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IN THE COURT OF APPEAL OF THE STATE OF CALIFORNIA

SECOND APPELLATE DISTRICT

DIVISION FOUR

THE ORIENTAL MISSION CHURCH

et al.,

Plaintiffs and Appellants,

v.

HYUNG JIM BOB PARK et al.,

Defendants and Respondents.

B275667

(Los Angeles County
Super. Ct. No. BC550536)

APPEAL from a judgment of the Superior Court of Los Angeles County, Ernest M. Hiroshige, Judge. Affirmed in part, reversed in part.

Law Offices of Howard B. Kim, Howard B. Kim for Plaintiffs and Appellants.

Daniel E. Park for Defendants and Respondents.

This case stems from a schism among the leadership at the Oriental Mission Church (OMC) in Los Angeles. Appellants are three church elders who claim they were members of the church's governing body, the "Session," from June 2012 onward; OMC also was a plaintiff below but is not party to this appeal.¹ Defendants and respondents are four church elders who also claim Session membership, as well as two OMC pastors. Plaintiffs asked the trial court to declare that the defendant elders were not and are not valid Session members. Plaintiffs further requested that the court invalidate as ultra vires certain acts undertaken by defendants as the putative Session, provide the individual plaintiffs with time credits on their Session terms because defendants precluded them from participating in Session meetings, and declare that one of the defendant pastors overstayed his term of service at the church. They also asked the court to issue an order "declaring who were and are the Session members from June 2012 to the present."

After holding a four-day bench trial, the trial court made limited determinations of the parties' Session memberships but largely found that plaintiffs failed to carry their burden of proof. The trial court issued a statement of decision and entered judgment in favor of defendants.

Appellants now contend the trial court erroneously interpreted the OMC constitution and made factual findings that are not supported by the record. We agree that the court's findings regarding the election of defendant James Hahn are not

¹ We use the terms "appellants" or "individual plaintiffs" to refer collectively to the three individual plaintiffs/appellants. We use the term "plaintiffs" to refer to those individuals plus OMC.

supported by substantial evidence. We accordingly reverse in limited part and otherwise affirm.

BACKGROUND

I. The Parties and the Session

OMC is a congregational, non-hierarchical Christian church that is incorporated as a California nonprofit religious corporation.² (See Corp. Code, § 9110 et seq.) The church is governed by its bylaws, which are set forth in its constitution. The constitution is written in Korean; the parties stipulated to the admission of an English translation at trial.

The constitution designates the Session as “the governing body” of OMC and vests in it a broad array of “duties and responsibilities,” including monitoring finances, managing assets, overseeing audits, managing personnel, and governing and administering church affairs. (OMC Const., Arts. 78(1) & 80.) Per the constitution, the Session “shall comprise of the Senior Pastor; Senior Assistant Pastor; and Active Elders,” but does not have a fixed, minimum, or maximum number of members. (OMC Const., Art. 77(1).) The constitution names the senior pastor the “moderator” of the Session. (OMC Const., Art. 79(1).) In the

² “By definition, a hierarchical church is one in which individual churches are ‘organized as a body with other churches having similar faith and doctrine[, and] with a common ruling convocation or ecclesiastical head’ vested with ultimate ecclesiastical authority over the individual congregations and members of the entire organized church. [Citations.] . . . In contrast, a congregational church is defined as one ‘strictly independent of other ecclesiastical associations, and [one that] so far as church government is concerned, owes no fealty or obligation to any higher authority.’ [Citation.]” (*Concord Christian Center v. Open Bible Standard Churches* (2005) 132 Cal.App.4th 1396, 1409.)

absence of the senior pastor, “either due to illness or other reasons,” a Session member delegated by the senior pastor or designated by other Session members may serve as the moderator, but then is not permitted to vote. (OMC Const., Art. 79(2).) The Session has a quorum when the moderator “and at least half or more of its members” are in attendance. (OMC Const., Art. 81.)

All of the individual parties in this case have or had a potential claim to Session membership. Defendant Hyung Jim-Bob Park (Pastor Park) became OMC’s senior pastor in August 2011. Defendant Kyoung Rok Kim (Pastor Kim) became its senior assistant pastor in November 2011. Individual plaintiffs Hong In Chai (Chai), Hubert Hyo Lee (H.H. Lee), and Chang Woong Um (Um), and defendants Sae Hoon Lee (S.H. Lee), Kwang Suk An (An), Joshua Ja Kyung Koo (Koo), and James Hahn (Hahn) all claim they were or are active elders.

II. Active Elders

Article 50 of the OMC constitution defines an “active elder” as “[a]n elder who is a member of our Church engaged in the ministry.” (OMC Const., Art. 50(1).) Active elders are one of four types of elders and are the only type that may serve on the Session. (OMC Const., Arts. 50, 77.) “The selection of an elder shall be by a resolution of the Session, and the selected candidate shall be approved by a vote of 2/3 or more of the Congregational Meeting.” (OMC Const., Art. 51(2).) A “regular” congregational meeting is “[h]eld annually around the end of the year,” and “non-regular” congregational meetings may be convened under certain circumstances. (OMC Const., Art. 71.)

After a church member is selected as an elder through the voting process above, he or she must “undergo a general

educational training program as determined by the Session for a period of six months, sit for an exam, and be installed. . . .” (OMC Const., Art. 52.) He or she must also satisfy certain religious qualifications. (OMC Const., Art. 48.)

The tenure of an active elder is limited to “a period of three years,” after which the elder “shall be on inactive status.” (OMC Const., Art. 54(2) & (3).) Elders who become inactive may be reinstated to active status. (OMC Const., Art. 54(4).) Elders are limited to a total of nine years on active status, or three, three-year terms. (OMC Const., Art. 54(3).) The constitution also imposes a mandatory retirement age of 65. (OMC Const., Art. 54(1).)

Elders may voluntarily resign from their positions. (OMC Const., Art. 55(1).) “In order to be reinstated after formerly resigning, an elder must petition the Session and submit letters recommendation [sic] of 1/3 or more of the members of the Session.” (OMC Const., Art. 57.) The Session then must grant permission for reinstatement “by a resolution approved by a 2/3 or more majority.” (OMC Const., Art. 57(1).) The reinstatement “must be pursuant to Article 51,” which governs the initial appointment of an elder and requires both “a resolution by the Session” and approval “by a vote of 2/3 or more of the Congregational Meeting.” (OMC Const., Arts. 51(2) & 57(4).)

III. Relevant Prior Proceedings

OMC and various leadership factions within it have been embroiled in litigation for many years. Although not all plaintiffs and defendants were involved in all prior proceedings, the parties stipulated to the admission of various documents from several prior cases, including court orders and opinions. We outline relevant aspects of the prior proceedings below.

A. The Kang Action

The parties stipulated to the admission of the amended statement of decision and judgment in *Oriental Mission Church v. Kang*, Los Angeles Superior Court Case No. BC366406 (the Kang Action), issued by the trial court on July 17, 2009.

According to the amended statement of decision, a dispute arose between certain Session members and then-senior pastor Choon Min Kang (Pastor Kang) in 2005. By 2006, “the Session was divided into two camps” and the Session’s meetings “became increasingly heated.” Tensions flared at a special Session meeting held on October 12, 2006. “In an apparent effort to avoid continuing conflict between the two camps in the Session, one Elder suggested they all resign. Although one or more Elders vowed never to resign, eleven Elders signed a document entitled resignation and walked out of the meeting.” At another special meeting on October 18, 2006, Pastor Kang “announced that he had rejected resignations from the eleven Elders at the last meeting.” Those 11 elders then participated in a vote on Pastor Kang’s resolution to convene a special congregational meeting; the resolution passed by a single vote. Pursuant to that resolution, Pastor Kang convened a special congregational meeting at which church members voted to dissolve the Session and replace the OMC constitution with a new set of bylaws. These changes “effectively transferred control over Church governance from the Session to the Senior Pastor.”

OMC and several ousted Session members—including plaintiff Chai and defendants S.H. Lee and An—filed an action against Pastor Kang, alleging causes of action for declaratory relief, ultra vires violations under Corporations Code section 9141, violations of Corporations Code sections 9222 and 9226,

and for permanent injunction. The trial court ruled in the plaintiffs' favor after a bench trial.

The trial court found that "the votes taken at the October 18, 2006 Session meeting were constitutionally invalid because they included votes from non-members, i.e., Elders who resigned on October 12, 2006." The court found that the 11 elders' October 12, 2006 resignations were effective immediately, based upon (1) several provisions in the OMC constitution, including Article 55 ("The Resignation and Removal of an Elder"); (2) Corporations Code section 9224, subdivision (c), which states that "[a]ny director may resign effective upon giving written notice to the . . . board of directors"; and (3) the elders' conduct in walking out of the meeting.

Because it concluded that the October 18, 2006 vote convening the congregational meeting was invalid, the trial court further found that the congregation's vote to dissolve the Session and replace the constitution was invalid. To restore the status quo, the court ruled that the time elapsed between the dismissal of the Session members and its ruling some three years later "shall not be calculated against their terms or against any Elder's mandatory retirement age of 65. . . ." In the parties' parlance, this ruling "restored" the Session members and gave them "credits" for the time they were wrongly removed from the Session. The restored and time-credited Session members included plaintiff Chai and defendants S.H. Lee and An.

B. The Excommunication Action

The parties stipulated to the admission of the May 29, 2012 judgment in *The Session of the Oriental Mission Church v. James Sun Kwak Rhee*, Los Angeles Superior Court Case No. BC435913 (the Excommunication Action), a case related to the Kang Action.

Plaintiff Chai and non-party Young Song Lee (Y.S. Lee) were plaintiffs in the Excommunication Action. Defendant An was a defendant in the Excommunication Action, as was non-party Young Sik Jung (Jung).

In that judgment, issued after a three-day bench trial, the trial court ruled that certain Session members' terms and memberships in OMC had been terminated in violation of the constitution. The trial court nullified and vacated the terminations, "without prejudice to further proceedings by the Session, conducted with proper notice and following the bylaws." Defendant An and non-party Jung were among the Session members whose terminations were invalidated. The trial court declined to rule that An and Jung should be restored to the Session with credits, like it had ordered in the Kang Action, because it "didn't hear any evidence about any of that."

C. *Park I*

The parties stipulated to the admission of both the trial court's judgment and this Court's unpublished opinion in *The Oriental Mission Church v. Hyung Jim Bob Park*, Case No. B256370 (*Park I*). They also stipulated to the admission of a trial court order dated March 29, 2013, which concerned the validity of a July 1, 2012 congregational election. Plaintiffs OMC, Chai, H.H. Lee, and Um were among the plaintiffs in *Park I*. Defendants Pastor Park, Pastor Kim, and An were among the defendants in *Park I*, as were non-parties Jung and Y.S. Lee.

In *Park I*, the plaintiffs alleged that the Session terminated Pastor Kim in May 2012 and Pastor Park in June 2012, but that both stayed on and caused detriment to OMC by continuing to act as pastors. The plaintiffs further alleged that the other defendants were not members of the Session but acted as such,

again to OMC's detriment. They also asked the court to determine "who the authorized Session members are."

In conjunction with their first amended complaint, the *Park I* plaintiffs filed a motion pursuant to Corporations Code section 9418, asking the court to determine the validity of a July 1, 2012 congregational election in which An, Y.S. Lee, and Jung were elected to the Session.³ On March 29, 2013, the trial court granted the motion and ruled that defendant An and non-parties Y.S. Lee and Jung were not properly elected to the Session. In doing so, the trial court found that Y.S. Lee, and Jung were "ineligible for election to the Session on 7/1/12 based on the mandatory retirement age"—that is, they were over 65 years of age at the time of the election. It further found that "the 7/1/12 election of Young Song Lee, Young Sik Jung, and Kwang Suk An was not proper in accordance with OMC's Constitution, because it was not held pursuant to a special congregational meeting properly called by a resolution of the Session," which did not have a quorum at the June 24, 2012 meeting calling the special election.

The case subsequently proceeded to a bifurcated bench trial. The trial court found that the pastors were not terminated in accordance with the OMC constitution. It further found, based on the parties' stipulation, and notwithstanding its March 29, 2013 order invalidating the July 1, 2012 election, that An, Y.S.

³ Corporations Code section 9418, subdivision (a), provides: "Upon the filing of an action therefor by any director or member, or by any person who had the right to vote in the election at issue after such director, member, or person has exhausted any remedies provided in the articles or bylaws, the superior court of the proper county shall determine the validity of any election or appointment of any director of any corporation."

Lee, and Jung were valid members of the Session as of September 12, 2012. The trial court did not make any other determinations as to Session membership.

We affirmed the trial court’s judgment in full. We also found the trial court did not abuse its discretion by declining to determine “who the authorized Session members are” because that ““was not a subject”” of the operative complaint. We observed that the operative complaint “was primarily concerned with the Session membership” of the defendants, including An, such that “it was not unreasonable for the court to conclude that plaintiffs’ Session membership was not at issue”

IV. The Present Action

A. Plaintiffs’ Allegations and Demands

The individual plaintiffs placed the issues of their own and defendants’ Session memberships at the forefront of the current action, which they filed while the appeal in *Park I* was pending. In their first amended complaint, they and OMC alleged that the Session consisted of seven members as of June 1, 2012—individual plaintiffs Chai, Um, and H.H. Lee; defendant pastors Park and Kim; and non-parties Seoung Rae Lee (S.R. Lee)⁴ and Hyung Soo Choi (Choi). However, the question at the election was whether certain *directors* should be removed, and the Board of Directors is a separate, mostly powerless entity at OMC. That said, everyone agrees that An, Jung, and Y.S. Lee were elected to the Session at that election, and the only way that could have

⁴ Appellants use this name and spelling in their briefs. Other (translated) documents in the record refer to “Seung Rae Lee” and “Seung Lae Lee” in contexts strongly suggesting reference to a single individual. We use the name and spelling used in appellants’ briefs and intend no disrespect.

happened based on the ballot is via inclusion among the six *directors* added. Plaintiffs further alleged that, on June 6, 2012, Pastor Park “illegally added” three new members to the Session: defendant An and two non-parties, Y.S. Lee and Jung. They acknowledged, however, the *Park I* trial court’s ruling that those three individuals were valid Session members as of September 12, 2012.

According to plaintiffs, Pastor Park, Pastor Kim, and “illegally added” Session members An and non-parties Y.S. Lee and Jung (collectively “Defendants’ Five”) “began holding their own Session meetings without the attendance of” plaintiffs Chai, Um, H.H. Lee, or non-parties S.R. Lee and Choi (collectively “Plaintiffs’ Five”).⁵ The individual plaintiffs further alleged that Plaintiffs’ Five “were excluded by defendants from attending any of the Session meetings” from June 2012 through the filing of the first amended complaint in October 2014. The individual plaintiffs contended that Plaintiffs’ Five were “in essence removed” from their offices as Session members and asked the court to require defendants to include them in meetings and award them time credits—like those awarded in the Kang Action—for recoupment of “any time lost as a direct result of Defendants [*sic*] wrongful acts.”

Plaintiffs further alleged that the putative Session meetings held by Defendants’ Five did not constitute a quorum as that term is defined in Article 81 of the OMC constitution, “[t]he attendance of the Moderator of the Session and at least half or more of its members.” Therefore, plaintiffs alleged, any and all actions taken at those meetings were invalid. Such actions

⁵ The record suggests that a sixth, unidentified person joined Plaintiffs’ Five on at least one occasion.

included unspecified “squander[ing of] the OMC’s assets and real properties”; nominating defendants S.H. Lee and Hahn as active elders; calling and holding a congregational meeting on December 9, 2012, at which S.H. Lee and Hahn were elected to the Session by an allegedly improper election; and later nominating and electing defendant Koo to the Session. Plaintiffs asked the court to issue a permanent injunction requiring defendants An, S.H. Lee, Hahn, and Koo (but not non-parties Y.S. Lee or Jung) to “immediately step down from their invalid position as Session members, stop interfering with the operations of the church, stop using the OMC name, stop representing themselves as representatives of OMC, stop collecting money offerings, and turn over all assets and records of the accounting of church finances.” They also asked the court to void certain actions taken by Defendants’ Five as “ultra vires acts under Corporations Code 9141(a),” including all actions related to the nomination and installation of defendants S.H. Lee, Hahn, and Koo to the Session (but not any actions related to the alleged asset squandering).

Plaintiffs also alleged that Pastor Kim no longer was a valid senior assistant pastor at the church. Plaintiffs alleged that Article 80 of the OMC constitution placed all responsibility for personnel management in the Session, and that Article 40 limited the senior assistant pastor to a tenure of one year. They asserted that Pastor Kim therefore should have been restricted to a one-year term beginning on his start date of November 1, 2011 and ending on October 31, 2012 because a quorum of legitimate Session members did not approve a second or subsequent term for him. They accordingly asked the court to declare that Pastor Kim’s tenure as senior assistant pastor ended on October 31, 2012. To the extent Defendants’ Five may have authorized

Pastor Kim's reappointment(s), plaintiffs asked the court to void those acts as ultra vires.

Plaintiffs also asserted causes of action for declaratory relief against defendants An and Hahn specifically. Plaintiffs alleged that An served 22 months of his three-year Session term before the incidents precipitating the Kang Action, and thus had 14 months of "credits" remaining when the trial court reinstated him to the Session in its July 2009 order. An's term of service was interrupted again, in April 2010, by the events precipitating the Excommunication Action. Plaintiffs alleged that, by the time the Excommunication Action was resolved, An had passed the mandatory retirement age of 65. Although they recognized that the trial court found in *Park I* that An was a member of the Session as of September 12, 2012, they asked the court to declare that his term ended on October 31, 2012.

Plaintiffs alleged Hahn was among the 11 elders whose October 12, 2006 resignations the trial court upheld in the Kang Action. Plaintiffs alleged that Hahn did not complete the steps required under Article 57 of the constitution to be reinstated after voluntarily resigning as an elder. Nevertheless, they alleged, "defendants illegally passed a resolution without the proper authorization from the Session that caused an election to be held for defendant [Hahn] to be elected; and even after the illegal and improper election was held, they failed to obtain the required 2/3 majority vote from the Congregational Meeting." They asked the court to declare that Hahn "is not a Session member of the OMC" and requested that he be enjoined from participating in Session meetings. Plaintiffs further requested that the court "make an order declaring who were and are the Session members from June 2012 to present," and "determine

any and all credit due to Session members from June 2012 to present.”

B. Trial Court Proceedings

The matter proceeded to a bench trial after the court overruled defendants’ demurrer and denied their subsequent motion for judgment on the pleadings, both of which contended plaintiffs’ claims were barred by res judicata.⁶ At trial, plaintiffs called defendants Pastor Park, Pastor Kim, Koo, Hahn, and S.H. Lee as adverse witnesses pursuant to Evidence Code section 776. Plaintiffs also called Chai, Um, H.H. Lee, and non-party witness Soo Jung Noh (Noh). Defendant An and non-party Sung Ki Lee testified for the defense, which also called plaintiffs Chai and H.H. Lee pursuant to Evidence Code section 776. We detail the relevant substance of the testimony in the Discussion section below.

The parties submitted written closing argument briefs following trial. After reviewing the evidence and the parties’ briefing, the trial court issued an interim order indicating a tentative ruling in favor of defendants. The court ordered defense counsel to prepare a proposed tentative decision “resolving all significant legal issues before the Court” and justifying “the Defendants prevailing on all legal declarations

⁶ Defendants notably did not ask the trial court to exercise its discretion under Code of Civil Procedure section 1061 and deem plaintiffs’ requests for declaratory relief “not necessary or proper at the time under all the circumstances.” Such a request may well have been appropriate in this case, as “[d]eclaratory relief operates prospectively to declare future rights, rather than to redress past wrongs.” (*Canova v. Trustees of Imperial Irrigation District Employee Pension Plan* (2007) 150 Cal.App.4th 1487, 1497.)

sought by Plaintiffs.” The court specifically ordered defense counsel to address “[t]he issue of whether a lack of required quorum to properly conduct Church business at Session meetings voided actions taken and relied upon by the Defendants.”

Defendants prepared a proposed tentative decision, and the trial court adopted it in full. Plaintiffs timely filed a request for statement of decision pursuant to Code of Civil Procedure section 632, in which they identified 65 purported “principal controverted issues at trial” they wished the court to address in the statement of decision, including who belonged to Session from June 6, 2012 to the present and whether the Session meetings held during that period had a quorum. Plaintiffs also lodged numerous objections to the tentative decision, which they claimed was incomplete, “ambiguous[,] and inconsistent with the evidence” due to various omissions, including an alleged failure “to address the credible evidence provided by Plaintiffs.”

Defendants subsequently filed a proposed statement of decision that expanded upon but generally tracked the tentative. Plaintiffs objected to the proposed statement of decision pursuant to Code of Civil Procedure section 634. They asserted that it failed to address several controverted issues, including Session membership and quorum, and omitted discussion of “key” evidence. Plaintiffs also submitted their own proposed statement of decision that contained findings of fact and conclusions of law favorable to them and stated that the court “enters a judgment in favor of Plaintiffs on all causes of action contained in the operative complaint . . . [and] enters a judgment that Plaintiffs are the prevailing parties of this action.”

The trial court adopted defendants’ proposed statement of decision, in full and unchanged, without addressing any of

plaintiffs' objections and entered judgment in defendants' favor on May 12, 2016. It ruled that all of the individual parties validly were members of the Session at various points, and that virtually all of their terms had expired. It specifically concluded that Chai's Session term ended in March 2012; Um's and H.H. Lee's Session terms ended in April 2014; S.H. Lee's and Hahn's Session terms validly began in December 2012 and ended in December 2015; An was no longer on the Session; Koo's Session term validly began in December 2014 and will end in December 2017; and both Pastors were properly retained as OMC pastors and belonged to the Session at all relevant times. The court further found that plaintiffs' witness Noh was "biased and not credible," that "there was no evidence presented to support a lack of quorum for any given Session meeting," that defendants had a Session quorum as of December 4, 2014, and that plaintiffs were not entitled to time credits against their Session terms.

Plaintiffs timely appealed.

DISCUSSION

I. Standard of Review

"[W]here a religious society has no tribunal but the congregation, a court may determine whether the meeting at which a pastor was removed was properly conducted according to the usage, contracts and rules of the society, or according to pertinent principles of law where civil and property rights, such as the emoluments of the position, are involved, and that in so doing the court is not interfering with any ecclesiastical function." (*Providence Baptist Church of San Francisco v. Superior Court* (1952) 40 Cal.2d 55, 61-62.) More generally, "the court may determine whether the rules of the society have been followed and if they have not what will be the resulting effect on

civil and property rights.” (*Id.* at p. 63.) We take care “not to make determinations of underlying controversies over religious doctrine and polity.” (*Concord Christian Center v. Open Bible Standard Churches, supra*, 132 Cal.App.4th at p. 1412; see also *In re Episcopal Church Cases* (2009) 45 Cal.4th 467, 478.)

Both sides agree that we may opine on the disputes at issue here. They submit that the trial court’s interpretation of the OMC constitution should be reviewed de novo, while its factual findings should be reviewed for substantial evidence. Indeed, as a general matter, “[i]n reviewing a judgment based upon a statement of decision following a bench trial, we review questions of law de novo. [Citation.] We apply a substantial evidence standard of review to the trial court’s findings of fact.” (*Thompson v. Asimos* (2016) 6 Cal.App.5th 970, 981.)

Here, however, the trial court ruled in defendants’ favor because plaintiffs failed to carry their burden at trial. In actions for declaratory relief, the plaintiff bears the burden of establishing facts to justify relief; “the burden of proof rests with the party who would be defeated if no evidence were given on either side.” (Cal. Civil Procedure Before Trial (Cont. Ed. Bar 4th ed. 2014) Declaratory Relief, § 35.45 (rev. 5/17).) “[W]here the issue on appeal turns on a failure of proof at trial, the question for a reviewing court becomes whether the evidence compels a finding in favor of the appellant as a matter of law. [Citations omitted.]” (*Shaw v. County of Santa Cruz* (2008) 170 Cal.App.4th 229, 279 (*Shaw*).) “Specifically, the question becomes whether the appellant’s evidence was (1) ‘uncontradicted and unimpeached’ and (2) ‘of such a character and weight as to leave no room for a judicial determination that it was insufficient to support a finding.’ [Citation.]” (*Ibid.*) We presume the judgment

correct, and indulge all intendments and presumptions in favor of its correctness. (*In re Marriage of Arceneaux* (1990) 51 Cal.3d 1130, 1133.) However, to the extent that plaintiffs timely and properly requested a statement of decision under Code of Civil Procedure section 632 and lodged objections to the proposed statement of decision under Code of Civil Procedure section 634, we “will not imply findings in favor of the prevailing party.” (*Ibid.*; see also *Ermoian v. Desert Hospital* (2007) 152 Cal.App.4th 475, 494-495.)

To the extent we are required to interpret the OMC constitution, which contains OMC’s corporate bylaws, we do so de novo, according to the general, neutral rules of contract and statutory interpretation. (*Concord Christian Center v. Open Bible Standard Churches, supra*, 132 Cal.App.4th at p. 1408; see also *Singh v. Singh* (2004) 114 Cal.App.4th 1264, 1294.) We review the trial court’s factual findings as discussed above.

II. Pastor Kim’s Term

Plaintiffs sought a declaration that Pastor Kim’s term as senior assistant pastor, which began on November 1, 2011, “ended effectively on October 31, 2012.” They asserted such a result was required under the OMC constitution because Article 40 limits a senior assistant pastor’s term to one year and the Session, which is exclusively entrusted with personnel management under Article 80, did not approve a second (or subsequent) term for him.

A. Evidence at Trial

At trial, defendants’ English translation of the OMC constitution was admitted into evidence as the “most comprehensive translation of the Korean constitution.” Plaintiffs called the court’s attention to two of its provisions. Article 40,

entitled “The Tenure and Retirement of a Pastor,” provides: “The tenure and retirement of a pastor are as follows: [¶] 1. The retirement age from active service shall be 65. [¶] 2. The Assistant Pastor’s tenure shall be one year with the proviso that when a new Senior Pastor has arrived and takes office, the former shall [first] tender his resignation and seek the latter’s confidence [in ongoing retention of the former].” (OMC Const., Art. 40.) Article 80, “Duties and Responsibilities of the Session,” vests in the Session the following duties and responsibilities pertaining to “Personnel Management”: “1) Place calls and install called workers, including the installation of lay staff members. [¶] 2) Appoint administrative personnel for the Church and conduct HR management over the various units of the Church.” (OMC Const., Art. 80(2).) The parties almost entirely ignored other provisions of the constitution pertaining to pastors, including Article 38, entitled “The Call to the Ministry of a Pastor.”⁷ That article provides in part: “When making a call to someone in the ministry, a pastor who shares in the same confession of faith with our Church may *[sic]* be called. The Senior Pastor and others in the ministry to be called shall satisfy the Church’s internal rules concerning such calls and be

⁷ Plaintiffs invoked Article 38 for the first and apparently only time in this litigation in their objections to defendants’ proposed statement of decision, which they contended “omits the necessary application and analysis of Article 38 of the OMC Constitution, which clearly states that while the Senior Pastor extends the call or invitation to a potential candidate to become an Assistant Pastor, such call or invitation must be based on a resolution by the Session.” Appellants do not invoke Article 38 in their briefing before this court, notwithstanding defendants’ suggestion to the contrary.

pursuant to the following procedures: [¶] . . . [¶] 2. Assistant Pastor: The Senior Pastor extends the call, based on a resolution by the Session.” (OMC Const., Art. 38, [sic] in original.)

Plaintiffs called several witnesses, including several adverse ones, to testify on this topic. Pastor Kim testified as an adverse witness that he became senior assistant pastor at OMC on November 1, 2011. No one told Pastor Kim that he was limited to a one-year term; he learned about the term limit contained in Article 40 during the *Park I* litigation. Pastor Kim did not discuss the one-year term limit with any Session members or at any Session meeting. Pastor Kim resigned from OMC on September 30, 2015.

Pastor Park testified as an adverse witness that the Session never resolved to extend Pastor Kim’s one-year term. He explained that “unless there is an issue that is brought up, unless there’s a problem that an associate [pastor] has, it is the tradition of our church that automatically” the one-year term is renewed. Pastor Park further testified that an unspecified clause in the OMC constitution “about the associate pastors having an annual evaluation or the Session kind of renewal is because - - mechanism’s there because if there’s an issue that is brought up.” Pastor Park learned about the church’s traditional practices from previous elders and a founding pastor of the church.

Defendant S.H. Lee testified as an adverse witness that he had attended OMC for 34 years and served two terms on the Session. During that time, assistant pastors’ terms were automatically renewed unless there was an issue with their performance. S.H. Lee further confirmed that there was never any Session discussion “regarding the extension of Pastor Kim’s term as a senior assistant pastor of OMC.” Like Pastor Park,

S.H. Lee claimed the constitution contained an unspecified renewal provision, but said, “it could be done when there’s a problem with the - - when there’s a misconduct or mistake or issue with the pastor, we could do that.” The parties do not provide clarification as to which provision(s) the witnesses were referring, and our thorough review of the constitution revealed no potentially relevant provisions beyond Articles 38, 40, and 80.

Non-party witness Noh testified that he became a member of OMC in 1971 and belonged to the committee that drafted and subsequently amended the OMC constitution. He also served as an active elder and Session member from 1982 to 1996, in 2001, from 2004 to 2006, and, after being reinstated in the Kang Action, from 2009 to 2010.⁸ Noh testified that he was familiar with Article 40 of the OMC constitution. He further testified that, “over the years,” he was involved with rehiring or extending the terms of various assistant pastors. Plaintiffs’ counsel asked him to describe the process, “because it appears that the OMC constitution is silent about how that should be carried out.” Noh testified that, “around the end of the year, maybe sometime in November, the senior pastor will announce his ministerial direction for the following year.” The individuals the senior pastor identified as potential assistant pastors “would be seconded, motions and seconded” by the Session. Additionally, pastors who had problems during their one-year terms “were voted at the Session.” During Noh’s years of service on the Session, the senior assistant pastor’s one-year term never was extended without Session consultation.

⁸ Noh testified that the provision in the OMC constitution limiting active elders to three three-year terms of service was added in 2000 and made applicable prospectively.

B. Trial Court's Ruling

In its statement of decision, the trial court found that Pastor Kim's term "did not end on October 31, 2012." The court recognized that Article 40(2) of the OMC constitution limits a pastor's tenure to one year, but found that it was "silent as to what happens at the conclusion of an Assistant Pastor's one year term" and "does not dictate whether a resolution of OMC's Session is required to renew the term or whether it is automatically renewed." The trial court further relied on the testimony of Pastor Park and S.H. Lee in finding that "it was OMC's practice to allow an appointed Assistant Pastor to stay on unless an issue arises, at which point the Session, in accordance with the OMC Constitution, could proceed to terminate or remove the Assistant Pastor." The court found that the testimony of plaintiffs' witness Noh to the contrary "was biased and not credible on this topic," and further found that it was undisputed that the Session never took any action to terminate Pastor Kim. It accordingly concluded that plaintiffs "failed to present sufficient evidence to the contrary to meet their burden on [this] Cause of Action."

C. Analysis

Appellants contend the trial court's ruling must be reversed "because trial court [*sic*] failed to consider OMC Constitution as a whole and construe the language in the context." They argue that the "clear and explicit time limitation" in Article 40(2) must be read in conjunction with Article 40(1), which by its terms "did not place any time restriction on the tenure of the senior pastor of the church other than retirement age of 65." Therefore, they argue, "once the one-year term expires, assistant pastors must be rehired or given another one year term by the governing

authority of the church. . . . If the drafter did not intent [sic] on limiting assistant pastors' employment, and that one year term would automatically renew, then the drafter would have included a language [sic] that clearly indicated the one-year term will automatically renew or extended [sic] without requiring Session's approval." They urge us to review this ruling de novo, "because the issue of whether the assistant senior pastor's one year term automatically renews itself or any renewal or extension requires a resolution from the Session to the Session [sic] is to be decided solely upon the interpretation of OMC Constitution as there is no conflict in the evidence" as to Pastor Kim's start date, the text of Article 40, or the lack of renewal by the Session. We reject appellants' contention that de novo review applies and find no reversible error.

Courts interpreting the bylaws of nonprofit religious organizations have done so in accordance with the ordinary rules of statutory and contract interpretation. (*Singh v. Singh, supra*, 114 Cal.App.4th at p. 1294.) Those rules provide that a court may consider extrinsic evidence regarding the meaning of a provision if it is ambiguous or silent. (See, e.g., *Day v. City of Fontana* (2001) 25 Cal.4th 268, 272 [ambiguous statutes]; *Patel v. Liebermensch* (2008) 45 Cal.4th 344, 349 & fn. 2 [silent contract]; *Cedars-Sinai Medical Center v. Shewry* (2006) 137 Cal.App.4th 964, 979-980 [ambiguous contract].) "Interpretation of a written instrument becomes solely a judicial function only when it is based on the words of the instrument alone, when there is no conflict in the extrinsic evidence, or a determination was made based on incompetent evidence." (*City of Hope National Medical Center v. Genentech, Inc.* (2008) 43 Cal.4th 375, 395.) "But when, as here, ascertaining the intent . . . depends on the credibility of

extrinsic evidence, that credibility determination and the interpretation of the [written instrument] are questions of fact that may properly be resolved by” the trier of fact. (*Ibid.*)

Here, as plaintiffs’ counsel acknowledged during trial, “the OMC constitution is silent” as to what process, if any, is required to renew the one-year term of an assistant pastor. Article 40 simply provides that the assistant pastor’s term “shall be one year.” (OMC Const., Art. 40(2).) Article 80 authorizes the Session to “[p]lace calls and install called workers” (OMC Const., Art. 80(2)), a group which Article 33 clarifies includes pastors. (OMC Const., Art. 33.) However, none of these provisions clarifies what the Session’s role is beyond making the initial call and installation. Even considering Article 38, which provides that the senior pastor “extends the call” to an assistant pastor “based on a resolution of the Session,” the constitution is at best ambiguous as to whether or how the initial “call” must be renewed. The court accordingly admitted and considered extrinsic evidence regarding OMC’s customary approach to the renewal—or not—of a pastor’s one-year term; “[e]vidence of custom or standard practice is admissible to interpret the terms of a contract and to imply terms when no contrary intent is apparent from the other terms of the contract.” (*Midwest Television, Inc. v. Scott, Lancaster, Mills & Atha* (1988) 205 Cal.App.3d 442, 452.) That extrinsic evidence consisted exclusively of witness testimony, and the trial court was entitled to credit the testimony of S.H. Lee and Pastor Park over that of Noh. Pastor Park’s and S.H. Lee’s testimony is not facially impossible or false, so we do not disturb the court’s credibility findings, despite plaintiffs’ assertion below that Noh’s “testimony makes much better sense.”

III. Session Terms & Quorum

Plaintiffs asked the court to “make an order declaring who were and are the Session members from June 2012 to the present.” They also alleged that the individual plaintiffs—Chai, H.H. Lee, and Um—“have been excluded from attending Session meetings since June 2012,” such that they are due “credit” on their Session terms, and that no Session quorum could exist without their attendance. Plaintiffs also requested declarations that An’s term on the Session ended on October 31, 2012⁹; and that Hahn, S.H. Lee, and Koo were invalidly elected as active elders.

The trial court concluded that Chai’s term on the Session ended in March 2012 and Um’s and H.H. Lee’s terms ended in April 2014. It further concluded that plaintiffs “failed to present sufficient evidence to meet their burden to show that Plaintiffs are entitled to additional time to serve on the Session (past the expiration of their terms as Session members) because of any wrongful removal or exclusion from their positions as Session members. There was no evidence that Defendants prevented or blocked Plaintiffs from attending any Session meetings.” The court concluded that both pastors belonged to the Session from 2011 through the duration of their time at OMC, by virtue of their positions; that An was a member of the Session as of September 12, 2012 but “is no longer a member”; that S.H. Lee and Hahn were validly elected to the Session by a December 9, 2012 congregational vote and ended their terms in December

⁹ During trial, plaintiffs’ counsel represented that he was trying to establish that An’s term ended “no later than December 31, 2012,” and “on December 31, 2012, at the latest.” Plaintiffs did not move to conform their first amended complaint to proof.

2015; and that Koo was validly elected to the Session by a December 4, 2014 congregational vote and will end his term in December 2017. It further found that “there was no evidence presented to support a lack of quorum for any given Session meeting,” and that defendants “did not lack a quorum to conduct Session meetings” as of December 4, 2014.”

We conclude that appellants have not shown the court erred in finding they were not excluded from meetings or entitled to time credits. We further conclude that appellants forfeited any challenge to the court’s determination of their Session terms by omitting argument on that point from their opening brief. As to defendants’ terms, we affirm the trial court’s findings as to An, S.H. Lee, and Koo, but reverse as to Hahn. We address the issue of quorum in connection with our discussion of Koo, and conclude that appellants have not demonstrated reversible error on that point.¹⁰

¹⁰ In their briefing and at oral argument, appellants asserted that “the crux of this action” and “most important issue” is “whether a governing body can act on behalf of a corporation without the required quorum.” However, aside from asserting that Defendants’ Five never could have a quorum after June 6, 2012, plaintiffs did not present and appellants do not point to any evidence showing the absence of a quorum at any particular meeting, or even the existence of any particular meeting of Defendants’ Five beyond that occurring on June 24, 2012. The party seeking a declaration bears the burden of proving its entitlement to that declaration. Simply asserting that there could not be a quorum because appellants stopped attending meetings does not satisfy their burden of demonstrating that corporate actions were taken without a quorum present. Additionally, as we discuss in the text, the issues in this appeal are framed such that the issue of quorum is only minimally

A. Evidence at Trial

1. Session Membership Prior to June 6, 2012

a. Individual Plaintiffs

i. Um and H.H. Lee

It is undisputed that all three individual plaintiffs belonged to the Session prior to June 6, 2012. Um and H.H. Lee were elected to become active elders at a congregational meeting held in December 2010 and were formally ordained as elders in April 2011. Both began attending Session meetings in May 2011, but testified that their official three-year terms began on January 1, 2012. H.H. Lee explained that starting an elder's term on January 1 of the year following his ordination was "the custom and practice" of OMC. H.H. Lee also claimed the delay was "[a]ccording to the church's constitution," though he did not specify any relevant provision(s) of that document and none appears to provide for such a delay. Um testified that the Session had seven members when his and H.H. Lee's terms began in January 2012: Plaintiffs' Five and the two pastors. Pastor Park testified that he thought Um's and H.H. Lee's terms were slated to end in December 2014. He explained that, "[i]f it's exactly three years" from their ordination, "it is April" 2014. "However, I was told that customarily, if it's in the middle of the year, they finish off the year."

ii. Chai

The OMC congregation elected Chai to become an elder in December 2005. He was ordained as an active elder in July 2006 and began attending Session meetings shortly thereafter. Like Um and H.H. Lee, Chai explained that his three-year term on the Session did not start immediately upon his ordination but rather

relevant to their resolution.

“was to be counted starting from the following year, in January of 2007.” In between Chai’s ordination and the official start of his term, then-Pastor Kang dissolved the Session and prompted the filing of the Kang Action. The trial court in the Kang Action “restored” Chai to the Session in July 2009. Chai testified that, in light of his restoration and credits awarded him in the Kang Action, his three-year Session term “was to be counted from January of 2010.” Pastor Park was unsure when Chai’s term was scheduled to end, but thought it was the end of 2012 or end of 2013.

b. Defendants

i. Pastors Park and Kim

Pastor Park became senior pastor at OMC on August 1, 2011. Pursuant to Article 77(1) of the constitution, this appointment carried with it an automatic Session berth. (OMC Const., Art. 77 (1).) Pastor Kim similarly became a Session member when he became senior assistant pastor on November 1, 2011, though he did not begin attending meetings until January 1, 2012. It was determined in *Park I* that efforts to terminate both pastors in 2012 were invalid.

ii. Hahn

Hahn first became an active elder in 1998 and served a full three-year term. He was reelected to active elder status in 2003 and started his second term as an active elder in January 2004. He was a Session member during the period of enmity preceding Pastor Kang’s disbanding of the Session.

Hahn testified that he did not resign at the October 12, 2006 meeting, but asked to “explain the circumstances.” Plaintiffs’ counsel, who called Hahn as an adverse witness, said he could do that with his counsel. Plaintiffs’ counsel then read

Hahn an excerpt of his trial testimony in the Kang Action. In that testimony, Hahn explained that he signed a resignation paper with other elders in the hopes of resolving the dispute among the Session. He further stated that he left the meeting after doing so because he believed he had resigned. After hearing that testimony, Hahn stated, "If you consider that paper as a resignation, my answer would be yes," he did resign in October 2006.

Defense counsel indicated he wanted to call Hahn "to just explain the October 2006 meeting, why he signed a paper that purported to resign for his resignation, and why that was not effective." The court proposed that the parties introduce Hahn's deposition testimony to that effect in lieu of having him return for a second day, which they agreed to do. However, plaintiffs' counsel was unable to locate the deposition transcript and it was not admitted into evidence. In the ruling from the Kang Action that was admitted into evidence, the trial court found that the October 12, 2006 resignations were effective immediately and were not nullified by Pastor Kang.

Hahn testified that the congregation elected him an elder again at the annual meeting on December 9, 2012. Prior to that election, he did not file with the Session any type of petition for reinstatement. He also did not request or receive any letters of recommendation from the Session, just a notice "sent by the Session to the people who would like to be selected as an elder." Pastor Kim testified that Hahn did not, at any time between January 1, 2013 and September 15, 2015, file a petition for reinstatement with the Session.

iii. S.H. Lee

S.H. Lee was elected to become an elder at the congregational meeting in December 2004. He was ordained as an elder in July 2005 and began attending Session meetings in August 2005. He explained, however, that his formal three-year term did not begin until January 2006 and was set to expire in December 2009; “the three or four months into being ordained, that would not be part of the term.” S.H. Lee was part of the Session when Pastor Kang dissolved it in 2006, and he was a plaintiff in the Kang Action. He received “credits” after the trial court issued its judgment; with those credits, he testified, his three-year term was scheduled to end in December 2011. There is no dispute that S.H. Lee finished this term as scheduled.

Because the constitution requires it, S.H. Lee went on inactive status at the conclusion of his three-year term and was not a Session member in 2012. He accordingly did not participate in or pay much attention to the contested June 6, 2012 meeting, the bifurcated meetings held in its aftermath, or *Park I*. In December 2012, S.H. Lee was re-elected to the Session by a congregational vote. He began serving that three-year term in January 2013.

iv. An

An initially was elected to become an elder at the congregational meeting in December 2004, at the same time as S.H. Lee. He was ordained as an elder in July 2005. Unlike the other witnesses, An testified that his Session term began prior to his ordination as an elder, in January 2005; he acknowledged, however that he was “confused with the dates.” According to An, this term was slated to end on December 31, 2007. However, like Chai, An had his term interrupted by Pastor Kang’s dissolution of

the Session. He too was restored to the Session, with credits, as of July 2009; the trial court specifically listed him as a member of the Session on October 23, 2009. An's term was again interrupted by the events precipitating the Excommunication Action. The trial court nullified the excommunication on May 29, 2012, but did not make any orders regarding restoration or credits.

Nevertheless, in a memo dated June 3, 2012, An and non-party Jung informed Pastor Park that "all the decisions having been made against us by the Session became all revoked and invalidated" and indicated an intent to "serve the remainder of the term as Session members for the church." They further stated that they "would like to attend the regular Session meeting on June 6, 2012" and promised to "serve sincerely, as Session members." As we discuss further below, An attended the June 6, 2012 meeting and was elected to the Session in a July 1, 2012 election that the trial court later invalidated in *Park I*. The *Park I* trial court also found that An was a member of the Session as of September 12, 2012, a finding we left undisturbed on appeal.

2. June 6, 2012 Meeting and Aftermath

The June 6, 2012 Session meeting was a crucial turning point for the Session and its membership. It is undisputed that 10 people were present when the meeting commenced: Plaintiffs' Five, Pastor Park, Pastor Kim, and An, Jung, and Y.S. Lee (Defendants' Five).

According to the "Stated Session Minutes" signed by Pastor Park and Jung, "three new Session members (Kwang Sok An, Young Sik Jung, Young Song Lee) joined the Session," and personnel changes were made to various church departments to

reflect their addition, all without incident. According to the individual plaintiffs, however, the meeting unfolded differently. Chai, Um, and H.H. Lee all testified that Plaintiffs' Five were displeased with the attendance of An, Jung, and Y.S. Lee at the meeting. Chai testified that Plaintiffs' Five "opposed strongly" conducting Session business with non-members present, Um testified that Plaintiffs' Five asked An, Jung, and Y.S. Lee to leave because they were "illegal Session members," and H.H. Lee testified that Plaintiffs' Five "asked the senior pastor to let them out," but "our demand was not taken." According to H.H. Lee, Pastor Park said An, Jung, and Y.S. Lee, "were the Session members, as well," and an argument ensued. Um testified that An, Jung, and Y.S. Lee refused to leave. Instead, Defendants' Five conducted a meeting while Plaintiffs' Five stood behind them and watched. Um testified that he did not even consider himself an "attendee" of that meeting.

After conducting the business reflected in the "Stated Session Minutes," Chai testified, Defendants' Five left the meeting. Plaintiffs' Five then held their own meeting, the activities of which are documented in a competing "Regular Session Report" endorsed by Um and H.H. Lee. Article 79(2) of the constitution provides that "[i]n the absence of the Senior Pastor, either due to illness or other reasons, a person . . . designated by the members of the Session may serve in the Senior Pastor's place. The only proviso is that the said person shall have no vote." Invoking this provision, Plaintiffs' Five elected Chai as "President" of their meeting. (OMC Const., Art. 79(2).) They subsequently discussed various church business and "decided to invalidate" the actions taken by Defendants' Five earlier in the evening.

According to “Session Minutes” admitted into evidence, Plaintiffs’ Five continued to meet as a group. On June 7, 2012, the three people in attendance “[u]navoidably resolved to close Friday service” and “to use security guard if needed.” At a June 13, 2012 meeting, Plaintiffs’ Five addressed issues pertaining to a church-owned apartment building and again resolved “to use security guard if needed.” Plaintiffs’ Five evidently concluded a security guard was necessary; at a June 18, 2012 meeting they voted to use church funds to pay \$8,125.00 to a security service, and to apologize “for closing worship” on June 15.¹¹ The minutes from a June 14, 2012 meeting show that Plaintiffs’ Five discussed “[c]ountermeasure against unlawful . . . Session is using the weekly bulletin, and opening a frank and open conversation.” The minutes from a June 18, 2012 meeting state that “Pastor Hyung J. Park and Session members agreed to meet to settle issues,” but there is no indication that any such meeting occurred or was successful. To the contrary, on June 21, 2012 Plaintiffs’ Five resolved to appoint a new “Preaching Pastor . . . until the internal dispute of the church is concluded,” and declared that “[a]ny weekly bulletin unapproved by the Session is illegal.” On June 25, 2012, they “decided to send E-mail reply to Pastor Hyung J. Park for stabilization for the church”; that email is not in the record.

Evidence in the record suggests that Defendants’ Five also held at least one meeting in the wake of the June 6, 2012 schism.

¹¹ Pastor Park testified that Plaintiffs’ Five locked the church for three Sundays in June 2012, forcing him to perform services in an alleyway and the church parking lot. He further testified that, after reopening the church in July, “they” physically blocked his access to the pulpit in July 2012 by putting “about 30 guards” in front of it.

On June 24, 2012, Defendants' Five met and resolved to hold a special congregational meeting on July 1, 2012. The record does not contain minutes from this meeting or any other meeting purportedly held by Defendants' Five. Defendants introduced several church bulletins dating from December 2013 to October 2015, all of which announce the time and place of upcoming Session meetings.

Both Plaintiffs' Five and Defendants' Five considered themselves to be acting as and on behalf of the Session. Chai testified that he considered Plaintiffs' Five the "only legal Session of the Oriental Mission Church," and that "from June the 6th, we didn't consider" Defendants' Five "as Session members." Um also believed Plaintiffs' Five was the true Session, and both he and Chai testified that they were "the majority." Chai agreed with defense counsel that "if that group held a Session meeting or a purported Session meeting, you would not attend that Session meeting, anyway, because they're not valid Session members, in your mind," and that "even if they sent you notices, phone calls, or emails saying that their group is having a Session meeting, you would not attend because they're not valid Session members."

Chai also testified that Plaintiffs' Five did not contact Defendants' Five to apprise them of their meetings. Pastor Park testified, "[t]he plaintiff[s] formed their own Session, and they were acting as . . . a separate party, and . . . they refused to come to the Session." Pastor Park further testified that Defendants' Five continued to meet as the Session for the remainder of 2012. Pastor Park testified that Defendants' Five did not exclude or block Plaintiffs' Five from attending; "[t]hey didn't come." H.H. Lee echoed this sentiment: "[s]ince I didn't go, there was no reason for me to be prevented from attending." There is no

documentary evidence indicating when these meetings occurred, who attended them, or what business was transacted at them.

3. July 1, 2012 Congregational Election

A special congregational meeting and election was held on July 1, 2012. Pastor Park testified that the meeting “was announced” in “an open announcement” made during the worship service or in the church bulletin. Um and H.H. Lee testified, however, that they did not receive any notice of the meeting.

Some 411 OMC members attended the meeting and voted on seven issues: (1) “re-confidence matter” for Pastor Park; (2) whether to discipline Chai; (3) whether to discipline Um; (4) whether to discipline H.H. Lee; (5) whether to discipline S.R. Lee; (6) “[t]o dismiss 12 directors”; and (7) “to appoint 6 directors.” According to the trial court’s March 29, 2013 *Park I* order, the individual plaintiffs were among those considered for dismissal, while An, Jung, and Y.S. Lee were among those considered for appointment. All seven measures passed by large margins; the closest race was whether to discipline S.R. Lee, and “yes” received 97.2 percent of the vote. Defendant Koo testified that he verified the results of the election but did not prepare the ballot count or calculate the percentages.

After the election, Plaintiffs’ Five continued to hold what they called Session meetings, “since we were announced to be the official Session members as of January of 2012, and also we did not acknowledge their illegal meeting.” H.H. Lee testified that he did not “acknowledge” the results of the July 1, 2012 election, which he believed was held illegally. Minutes from Plaintiffs’ Five’s July 2, 2012 meeting state that they “[r]esolved to place an ad (newspaper) for invalidity announcement for July 1st special congregational meeting” and to “stop” Pastor Park’s “auto, health

insurance, and auto insurance.” Minutes from their July 11, 2012 meeting state that Plaintiffs’ Five made resolutions regarding opening a bank account, postponing a pastor’s trip, and postponing education of newly appointed laypeople. It is unclear whether these resolutions were carried out. Pastor Kim testified that no follow-up action was taken after the July 1, 2012 vote to discipline Chai, Um, S.R. Lee, or H.H. Lee. Pastor Kim added, “those people kept insisting and acting as Session members. And also, they said at the court that the July 1, 2012 congregational meeting was invalid.”

Indeed, in October 2012, Plaintiffs’ Five, minus Choi, the only one of their number the congregation did not vote to discipline, challenged the validity of the July 1, 2012 election by filing a motion pursuant to Corporations Code section 9418 in the *Park I* proceedings. The trial court ruled, on March 29, 2013, that “the 7/1/12 election of Young Song Lee, Young Sik Jung, and Kwang Suk An”—the three individuals whose attendance prompted the schism at the June 6, 2012 meeting—“was not proper in accordance with OMC’s Constitution, because it was not held pursuant to a special congregational meeting properly called by a resolution of the Session.” This conclusion was based on evidence showing that the Session had at least 12 and possibly 14 members at the time of the election; the court reasoned that, based on those figures, the June 24, 2012 meeting attended by Defendants’ Five could not constitute a quorum of the Session as defined by Article 81, “the Moderator of the Session and at least half or more of its members.” The court also ruled that Jung and Y.S. Lee “were also ineligible for election to the Session on 7/1/12 based on the mandatory retirement age” of 65 set forth in Article 54 of the constitution.

In his testimony at trial, Pastor Park agreed that the trial court invalidated the results of the July 1, 2012 special congregational election in the March 29, 2013 ruling. Pastor Park did not contact individual plaintiffs about that ruling, “[b]ecause it was an obvious thing.” He agreed that, after the ruling, the individual plaintiffs “were valid Session members.” When asked why he “did not include them beginning in April 2013,” Pastor Park explained that he “never excluded them.” He testified that the Session meetings were announced publicly in the church bulletin and that it was not customary to personally invite elders to meetings. Defendant S.H. Lee also testified that Session members were never personally contacted or advised about upcoming meetings. There is no evidence that individual plaintiffs or Plaintiffs’ Five attended or attempted to attend any meetings held by Defendants’ Five after the March 29, 2013 ruling.

Plaintiffs’ Five “sent a letter to Pastor Park’s group on April 7 and April 9 of 2013, . . . demanding them to hand over the control of the finances and the management of the personnel of the church.” The letters bore the subject line “Matter related to transfer of banking and all the other business affairs” and asserted that the trial court had ruled that “The Illegal Special Congregational Meeting on 7/1/2012 shall be invalid, and Elders Young Song Lee, Kwang Suk An, and Young Sik Jung shall not be members of the Session; it is to notify that subsequent to 7/1/2012 the Session, Officers Board and Congregational Meeting of Pastor [] Park shall be illegal.” The letter further demanded that Pastor Park “transfer all the business affairs” because “all the banking transaction actions including opening accounts at the other and current banks besides US Bank shall be illegal.”

According to Chai, Defendants' Five did not "comply"; Um testified that they "just ignored" the letters.

Plaintiffs' Five nevertheless ceased holding meetings after April 29, 2013. Chai explained, "we felt that there was no reason for us to continue with the Session because even if we will continue with the Session, it would not be effective at all." Although some of the resolutions Plaintiffs' Five had passed were implemented, Um testified that they stopped holding meetings because "we realized that we were removed by the Session. So there was no need to hold our Session meetings." He added, "[i]t was not necessary to . . . hold our meeting, just sitting there like a puppet. . . ."

4. December 9, 2012 Congregational Election

At the annual congregational meeting held December 9, 2012, defendants Hahn and S.H. Lee were on the ballot to be reinstated as active elders. S.H. Lee had become inactive when his previous three-year term concluded on December 31, 2011. Hahn had last served on the Session several years earlier; he was one of the 11 elders who signed the resignation document at the October 12, 2006 meeting. Pastor Park testified that neither S.H. Lee nor Hahn sought permission from the Session to be placed on the December 2012 ballot. He further testified that the Session did not resolve or approve the inclusion of either S.H. Lee or Hahn on the ballot. According to him, no such resolution was necessary. "[O]ur constitution says that if you are once elected an elder, you serve three years, and you rest automatic one-year sabbatical. And then your name automatically goes up for reelection in the following year after the sabbatical." Pastor Park did not know anything about Hahn's conduct in 2006 because it predated his own tenure at OMC.

Defendants Pastor Park, Pastor Kim, and An, and non-party Jung were listed as the 2013 Session members in the program for the December 9, 2012 annual congregational meeting. Plaintiffs' Five were not so listed. Y.S. Lee was identified as an "elder emeritus."

5. Subsequent Events

Plaintiffs' Five were not included among the 2014 Session members identified in the program for the December 1, 2013 annual congregational meeting.

On December 10, 2013, the *Park I* trial court ruled that Pastors Park and Kim never were properly terminated. On January 16, 2014, after completing the second, unreported phase of the bench trial, the *Park I* trial court entered minutes noting that the parties stipulated that "[Y.S.] Lee, Jung, and An were session members at the time of the filing of this instant action," September 12, 2012. The next day, January 17, 2014, Plaintiffs' Five sent Pastor Park an email identifying themselves as "we the Session members" and informing him, "(We) wish you to hold the Session together with us. We will be waiting for a message of calling the Session."

Pastor Park testified that he believed Plaintiffs' Five belonged to the Session as of January 17, 2014. However, he did not respond to their email. He explained, "they have every right to come to the Session meeting. I didn't have to respond to this email for them to come."

In December 2014, the congregation held its annual meeting. Defendant Koo was elected to become an elder. He testified that his three-year term "started in 2015" and was slated to last until 2017.

B. Analysis

1. Individual Plaintiffs

a. Session Exclusion and Credits

In their fourth cause of action, plaintiffs alleged that defendants “prevented” them from serving as Session members “by completely excluding said plaintiffs from all Session meetings.” They sought an order “directing Defendants to include” them—and Choi and S.R. Lee—“in all Session meetings” and requiring defendants to allow them to “serve out their duties as Session members.” They also requested “credit . . . for any time lost as a direct result of defendants’ wrongful acts of removing” them from the Session. The trial court denied the requested relief, finding that “Plaintiffs failed to present sufficient evidence to meet their burden to show that Plaintiffs are entitled to additional time to serve on the Session (past the expiration of their terms as Session members) because of any wrongful removal or exclusion from their positions as Session members. There was no evidence that Defendants prevented or blocked Plaintiffs from attending any Session meetings.”

Appellants now contend that they must be given the requested credits because “any and all acts conducted by [Defendants’ Five] must be declared void because no quorum was ever present at any of [*sic*] purported Session meetings after June 6, 2012,” and because “there is undisputed evidence” that Defendants’ Five took “complete control of the management and finance [*sic*] of OMC and made all decisions on behalf of the church.” We disagree.

The OMC constitution does not mention credits or anything akin to them; credits were a judicially created remedy employed in the Kang Action to restore the plaintiffs in that action to the

status quo that existed prior to Pastor Kang's disbandment of the Session. There accordingly is no constitutional basis for the credits, only a precedential one. Appellants have not shown that the precedent should be applied here.

The evidence at trial showed that appellants refused to attend meetings held by Defendants' Five, a point which appellants acknowledge in their reply brief. Indeed, H.H. Lee testified that "[s]ince I didn't go [to the meetings], there was no reason for me to be prevented from attending." The trial court did not err in concluding that appellants' refusal to attend any meetings held by defendants was not tantamount to their wrongful exclusion from those meetings. The trial court that issued credits in the Kang Action did so because the Session was entirely dissolved, not because the credit recipients chose not to attend meetings. Moreover, appellants' assertions that Defendants' Five took "complete control" of the church and its finances is contradicted by evidence that Plaintiffs' Five held meetings as the Session and could and did take actions such as closing the church, using church funds to hire security guards, postponing church-related events, and addressing issues regarding an OMC-owned apartment building. The trial court was entitled to conclude from all of this evidence that appellants were not excluded from participating in church business after the June 6, 2012 schism and were not entitled to credits.

b. Individual Plaintiffs' Terms

In their fifth cause of action, plaintiffs alleged "there exists controversy as to the membership of the Session from June 2012 to present" and requested that the trial court "make an order declaring who were and are the Session members from June 2012 to the present" and further "determine any and all credit due to

all Session members from June 2012 to present.” As discussed above, the trial court properly found that individual plaintiffs were not entitled to any credit. It further found that Chai’s Session term ended in March 2012 and that Um’s and H.H. Lee’s ended in April 2014.

Appellants do not challenge the findings regarding the end dates of their Session terms in their opening brief. In their reply brief, in response to defendants’ contentions that the findings should be affirmed, appellants argue that the findings must be reversed because they are not supported by the evidence. Appellants assert—again, in their reply brief—that there was “undisputed and uncontroverted testimony evidence from plaintiffs and Rev Park. [sic] who testified that the term for CHAI would have ended in December 2012, and the terms for HH LEE, SR LEE, CHOI and UM would have ended on December 31, 2014.”¹² They contend that the trial court’s findings concerning the lengths of Chai’s, Um’s, and H.H. Lee’s terms are “not

¹² We note that appellants make a similar assertion regarding the Session terms of Um, H.H. Lee, Choi, and S.R. Lee in two substantially identical sentences of their opening brief but do so under the argument headings, “All Acts of Defendants Carried Out On Behalf Of OMC From January 1, 2013 to December 31, 2014 Must Be Declared Void (Third Cause of Action)” and “Plaintiffs CHAI, HH Lee and UM Must Be Given Credit And Be Reinstated To The Session (Fourth Cause of Action).” Plaintiffs’ third cause of action, “ULTRA VIRES ACTS Under Corporations Code 9141(a) Against All Defendants,” did not concern plaintiffs’ Session terms, and their fourth cause of action, “Wrongful Removal or Exclusion From Office Against All Defendants,” did not concern the “natural” end dates of their terms. Appellants also include a paragraph regarding their Session terms in the facts section of their opening brief.

supported by any evidence and must be reversed with instruction to enter a judgment according to the undisputed evidence.”

Appellants did not properly advance these contentions in their opening brief. None of their argument headings or substantive arguments concerned their fifth cause of action or the calculation of individual plaintiffs’ Session terms. Nor did appellants contend that the trial court’s calculation of their terms was unsupported by substantial evidence.

“[A] judgment or order of the lower court is presumed correct . . . and error must be affirmatively shown. This is not only a general principle of appellate practice but an ingredient of the constitutional doctrine of reversible error.” (*Denham v. Superior Court* (1970) 2 Cal.3d 557, 564.) Therefore, “[o]n appeal we need address only the points adequately raised by plaintiff in his opening brief on appeal.” (*Tellez v. Rich Voss Trucking, Inc.* (2015) 240 Cal.App.4th 1052, 1066.) Indeed, the longstanding general rule “is that points raised in the reply brief for the first time will not be considered, unless good reason is shown for the failure to present them before.” (9 Witkin, Cal. Procedure (5th Ed. 2008) Appeal, § 723, p. 790; see *Hibernia Sav. and Loan Soc. v. Farnham* (1908) 153 Cal. 578, 584.) Appellants have not proffered any reason for their delay here. We accordingly consider their arguments pertaining to their terms on the Session to be forfeited, and affirm the trial court’s findings that Chai’s term ended in March 2012 and Um’s and H.H. Lee’s ended in April 2014.

2. Non-Pastor Defendants¹³

a. An

In their sixth cause of action, plaintiffs asked the trial court to declare that An's three-year Session term, which was interrupted by both the Kang and Excommunication Actions, ended on October 31, 2012. At trial, their counsel orally stated that he was "seeking to establish" that An's term ended on December 31, 2012, but made no motion to conform the first amended complaint to proof adduced at trial. The trial court found that An "was a member of the Session as of the initiation of Plaintiffs' lawsuit in that case [*Park I*], September 12, 2012," and that An "is no longer a member of the Session." The trial court further found that plaintiffs "failed to present sufficient evidence for this Court to make the requested declaration that Defendant An's term ended on October 31, 2012." It explained, "The Court was presented only with evidence of the judgment from [*Park I*], which held that Defendant An was a rightful member of the Session as of the initiation of [*Park I*], September 12, 2012. [Citations.] It is also undisputed that Defendant An is no longer a member of the Session. However, there was insufficient evidence presented at trial to make any other determination as to Defendant An's term of service on the Session." Thus, the court made no affirmative finding as to the precise end date for An's term.

In their opening brief, appellants acknowledge that "[t]he only certainty in connection with AN's Session membership is

¹³ We need not and do not discuss Pastor Park and Pastor Kim here. Appellants do not dispute that Pastor Park was a member of the Session at all relevant times, and we already have addressed their sole contention regarding Pastor Kim.

that the parties had stipulated that AN was a Session member as of September 12, 2012.” They argue, however, that “the only logical and plausible conclusion” to be drawn from the judgments in the Kang and Excommunication Actions is that An’s term ended on December 31, 2012 “at the latest.” They also contend that “there is absolutely no inference that can be drawn from the undisputed evidence that could remotely support the trial court’s conclusion.” We agree with the trial court that the record was devoid of evidence enabling it to grant the declaration that plaintiffs requested, that An’s term on the Session ended on October 31, 2012. We accordingly affirm its ruling.

The evidence relating to An was very truncated because he was one of the last witnesses called in the time-limited trial. As appellants recognize, the evidence is undisputed that An (and Jung and Y.S. Lee) belonged to the Session on September 12, 2012. The record is also clear that the trial court in the Excommunication Action did not give An any time credits to “compensate” him for the disruption of his Session term during that action. However, there is no evidence from which the trial court reasonably could have concluded that An’s term ended on October 31, 2012. As appellants point out, several witnesses testified that the custom and practice at OMC was to allow Session members whose terms ended in the middle of a year to continue to serve through December of that year. There was no evidence suggesting that any elder’s term should have ended on October 31, 2012. The trial court did not err in finding plaintiffs failed to carry their burden on that point. Nor did it err in declining to make a declaration as to the precise end date of An’s term. Plaintiffs requested a declaration as to a specific date but did not present evidence supporting such a declaration, nor did

they seek to amend their operative complaint to seek an alternative declaration that An's term ended on December 31, 2012. We do not make such a declaration in the first instance.

b. S.H. Lee

In their second cause of action, plaintiffs alleged that the December 9, 2012 congregational election during which S.H. Lee and Hahn were re-elected as active elders was invalid because the Session did not issue a proper resolution nominating either defendant for election. In their third cause of action, plaintiffs similarly alleged that defendants lacked a quorum to pass resolutions to nominate S.H. Lee (and Hahn and Koo) to the Session, hold elections effecting those nominations, appoint those individuals to the Session, and allow them to participate as members. Plaintiffs asked the court to "declare that the purported nomination, election, and appointments of defendants SH LEE, HAN, and KOO to the Session be declared void and invalid," and void those acts and others undertaken by defendants as the putative Session.

The trial court determined that the December 9, 2012 election was "not void and invalid." It found that "there was no evidence that Defendants did or did not pass resolutions to nominate S.[H.] Lee and Hahn to the Session or to hold their elections at the December 9, 2012 annual congregational meeting." It further found that plaintiffs "failed to present sufficient evidence to meet their burden to show that there was a violation of the OMC Constitution with this election. Article 54 of the OMC Constitution states that a "vote for reinstatement to active duty shall require a resolution approved by a 2/3 or greater majority" at the annual congregational meeting. [Citation.] The OMC Constitution is silent on any necessary pre-approval of the

Session to re-elect an inactive elder. Article 72 merely discusses the resolutions by the congregational meeting and has no application to the issue at hand.” The trial court also stated that it credited S.H. Lee’s testimony that “following a period of inactive status, the congregation has the opportunity to vote to reinstate that elder onto the Session” over Noh’s testimony that a Session resolution was necessary. The trial court found that Noh lacked direct knowledge and his testimony was “biased, not credible, and lacking in foundation.”

Appellants dispute these findings and contend that, as to S.H. Lee, “the issue is whether OMC Constitution requires a resolution passed by the Session for [S.H. Lee] to be reinstated to the Session.” They argue that the trial court’s conclusion that the OMC constitution is silent on this point was erroneous, because it “failed to consider OMC Constitution as a whole and construe the language in the context.” Despite arguing at trial that Articles 54 and 72 of the constitution were the only relevant provisions, appellants now contend that Articles 51, 54, 57, 71, and 72 all are relevant to the issue and, taken together, compel the conclusion that “the Session must first determine if such an inactive elder is eligible to be reinstated to the Session.”

The issue here stems from an ambiguity in Article 54, which provides: “Following a period of inactive status, the vote for reinstatement to active duty *shall require a resolution approved by a 2/3 or greater majority.*” While this provision makes clear that reinstatement to the Session requires both a resolution and a vote, it does not clarify which church body or bodies are responsible for taking those actions. The parties agree that the congregational meeting is the body tasked with approving the resolution by a 2/3 majority; the dispute concerns

which body must make the required resolution. Appellants contend the Session must make the resolution. They rely heavily on Article 72, which the trial court ruled was not relevant.

Article 72, entitled “Resolutions by the Congregational Meeting,” states: “1. Matters delegated by the Session. [¶] 2. Approval of the budget and closing of the books. Exception: When the draft of the budget requires substantial revision, it can still be ratified pending modification of the budget by the Officers’ Meeting. [¶] 3. Election of Members of the Officers’ Meeting. [¶] 4. Other important matters requiring a resolution of and by the Congregational Meeting.” Appellants contend, without citation to the record, that these four items are the only topics on which the congregational meeting may issue a resolution; they claim that “any resolution to be voted at congregational meetings are [sic] decided by the Session unless the topic is of specific matter enumerated in Article 72.” Even if that assertion were correct, there would still be an open question due to the expansive nature of the fourth item listed in Article 72: “Other important matters requiring a resolution of and by the Congregational Meeting.” The trial court reasonably could infer that expansive language could include a resolution relating to the reinstatement of inactive elders; no effort was made at trial to clarify its scope.

The other provisions cited by appellants do not squarely resolve the question either. Article 51 provides that the initial “selection” or “appointment” of an elder “shall be by a resolution of the Session, and the candidate shall be approved by a vote of 2/3 or more of the Congregational Meeting.” Article 57, which addresses reinstatement of an elder “after formerly resigning,” gives the Session an active, gatekeeping role in that process and further requires individuals seeking reinstatement after

resignation to comply with the strictures of Article 51. Article 71 provides that “Notice for a congregational meeting shall be given following a resolution by the Session to such effect and announced in the name of the Moderator of the Session, to include the date, location, and agenda items, at least one week in advance to the church.”

Notably, all three of those provisions explicitly state that the resolutions they require must be made by the Session. Rather than infer from this that the drafters of the OMC constitution knew how to specify when a Session resolution was required, and did not so intend here, appellants argue that “the only logical conclusion that can be drawn from reading of the OMC Constitution as a whole is that the Session must first determine if such an inactive elder is eligible to be reinstated to the Session,” and “[t]his determination can be made only by the Session and at a Session meeting through a resolution passed by the Session.” The trial court concluded otherwise, and we find no error in that determination, given the evidence at trial. The trial court had before it all of these provisions from the OMC constitution, from which it could conclude that the Session was not the body responsible for making the requisite resolution. Pastor Park also testified an inactive elder’s “name automatically goes up for reelection in the following year after the sabbatical,” without any action by the Session. Noh offered testimony to the contrary, but the trial court found that he lacked direct knowledge and was not credible. Appellants have not demonstrated that their evidence left “no room” for the court’s determination that S.H. Lee’s election to the Session was valid; we accordingly affirm its ruling. (*Shaw v. County of Santa Cruz*, *supra*, 170 Cal.App.4th at p. 279.) Because we conclude the trial

court did not err in finding no Session resolution was necessary, we need not consider whether the Session had a quorum at the time of S.H. Lee's election.

c. Hahn

In their seventh cause of action, plaintiffs sought a declaration that Hahn was not a valid Session member. In addition to alleging in their second cause of action that his December 9, 2012 election, like that of S.H. Lee, was invalid, plaintiffs alleged that Hahn was not eligible for re-election to the Session because he did not comply with the requirements the OMC constitution placed upon active elders who previously resigned.

As discussed above, the trial court concluded that plaintiffs "failed to present sufficient evidence to meet their burden to show that there was a violation of the OMC Constitution" rendering the December 9, 2012 election invalid. The trial court additionally concluded that plaintiffs "failed to present sufficient evidence to prove that Hahn resigned from the Session and that he did not continue serving on the Session until he went inactive, as he testified at trial."

Appellants now argue that the court's rulings were contrary to the evidence. They contend "[t]here is no conflict in the evidence that HAHN resigned from the Session in October 2006," and that he "did not petition the Session for reinstatement," "submit letters of recommendations," or obtain approval of a 2/3 majority of the Session before the election, all of which are required before a resigned elder may be reinstated. We agree.

In the Kang Action ruling admitted into evidence, the trial court expressly found that the 11 elders who signed a piece of

paper at an October 12, 2006 Session meeting resigned, effective immediately. The Kang Action trial court found that the OMC constitution provided for voluntary resignation by elders but was silent regarding the process by which such resignations could occur. It therefore looked to the Corporations Code, which provides in section 9224, subdivision (c) that resignation is “effective upon giving written notice to . . . the board of directors,” unless the corporation’s bylaws provide otherwise.

Neither the OMC constitution nor Corporations Code section 9224, subdivision (c) has been revised since the Kang Action. The OMC constitution is still silent on when resignations are effective, and the Corporations Code still provides that, by default, they are effective upon tender. Accordingly, the Kang Action trial court’s ruling that, as a matter of law, the 11 elders resigned upon signing their names and decamping from the October 12, 2006 meeting remains equally true today. Appellants rightly point out that there is no dispute that Hahn was among the elders who signed the paper. Indeed, Hahn testified that, “If you consider that paper as a resignation, my answer would be yes,” he did resign in October 2006. Both Hahn and Pastor Park testified that Hahn did not petition for reinstatement.

The trial court’s statement of decision did not acknowledge the Kang Action ruling, the OMC constitution, or the Corporations Code. It instead cited only Hahn’s testimony that he did not personally believe his conduct in 2006 constituted a resignation. A lay witness’s opinion testimony about the legal effect of his undisputed conduct is not the sort of substantial evidence that alone can support a factual finding or legal conclusion. “For evidence to be substantial, it must be of ponderable legal significance, reasonable, credible, and of solid

value.” (*Jorge v. Culinary Institute of America* (2016) 3 Cal.App.5th 382, 396.) A lay witness’s opinion “has no probative value absent a showing that the opinion is based on fact”; his or her “personal beliefs or concerns are not evidence.” (*McRae v. Department of Corrections and Rehabilitation* (2006) 142 Cal.App.4th 377, 394-395, 396.) Unsupported speculation is not evidence, let alone substantial evidence. (*People v. Waidla* (2000) 22 Cal.4th 690, 735.)

The trial court’s ruling that plaintiffs “failed to present sufficient evidence to prove that Hahn resigned from the Session” rests solely on Hahn’s insubstantial testimony. It therefore is not supported by substantial evidence and must be reversed. Plaintiffs’ evidence—the Kang Action ruling—that Hahn resigned and therefore was subject to reinstatement procedures he did not comply with was “(1) ‘uncontradicted and unimpeached’ and (2) ‘of such a character and weight as to leave no room for a judicial determination that it was insufficient to support a finding.’ [Citation.]” (*Shaw, supra*, 170 Cal.App.4th at p. 279.) We accordingly reverse the judgment on the seventh cause of action. We need not address the issue of quorum in connection with Hahn, as his election was invalid regardless of whether the Session had a quorum.

d. Koo

Koo was elected to become an elder at the December 4, 2014 annual congregational meeting. Plaintiffs alleged his election was invalid because a quorum of the Session did not properly nominate him for the congregational vote. In their request for a statement of decision, plaintiffs included among their “principal controverted issues” who the valid Session members were and whether the “required ‘quorum’” was present

at any Session meetings from June 6, 2012 to December 31, 2012; January 1, 2013 to December 31, 2013; and January 1, 2014 to December 31, 2014. Plaintiffs later objected to defendants' proposed statement of decision on the grounds that it did not resolve "the controverted issue of whether the 'quorum' was present at any of Defendants' purported Session meetings to legally nominate KOO as a candidate to become a Session member," and was "ambiguous and inconsistent with the evidence presented at trial."

The trial court's statement of decision, which adopted defendants' proposed statement of decision in full, found "there was no evidence presented to support a lack of quorum for any given Session meeting." It further found that "Plaintiffs' terms on the Session had concluded by this time in December 2014. . . . The members of the Session as of December 4, 2014 were (1) Pastor Park, (2) Pastor Kim, (3) S.[H.] Lee, and (4) Hahn. Defendants did not lack quorum to conduct Session meetings at this time. Plaintiffs have failed to show that there was any impropriety with the election of Koo to the Session."

Appellants now contend that the trial court's "failure to make specific findings as to how quorum was met by defendants is a reversible error." They further assert that Defendants' Five lacked a quorum from June 6, 2012 through December 31, 2014, such that all actions they may have taken as the Session during that time—including nominating Koo to the Session—must be declared void.

Plaintiffs submitted a list of 65 "principal controverted issues," at least 14 of which mentioned quorum, for the court's resolution. The court was not obligated to explicitly address all 65 points in its statement of decision solely because plaintiffs

identified them as principal and controverted. “In rendering a statement of decision under Code of Civil Procedure section 632, a trial court is required only to state ultimate rather than evidentiary facts; only when it fails to make findings on a material issue which would fairly disclose the trial court’s determination would reversible error result. [Citations.] Even then, if the judgment is otherwise supported, the omission to make such findings is harmless error unless the evidence is sufficient to sustain a finding in the complaining party’s favor which would have the effect of countervailing or destroying other findings. [Citation.] A failure to find on an immaterial issue is not error. [Citation.] The trial court need not discuss each question listed in a party’s request; all that is required is an explanation of the factual and legal basis for the court’s decision regarding the principal controverted issues at trial as are listed in the request. [Citation.]” (*Hellman v. La Cumbre Golf & Country Club* (1992) 6 Cal.App.4th 1224, 1230.) “[T]he term ‘ultimate fact’ generally refers to a core fact, such as an essential element of a claim. [Citations.] Ultimate facts are distinguished from evidentiary facts and from legal conclusions.” (*Central Valley General Hospital v. Smith* (2008) 162 Cal.App.4th 501, 513.)

Even if the issue of quorum were considered to be an “ultimate fact,” appellants have not demonstrated that the court’s omission of more detailed or favorable findings amounts to reversible error. To do so, they would have to show that “the evidence is sufficient to sustain a finding in the complaining party’s favor which would have the effect of countervailing or destroying other findings.” (*Hellman v. La Cumbre Golf & Country Club, supra*, 6 Cal.App.4th at 1230.) Appellants do not

make that showing. The trial court found that “there was no evidence presented to support a lack of quorum for any given Session meeting.” Indeed, the only evidence in the record establishing that any meetings occurred in 2014 are church bulletins proffered by defendants. Appellants have not pointed to any evidence documenting “any given Session meeting” held during 2014, let alone who attended those meetings or what business was conducted.

The trial court also found—and appellants did not properly challenge—that Chai’s, Um’s, and H.H. Lee’s Session terms expired by April 2014. Thus, by the time Koo was nominated to become a member of the Session, appellants could not be counted toward the quorum calculation. Appellants have not pointed to any evidence showing who *could* be counted. For instance, they do not point to evidence that Choi or S.R. Lee remained on the Session at that time, or evidence undermining the trial court’s findings that Pastor Park, Pastor Kim, and S.H. Lee were valid Session members. (As discussed above, we agree with appellants that the evidence does not support the trial court’s conclusion that Hahn was a valid Session member at this time.) Instead, they simply assert, “The evidence in this action undoubtedly established that quorum was never present at any of defendants’ purported meetings. Any resolution passed by defendants must be declared void. Consequently, any resolution passed by defendants to nominate KOO as a candidate to become an Active Elder must be declared void.” These assertions are insufficient to carry appellants’ burden of demonstrating reversible error on appeal.

DISPOSITION

We reverse the trial court's judgment on the seventh cause of action, concerning Hahn's 2012 re-election to the Session. The judgment is otherwise affirmed. The parties are to bear their own costs.

NOT TO BE PUBLISHED IN THE OFFICIAL REPORTS

COLLINS, J.

We concur:

EPSTEIN, P. J.

WILLHITE, J.