

SANTA CLARA FIRST BAPTIST CHURCH

BYLAWS - 9/7/2013

Section 1 - Name and Offices

This Church was incorporated under the laws of the State of California on November 14, 1952 as SANTA CLARA FIRST BAPTIST CHURCH of Santa Clara, California. The principal offices of the Church are located at 3111 Benton Street, Santa Clara, CA, 95051, Santa Clara County in the state of California. The Church may also have offices at such other places as the Board of Deacons, hereafter referred to as "the Board" may from time to time appoint or the business of the Church requires.

See the Articles of Incorporation and Section 18 herein for further detail on the Church's incorporation as a 501(c)(3) corporation in California.

Section 2 – Authority and Faith

The Church shall be committed to the historic orthodoxy of Christian faith. This faith includes the full and final authority of the Bible, the doctrine of the Trinity, the deity of Jesus Christ, the substitutionary and sacrificial nature of Jesus Christ's life, death and resurrection, and the gospel of salvation by grace through faith in Christ alone. This faith affirms the dignity of all human life and the need of every person to experience forgiveness of sin through a new birth into the family of God.

Section 3 – Mission of the Church

The Mission of Santa Clara First Baptist Church is to make disciples of Jesus Christ who love God, obey God, serve God and help others become followers of Jesus.

- Our church's highest priority is sharing the gospel and bringing unbelieving people into a relationship with Jesus.
- We will seek to grow in numbers and in our understanding and practice of the Christian faith. We will reach people in the community, welcome them into the body of Christ, and provide environments and opportunities which promote Christian growth and a personal relationship with Jesus Christ.
- We will equip and send out believers for service by helping them discover and use their God-given gifts, talents, experiences and abilities in the ministries of our church family, and in caring for the needs of those in our wider community.

Section 4 – Association Community

The Church is a voluntary, cooperating member of the Growing Healthy Churches (GHC) and of the American Baptist Churches in the USA (ABC-USA) or their successors. As such this Church shall participate in training and support programs, support American Baptist missions, and help promote its regional ministry. This membership shall be a voluntary, covenant relationship among likeminded congregations that remain legally autonomous while interdependent in mission.

Section 5 - Organizational Structure

It is the purpose of these Bylaws to provide a stable and effective organizational structure to aid this Church in accomplishing its mission. The sections that follow specify a model that keeps the roles of Senior Pastor, Board, Staff, and Congregation distinct and effective for church health, church growth, and church multiplication. These Bylaws shall be reviewed annually by the Board for any changes. Members may submit proposed changes to the Bylaws to the Board for consideration, by submitting a petition signed by 25% of the members.

- 1) The role of the Congregation is to serve as the primary ministers of the Church.
- 2) The role of the Board is to govern by establishing the policy expressed in the *Guiding Principles* document. This document establishes the Ministry Objectives of the church, governs the Senior Pastor's leadership, and articulates the roles and responsibilities of the church's leaders, including the Board.
- 3) The role of the Senior Pastor is to lead the Church to accomplish its mission.
- 4) The role of the Staff is to manage the ministries of the Church, directed by the Senior Pastor. The term "Staff" shall apply to those so designated by the Senior Pastor for this management purpose, whether they are unpaid, part-time, or full-time with regard to compensation.

Section 6 – Congregational Membership

The Congregation of the Church for purposes of these Bylaws shall consist of people who have experienced believer's baptism, are at least 14 years of age, and who agree to the following covenant:

- 1) They maintain the unity of the Church
 - by acting in love toward other members
 - by refusing to gossip
 - by supporting the leadership
- 2) They facilitate the growth of the Church

- by praying for its growth
 - by inviting the unchurched to attend
 - by warmly welcoming those who visit
- 3) They serve the ministry of the Church
 - by discovering their gifts and talents
 - by being equipped to serve by the pastors
 - by developing a servant's heart that is "Here to Serve"
 - 4) They support the testimony of the Church
 - by attending regularly
 - by living a Godly life
 - by giving regularly

The Senior Pastor shall provide and publicize a process, subject to Board approval, for the recruiting, receiving, and removing of Church Members in accordance with the Guiding Principles. This process shall grant the Board, acting as a whole, the responsibility of accepting and removing members from the church rolls.

Section 7 - Dissolution of Congregational Membership

Dissolution of membership may occur via any of the following methods:

- 1) By Letter: A member may be transferred to the fellowship of another church by a letter of recommendation.
- 2) By Request: A member will be dismissed upon his or her personal request.
- 3) By Death.
- 4) By Violation of the Membership Covenant as stated in Section 6. This process shall be in accordance with the procedures listed in Matthew 18:15-17.

Section 8 - Congregational Role

The primary role of the Members shall be to serve as the ministers of the Church: reaching out to unchurched people first and also caring for the needs of one another within the Church. The following decisions of the Church shall require the approval of the Congregation by the following percentages of those Members present and voting:

- 1) Calling or dismissing the Senior Pastor (80%)
- 2) Amending the Articles of Incorporation or the Bylaws (67%)
- 3) Electing Church Board members (50%)
- 4) Ratifying the annual budget (50%)
- 5) Purchasing or selling church-owned real properties (67%)
- 6) Dissolving the corporation (67%)

The Congregation shall be given at least two Sunday's notice of any vote by announcement at regular services and by any other means reasonably expected to provide notice. A vote may be taken either in a meeting or else by written or electronic means. If taken in a meeting, votes may be cast by verbal, written, or visual sign. If there is no meeting and votes are collected by written or electronic means, the "presence" of the Members shall be defined as the direct receipt of their vote within a time period set by the Board, but not shorter than twenty-four hours nor longer than seven days.

The presence of fifteen percent of the current Members shall constitute a quorum. Members younger than 18 do not count toward establishing a quorum and are not permitted to vote, though their input is welcome and valued for discussion of issues before the congregation.

No abstentions or votes by proxy shall be counted. The Senior Pastor or the Board may also bring to the Members decisions not listed above for a nonbinding vote or a less formal expression of support, as they deem appropriate.

At the annual meeting, which shall be held in November, the church shall elect the Board, approve the budget for the coming year and conduct other business as deemed appropriate. Other meetings of the congregation may be called by the Senior Pastor or the Board when needed.

Special business meetings may also be called by a petition of 15 percent of the membership. The Chair, upon receipt of a valid request, shall convene a congregational meeting within 45 days. Only business for which the meeting has been called may be acted upon.

The Chair will moderate all congregational meetings.

Section 9 - Church Board Selection

The Board shall consist of seven members, including the Senior Pastor, who shall

be the only Staff person on the Board. Other than the Senior Pastor, the Board shall be Church Members selected for two-year terms by the following process:

- The Board, or a committee formed by the Board, will nominate candidates to fill open Board positions.
- Any member of the Church may submit a signed letter to recommend a potential Board candidate of good character and commitment to the mission of the Church, with the agreement of the potential candidate.
- Potential Board candidates must successfully complete a training course taught by the Senior Pastor covering the mission, vision, and structure of the Church.
- The Senior Pastor shall have the responsibility and authority to remove a *potential candidate from consideration for cause without divulging personal/confidential information.*
- Potential Board candidates must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.
- The Board shall present to the Congregation for its approval a slate of candidates at the annual congregational meeting in November.
- The members will be asked to elect three board members each year (more if required due to a Board Member stepping down).

Each Board Member may serve a maximum of two consecutive two-year terms.

The term of a Board Member may be vacated by resignation, by removal as a Church Member, or by action of the Board. The remainder of a vacated term shall be filled by recommendation of the Senior Pastor and approval of the Board until the next annual congregational meeting.

Immediate family members of the Senior Pastor, of the Staff, or of any other Board Member shall not serve on the Board. Immediate family members include spouses, parents, children and siblings.

A member who has completed two consecutive two-year terms is not eligible to serve again until they have been off the board for a minimum of three years. A partial term of more than one year is considered to be a full term.

Section 10 - Church Board Role

The primary role of the Board shall be to hold accountable, and provide support for, the Senior Pastor by maintaining concise Guiding Principles in three categories:

- 1) Mission Principles shall define for the Senior Pastor what ends the Church exists to achieve.
- 2) Boundary Principles shall define for the Senior Pastor what means may not be used in pursuit of achieving those ends.
- 3) Accountability Principles shall define for the Chair how the Board is to establish the Guiding Principles and to monitor the Senior Pastor's compliance with them.

The Board shall determine the compensation of the Senior Pastor based on achieving the mission principles and respecting the boundary principles. The Board shall influence all other operating and financial decisions through written policy in the Guiding Principles. The Board shall leave the leadership of the Church to the Senior Pastor and shall leave all management of the Church to the Staff under the direction of the Senior Pastor. Board members shall not receive any compensation for their services as Board members. Notwithstanding the foregoing, nothing contained herein shall be construed to preclude any Board member from receiving compensation for services to the Church in any capacity other than that of a Board member.

Section 11 – Church Board Meetings

Action of the Board shall be by simple majority of all Board members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, described in Section 8 of these Bylaws, or as required by state law. A minimum of four members shall constitute a quorum. The quorum must include the Senior Pastor or, in extenuating circumstances, his/her designee..

Board meetings shall be held no less than quarterly and at other special times as needed when called by the Senior Pastor or the Chair. All Board members shall be sent at least 24 hours' notice of every meeting by electronic, verbal, or written means.

The annual meeting of the Board shall be held during the month of January each year, at such time and place as the Chair of the Board in his/her sole discretion shall select. Officers shall be elected by the Board annually.

In addition, the Board may transact such other business as may properly be brought before the meeting.

Each member of the Board is entitled to one vote.

Section 12 – Church Board Officers

Each year the Board shall appoint a Chair and a Secretary. To fulfill state law, the Chair of the Board shall routinely be designated as the President of the corporation and the Board Secretary shall routinely be designated as the Secretary and Chief Financial Officer (“CFO”) of the corporation. These name designations shall in no way alter the functioning of the Board as defined in these Bylaws.

The Chair shall enforce the Accountability Principles from the Guiding Principles document and shall lead the Board meetings. The Secretary/CFO shall maintain and distribute the current edition of the Guiding Principles and other Board documents. Any member on the Board may sign legal documents on behalf of the corporation if so directed by the Senior Pastor in compliance with the Guiding Principles established by the Board and subject to congregational approval when required by Section 8 of these Bylaws.

The Board may appoint other officers or teams from time to time as is deemed necessary by the Board and/or the Senior Pastor.

The term of office of any appointed Officer shall be one year. The term of an Officer may be vacated by resignation, by removal as a Church Member, or by action of the Board. The remainder of a vacated term shall be filled by recommendation of the Senior Pastor and approval of the Board.

Section 13 – Senior Pastor Call and Dismissal

In the event of a vacancy in the position of Senior Pastor, the Chair shall invite GHC to coach the Board in the process of finding and calling a new Senior Pastor who has demonstrated the ability to be able to lead this Church to the next level of effectiveness in the achievement of its mission. The Board, with GHC coaching, shall select a Search Team consisting of seven members.

The Board may hire an Interim Pastor, in consultation with GHC, to fulfill the role of the Senior Pastor until a permanent Senior Pastor is in place.

Calling a new Senior Pastor shall require a vote by the Board to propose the candidate, nonbinding consultation by GHC with the Board and Congregation, and approval by the Congregation to call the candidate.

Dismissing a Senior Pastor shall require a vote by the Board to propose the action, nonbinding consultation by GHC with the Board and Congregation, and final

approval by the Congregation. When a Senior Pastor is dismissed or resigns, the Board shall provide a severance package in nonbinding consultation with GHC based on the outgoing Senior Pastor's past service, reason for leaving, and cooperative spirit. The severance package shall not continue for less than one month or more than nine months, unless the dismissal/resignation is for legal or immoral reasons. In the case of retirement or death, a parting gift comparable to the severance package shall be given to the Senior Pastor or the Senior Pastor's family.

Section 14 – Senior Pastor Role

The role of the Senior Pastor is to lead the Church to accomplish its mission. The Senior Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Senior Pastor shall lead the Board by guiding its discussion of mission and boundary principles. The Senior Pastor shall lead the Staff by directing them in their management of all Church operations and ministries. With regard to compensation based on performance, the Senior Pastor shall be accountable to the Board. The Senior Pastor shall hire, direct, set compensation, and dismiss any and all Church Staff in compliance with the Guiding Principles established by the Board.

Section 15 – Church Staff Role

Staff shall manage their assigned area of Church operation. All Staff will be hired or appointed by the Senior Pastor whether unpaid, part-time, or full-time with regard to compensation.

Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Senior Pastor, who must answer to the Board for the effectiveness of the Staff.

Section 16 – Statement of Faith Concerning Marriage

With regard to marriage this church affirms that marriage has been instituted and established by God as the exclusive covenantal union of one man and one woman in a life-long commitment. A civil government's sanction of a union will be recognized, and may be performed, as a legitimate marriage by the church only to the extent that it is consistent with the definition of marriage affirmed above.

Section 17 - Amendments to the Bylaws or the Articles of Incorporation

The Bylaws or the Articles of Incorporation may be amended in whole or in part if the following requirements are met:

- 1) The amendment is proposed by the Senior Pastor, the Church Board, or a petition signed by 25% of the Members of the Congregation.
- 2) The Congregation is given at least two weeks' notice of the vote by announcement at regular services and by electronic or postal mail.
- 3) This meeting must be held within 45 days of its proposal.
- 4) GHC is given the opportunity to offer its nonbinding recommendation to the Congregation in person or in writing.
- 5) The Congregation votes to approve the amendment in accordance with normal voting procedures described in Section 8 of these Bylaws.

Section 18 – Incorporation as a 501(c)(3) Corporation

- 1) This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.
- 2) This corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code section 501(c)(3) (or the corresponding section of any future federal Internal Revenue law). Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2).
- 3) This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.
- 4) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons. Except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
- 5) Upon the dissolution of this corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed by vote of the congregation to other Christian organizations organized and operated exclusively for like faith, mission and purpose and that are tax exempt under Internal Revenue Code Section 501(c)(3). Such

distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 19 – Limited Liability

- 1) Santa Clara First Baptist Church shall indemnify any Board Member, employee or agent of this Corporation for liability incurred by such person in the appropriate exercise of his or her duties with respect to the corporation pursuant to Section 5238 of the California Corporation Code or any successor statute.
- 2) The Board shall adopt a policy in the Guiding Principles authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent against such liability under the provisions of state law.

Section 20 – Rules of Procedure

All church business meetings shall be conducted according to the rules contained in Robert's Rules of Order newly revised, except where they may conflict with the rules contained in these Bylaws or when suspended by the decision of the participants. .

Note for Implementation/Transition re. Section 9: (explanatory note)

There are six vacancies. The slate for the first year will need six candidates. Half of them will be selected to serve a one year. Since "one year" in this instance does not constitute "more than one year", those elected for an initial one year term would be eligible to serve two consecutive two-year terms.

Bylaws approved by the Board of Deacons on September 7th, 2013

Bylaws approved by congregational vote on October 13th, 2013