10-11), to participate in the ordinances (1 Cor. 11:23-29; Acts 2:38-42), to submit to the church's leaders (Heb. 13:17), and to make disciples (Matt. 28:19-20), and
- (b) a commitment from the Church leadership to love, shepherd, teach, guide, counsel, discipline and encourage the church's members (John 10:14-15, Eph. 4:11-12, Acts 20:28-30, 2 Tim. 4:2).

Section 4.2. Membership by Baptism

In accordance to the teachings of the New Testament and the practice of the early church, believers are baptized and become members of a local church as simultaneous acts of obedience. Therefore, baptism and membership are tied together. This church only recognizes immersion baptisms administered by a local church.

The believers shall:

- (a) have been regularly attending this church for a minimum of six months;
- (b) be interviewed and approved by the Ministry Staff and the Membership Chairperson;
- (c) give a public testimony about their repentance and salvation in Jesus Christ;
- (d) be voted upon and approved to become a member by the congregation on the day of their testimony;
- (e) be baptized via full immersion in water, symbolizing and identifying oneself with the death, burial, and resurrection of Jesus Christ (Romans 6:3-7).

Section 4.3. Membership by Testimony

The believers shall:

- (a) have been baptized via full immersion in water by a local church of like faith and order according to the Southern Baptist Convention Baptist Faith and Message (BFM 2000);
- (b) be interviewed and approved by the Ministry Staff and the Membership Chairperson;
- (c) give a public testimony about their repentance and salvation in Jesus Christ;
- (d) be voted upon and approved to become a member by the congregation on the day of their testimony.

Section 4.4. Inactive and Reactivating Membership

- (a) With the agreement of the pastors and deacons, membership status may be changed from active to inactive when a member
 - i. has stopped attending church services for six months, and
 - ii. fails to communicate with this church (Pastoral Staff, Deacon Body, or Membership Chair) the reasons for the extended absence,
- (b) The inactivated member shall be notified accordingly.
- (c) An inactive member shall be reactivated upon demonstrating membership commitments for a period of at least six months, and upon approval by the pastors and deacons.

Section 4.5. Transfer of Membership

- (a) Membership may be transferred by request to another church of like faith and order.
- (b) If the request is approved by the pastors, it shall be voted upon at a business meeting.
- (c) The vote is for the purpose of changing membership status, and also as a means of blessing the departing member.
- (d) A former member may transfer their membership back to this church from another church of like faith and order, upon approval by the pastors and deacons, and a vote of approval by the congregation.

Section 4.6. Annual Census

- (a) The Membership Chairperson, with the assistance of the pastors, shall take a census of the number of active members at the beginning of each church year. A church year begins in September and ends in August of the following year.
- (b) The Membership Chairperson shall report the number to the congregation at the annual Business meeting.

Section 4.7. Excommunication - Termination of Membership

- (a) When a member's belief or conduct are contrary to those principles set forth in Scripture and The Baptist Faith and Message, and
- (b) When the member has shown no sign of genuine repentance after being counseled and disciplined by this Church in accordance with Scripture (Matt. 18:15-17),
- (c) Then this church shall terminate membership and ban the member from any further contact with this church by a congregational voting in a regular or special Business Meeting.

ARTICLE V - BOARD OF TRUSTEES (TO BE UPDATED LATER)

Section 5.1 The Members are the Trustees in this congregationally governed church.

Section 5.2 To carry out actions, it is most expedient to have a Board of Trustees, consisting of a minimum of three elected members, which represent the congregation. The Board shall be designated as the legal agent of the Church. The Trustees shall hold in trust the property of the Church, but shall have no power to buy, sell, mortgage, lease, or transfer any property without the authorization of the Church body. In addition, the Trustees shall be responsible for the use of all church property and, together with the Maintenance Manager, they shall also be responsible for the supervision of the maintenance and care of all church property.

Section 5.3 Meetings of the Board of Trustees, if needed, shall be held at any place, within the state, that has been designated by the resolution of the Board of Trustees or by written consent of all members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the Church. Special meetings of the Board may be held either at a place designated or at the principal office of the Church.

Written notice of the time and place of special meetings shall be delivered to each Trustee or sent to each Trustee by mail or by other forms of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the

Church, or at the place at which the meetings of the Trustees are regularly held. The notice shall be mailed at least five days before the time of the holding of the meeting.

The transaction of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though it 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 Trustees 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 church records or made a part of the minutes of the meeting.

Section 5.4 Any action by the Board of Trustees may be taken without a meeting if all members of the Board individually or collectively consent in writing to the action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 5.5 The term of office of the Trustees shall be three years; one or more Trustee shall be elected each year.

Section 5.6 The Trustees shall receive no compensation for their services as Trustees.

Section 5.7 In the absence of all the Trustees, the Pastors shall act in lieu of the Trustees in matters relating to the Church properties, the value of which will be established by church policy.

ARTICLE VI OFFICERS

Section 6.1. Corporate Officers

- (a) The Corporate Officers as defined by the State of California are the President (Senior Pastor), Treasurer (Treasurer), and Secretary (Church Clerk).
- (b) The corporate officers are church officers.
- (c) The Senior Pastor shall be responsible for the general overseeing of this Church.
- (d) The Senior Pastor may attend any committee meeting but will have no voting privilege. He may not attend a meeting in which the nature of his attendance requires him to be excused. He may be the moderator at Business Meetings of this Church.
- (e) The Senior Pastor, as President, shall not serve as the Treasurer nor the Church Clerk.
- (f) The Treasurer shall receive, safely keep and disburse funds of the Church. Church funds shall be deposited in bank(s) or financial institution(s) that are pre-approved by the members of the church. The Treasurer shall keep the records of the financial affairs of the Church, and shall prepare the monthly and annual Financial Reports of the Church.

- (g) The Church Clerk shall be responsible for true and accurate records of the proceedings, an accurate membership roll, correspondence as required, and the official Church seal.

Section 6.2. Church Officers

- (a) Church officers shall carry out their duties through various administrative and ministry driven functions with approved resources.
- (b) Church officers shall be church members who are in good standing and willing to abide by the Officers' Pledge.
- (c) New officer positions shall be created according to the needs of this Church.
- (d) The term of officers and committee members shall be one (1) year, from September to August of the following year, except for those in Standing Committees, who shall serve multi-year, staggered terms, i.e., member terms shall not all begin and end in the same years.
- (e) Nominees for church officers shall be submitted to the Nomination Committee for consideration. The Nomination Committee shall present the acceptable nominees for vote in a Business Meeting.
- (f) A church officer may be removed from office only by congregational vote at a duly called and held Business Meeting. The rationale for removal must be approved by the pastors and deacons.
- (g) Church officers meeting shall be held monthly to discuss and schedule all the pending and new church business and activities. Recommendations from this meeting shall be made at the Business Meeting.

Section 6.3 Financial Team

The Treasurer shall be accountable for the handling of the Church finances. The Treasurer is supported by a financial team which consists of Financial Secretary and Financial Reviewer.

ARTICLE VII DEACON BODY (TO BE UPDATED LATER)

From 2014 Bylaws Section 6.09 (Officers): TO BE CLARIFIED Active Deacons and Deacon Candidates shall be approved annually among the Deacons and Deacon Candidates; their term of office shall be as set forth in Article VII.

Section 7.1 The Deacon Body is made up of the Deacons and Deacon Candidates. Deacons (Ordained Deacons) and Deacon Candidates (Deacons in Training) shall be recommended by the Pastoral Staff and Deacon Body to the church members in accordance to the teaching set forth in I Timothy 3:1-13. Deacons are ordained for life. Both Deacons and Deacon Candidates shall be approved annually by the church members according to the policies of the Church.

Section 7.2 The Deacons and Deacon Candidates are to be recognized and respected as the servants/leaders of the Church according to New Testament teaching. They shall serve in support of and share in the pastoral ministries. In particular, they shall promote the general welfare of the Church. They shall be zealous to maintain and preserve the unity of the membership and harmony in fellowship, always seeking the leading and blessing of the Holy Spirit in such efforts.

Section 7.3 In the absence of the Pastor(s), the **Chairman (10.5 b) (ii)** of the Deacons or Deacons shall be approved by the Pastoral Staff and Deacon Body to be in charge of all church business and ministries which are to include Worship, Business Meetings, and the Communion Services. If neither the Pastors nor Deacons are available, a Deacon Candidate shall be appointed by the Church to assume these duties.

Section 7.4

- (a) An Active Deacon is one who is serving a current, approved term pursuant to the provisions as stated in Sections 7.1, 7.2 and 7.3.
- (b) An Inactive Deacon is one who is not serving a current term pursuant to the provisions as stated in Sections 7.1, 7.2 and 7.3.

Section 7.5 The number of Deacons serving at any time shall be determined by the Pastoral Staff and Deacon Body.

Section 7.6 The Chairman of the Deacon Body shall be elected from among the active Deacons by the members of the Deacon Body annually.

ARTICLE VIII MEETINGS

Section 8.1 This Church shall hold regular meetings for public worship, prayer, communion, preaching, teaching, fellowship, evangelism and other ministries as needed.

Section 8.2 This Church shall hold regular business meetings for members only according to the guidelines below:

- (a) Regular Business Meetings include

Quarterly business meetings; 2nd Sunday of March, June, September, December.

Annual business meetings: 2nd Sunday of July

(i) Annual Business Meeting

The agenda shall be limited to the following:

- 1) The Treasurer shall present a Financial Report for members' approval.
- 2) The written Annual Reports of each department, committee and organization of the Church shall be presented.
- 3) The Nomination Committee shall present the officers for the next church year to the congregation for approval.
- 4) The Membership Chairperson shall report the Annual Census to the congregation
- 5) Proposed revision to the Bylaws shall be presented to the congregation for approval.

(ii) Quarterly Business Meetings

- 1) The Treasurer shall present a Financial Report for members' approval.
- 2) Department, committee and organization reports may be presented.
- 3) Pending and new church business and activities shall be discussed and transacted at this meeting for adoption by this Church.

(iii) The above scheduled meetings may be rescheduled due to conflict of church activities or events. The change of date shall be announced in the church Sunday bulletin at least two weeks in advance of the rescheduled meeting.

(b) Special Business Meetings

- (i) As matters requiring immediate attention and/or other time-sensitive matters arise as determined by the pastors and deacons, a special Business Meeting may be called by the ministry staff, Deacon Body or a standing committee.
- (ii) An announcement shall be made one week in advance in the church Sunday bulletin, stating the time and purpose of the meeting.

(c) Conduct of Business Meetings

- (i) In the absence of a quorum, no business can be conducted and the meeting shall adjourn accordingly. The pastors and deacons shall re-schedule the meeting in a future date.
- (ii) The Church Clerk shall act as the secretary of Business Meetings. In the Clerk's absence, the moderator shall appoint another person to act as secretary of that meeting.
- (iii) The Robert's Rules of Order Newly Revised, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, or the law.
- (iv) When Business Meetings are conducted virtually (i.e., via video conferencing), they shall be conducted in accordance with applicable policy and procedures.
- (v) The Senior Pastor or his designee shall be the moderator.

Section 8.3 Voting Regulations

- (a) Every active church member shall be entitled to one vote, either in-person or on absentee ballot. No proxy voting is permitted on any church related business. Inactive members shall not have the privilege to vote.
- (b) Regular & Annual Business Meetings
 - (i) A quorum of 15% of active members present is required.
 - (ii) The default voting percentage to approve is “75%” of votes cast.
- (c) Special Business Meetings
 - (i) A quorum of 33-1/3% of active members present is required.
 - (ii) The default voting percentage to approve is “75%” of votes cast.
- (d) Business Meetings for Hiring Ministry Staff
 - (i) A quorum of 33-1/3% of active members present is required.
 - (ii) The voting percentage to approve is 90% of votes cast, including absentee ballots.
 - 1) Absentee ballots
 - Ballots shall be received no later than the Friday before the business meeting
 - Ballots shall remain sealed until the meeting.
 - 2) A blank vote will not be counted as a “vote cast.”
- (e) Business Meetings for Confirming Ministry Staff After Probation Period
 - (i) A quorum of 15% of active members present is required.
 - (ii) The voting percentage to approve is 75% of votes cast.

ARTICLE IX COMMITTEES

Section 9.1 The Standing Committees include the Board of Trustees, Nomination Committee, and Personnel Committee. The Standing Committee members are elected to serve multi-year staggered terms.

Section 9.2 Ad Hoc Committees may be established according to the needs of the Church to carry out its purpose. The function and duration of each committee shall be defined by the pastors and deacons. The establishment of the committee shall be approved by church members.

Article X MINISTRY STAFF

Section 10.1 Definitions

- (a) The “ministry staff” includes personnel who are on the regular payroll and have completed or in-process seminary training from approved institutions.
- (b) The “ministry staff personnel” includes, but are not limited to, those who are designated “pastors”, “ministers” or “directors.”

Section 10.2 Senior Pastor

(a) Authority and Responsibilities

- (i) The Senior Pastor shall lead, coordinate, and guide the ministry team, deacon body, and the congregation to fulfill and update the mission, vision, and goals of the church.
- (ii) The Senior Pastor shall be responsible for the church ministries and the performance of the ministry staff.
- (iii) In the event that the Senior Pastor is unavailable or unable to perform his responsibilities for reasons including vacation, serious illness, injury, etc.:
 - 1) At the beginning of each church year, the Senior Pastor with the deacon body will designate an acting Senior Pastor for the reasons and purposes presented above.
 - 2) The acting Senior Pastor shall be approved in the Annual Business Meeting.

(b) Hiring a New Senior Pastor: When the senior pastor’s position is to be vacant or is already vacant:

- (i) Senior Pastor’s position is to be vacant
 - 1) As soon as the Senior Pastor plans to step down, he shall initiate the process of nominating his replacement.
 - 2) The Senior Pastor shall first consider an internal qualified and suitable nominee (i.e., an existing staff member) to replace him. The Senior Pastor shall present his recommendation to the Deacon Body for approval.
 - 3) The nomination of an internal staff member must receive the approval of the Deacon Body.
 - 4) If the Deacon Body does not approve the internal staff nominee, the Senior Pastor may recommend for nomination another qualified staff member. Each nominee must receive the approval of the Deacon Body.
 - 5) If after two (2) months of prayer, the Deacon Body is unable to approve any internal nominee, the Senior Pastor and the Deacon Body shall commence an external search, with the assistance of the Personnel Committee.
 - 6) If the Senior Pastor is unable or unwilling to participate in finding a replacement, the responsibility shall rest upon the Deacon Body.

- (ii) Senior Pastor's position is already vacant
 - 1) The Deacon Body shall begin the search of a Senior Pastor by first considering a candidate from members of the existing staff.
 - 2) If there is not a suitable candidate from the existing staff, the Deacon Body shall then commence a pastoral search for an external candidate with the assistance of the Personnel Committee.
- (iii) A nominee becomes a candidate when approved by the Deacon Body:
 - 1) The candidate shall be announced to the church and the church shall devote a minimum of two (2) months to prayer seeking God's wisdom and leading regarding the candidate.
 - 2) The Personnel Committee and Deacon Body shall either schedule a special Business Meeting to vote on the senior pastor candidate, or include the vote in a regular Business Meeting.
 - 3) See regulations on voting in Section 8.03.
- (iv) Two (2) Year Probation Period
 - 1) After a Senior Pastor has served a two (2) year probation period, the Deacon Body shall conduct a performance review.
 - 2) The Deacon Body shall then present its findings and recommendations to the church members at a regular or special Business Meeting.
 - 3) A motion in the Business Meeting will be required for the church members to confirm the hiring of the Senior Pastor.
 - 4) The church members will vote on the motion (see regulations on voting in Section 8.03)
 - 5) If the church's vote does not confirm the hiring of the Senior Pastor:
 - a) The Deacon Body may consider the Senior Pastor candidate for a reassignment to another pastoral position.
 - b) A new one (1) year probation period will commence for the reassignment.
 - c) The Deacon Body shall begin an immediate search for a new Senior Pastor Candidate.

Section 10.3 Other Ministry Staff beside the Senior Pastor

(a) Hiring of Ministry Staff

- (i) Any active church member may recommend applicants to the pastors and Deacon Body for consideration.
- (ii) The Personnel Committee shall assist the pastors and Deacon Body in the search and hiring process.

(b) An applicant becomes the candidate when approved by the pastors and Deacon Body:

- (i) When the candidate is announced to the congregation, the church shall begin devoting a minimum of two (2) months to prayer seeking God's wisdom and leading regarding the candidate.

- (ii) The Personnel Committee and Deacon Body shall either schedule a special Business Meeting to vote on the candidate, or include the vote in a regular Business Meeting,
- (iii) See regulations on voting in Section 8.03.

(c) One (1) Year Probation Period

- (i) After the ministry staff has served a one (1) year probation period, the Personnel Committee and Senior Pastor shall conduct a performance review.
- (ii) They shall present their findings and recommendations to the church at a regular or special business meeting,
- (iii) A motion will be made to confirm the hiring of the ministry staff.
- (iv) The church members will vote on the motion (see regulations on voting in Section 8.03).
- (v) If the church's vote does not confirm the hiring of the ministry staff:
 - 1) The Senior Pastor and deacon body may consider an alternative position within the church for the staff member with a 75% majority approval by the church.
 - 2) A new one (1) year probation period will commence.
 - 3) If no alternative positions can be considered, the staff member's term of employment will end after a negotiated period of time, to not exceed 30 days from the day of the vote.

Section 10.4 Accountability

Ministry staff shall be held accountable for their performance in addition to their personal conduct as a member of the church.

(a) Senior Pastor

- (i) On behalf of the Church, the Deacon Body holds the Senior Pastor accountable.
- (ii) The Deacon Body shall communicate on a quarterly basis, or more frequently if needed, with the Senior Pastor to provide advice and feedback in support of his ministry.
- (iii) The Deacon Body shall perform an annual evaluation of the Senior Pastor's performance and effectiveness of his ministry.
- (iv) Personnel Policies and Procedures are the guideline for the Senior Pastor's annual review.
- (v) The Deacon Body shall report to the Church in the Annual Business Meeting pertaining to the ministry of the Senior Pastor.

(b) Ministry Staff

- (i) The ministry staff shall be accountable to the Senior Pastor.

- (ii) The Senior Pastor shall conduct performance review of the ministry staff, in accordance with applicable job descriptions, at least annually.

Section 10.5 Separation/End of Service

(a) Resignation/Retirement

A ministry staff may resign anytime at will; however, a notification of resignation shall be submitted to the Personnel Committee and the Senior Pastor, and a specific end date shall be included.

(b) Administrative Leave

- (i) A member of the ministry staff alleged of misconduct shall be immediately placed on administrative leave by the Senior Pastor after consultation with the Deacon Body and Personnel Committee, and the Board of Trustee if needed. If the allegation involves the Senior Pastor, the Deacon Body shall initiate the administrative leave.

Alleged misconducts may include, but are not limited to:

- 1) Persistent teaching of and commitment to false doctrines.
- 2) Character and behavioral issues not consistent with Biblical teaching and not befitting a leader of the church.
- 3) Inappropriate or unhealthy relationship either within or outside the church.
- 4) Neglect and/or unwillingness to perform the duties of a ministry staff.
- 5) Unrepentance and/or refusal to accept recommended discipline for correction.

- (ii) An inquiry shall be initiated immediately by the Senior Pastor or Chairman of the Deacon Body to investigate and resolve the allegation against said member of the ministry staff.

(c) Dismissal

- (i) A member of the ministry staff may be dismissed for just and sufficient cause as described above.
- (ii) The Personnel Committee and the Deacon Body shall call a special business meeting to approve the "Motion of Dismissal". See regulations on voting in Section 8.03.

ARTICLE XI RECORDS

The Church shall keep adequate records and minutes of the Monthly Officers' Meetings, Quarterly Business Meetings and Special Business Meetings of its members and organizations. The Church shall keep a record of names and addresses of its members. The minutes shall be kept in a printed form and records shall be kept in either written form or in any form capable of being converted into written form.

ARTICLE XII AMENDMENTS

Section 12.1 Amendments to these bylaws shall be adopted at the Annual Business Meeting by a 3/4 majority vote of those present.

Section 12.2 Amendments shall be provided to active members at a Business Meeting at least one month in advance of the Annual Business Meeting. Amendments shall be filed with the Church Clerk, and public announcements should be made from the pulpit of the proposed change on two successive Sundays preceding the vote.

ARTICLE XIII DEFINITIONS

Section 13.1 Marriage

Marriage is ordained by God and is defined in the Bible as the covenantal, lifetime, exclusive union of one man and one woman. Any union or marriage outside of such a definition is anathema and not recognized by the Church. The pastors, staff and members shall be guided and abide by the Policy on Marriage & Sexuality.

ARTICLE XIV THE DISSOLUTION OF THIS CHURCH

Section 14.1 On the dissolution of this Church, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Church, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and established its tax-exemption status under Internal Revenue Code Section 501 (c) (3).

Section 14.2 The special notice required by this Section shall be given to the members in writing. It shall state the date, time of the Business Meeting and the proposal to be considered with specificity. The notice shall be given in one of the following manners:

- (a) The notice may be given by first class mail, addressed to the last known address and individually mailed to each of the members no less than seven days before the Business Meeting.
- (b) The notice may be given, in writing, to all active members at each regularly scheduled service of worship on each of the three consecutive Sundays immediately preceding the date of the Business Meeting.

Section 14.3 See regulations on voting in Section 8.03.