

**By-Laws of Valencia Hills Community Church, Inc.
A California Nonprofit Corporation**

BYLAWS

Amended and Adopted by Vote of the Church on _____.

ARTICLE I

NAME

- 1.01 The name of the Corporation is Valencia Hills Community Church, Inc. This corporation may be further referred to in these By-Laws as “Church.” In context, “the church” also refers to its members

ARTICLE II

PRINCIPAL OFFICE

- 2.01 The principal office of the Church for the transaction of its business shall be in the County of Los Angeles at the following street address: 24933 Avenue Stanford, Valencia California 91355. The Active Members of the church shall have full power and authority to change the principal office from one location to another within the State of California, upon proper motion, discussion, and vote as required by these Bylaws in a Regular or Special Business Meeting.

ARTICLE III

STATEMENTS OF PURPOSE AND FAITH

- 3.01 Valencia Hills Community Church is a Family of Faith whose mission is partnering with God in transforming people into devoted followers of Jesus Christ*. (*Devoted followers of Christ are: transformed people who, under the leadership of the Holy Spirit, seek God, deny self, love, serve and teach others to follow Jesus.)
- 3.02 The church affirms the *Holy Bible* as the inspired, infallible Word of God and as the basis of all our beliefs and practices. No other document, secular or sacred, shall take precedence over the *Holy Bible* in the life, decisions, and governance of this church.
- 3.03 The members of the church voluntarily band themselves together as a local body of baptized believers in Jesus Christ, personally committed to sharing the Good News of salvation with mankind.
- 3.04 The ordinances of the church are believer’s baptism and the Lord’s Supper.

- 3.05 The church accepts the *Baptist Faith and Message*, adopted by the Southern Baptist Convention at its annual convention on June 14, 2000, as both guidance and a concise public statement and summary of its doctrine. A complete copy shall be maintained as part of the *Policies and Procedures Manual*.
- 3.06 This corporation is formed under the Nonprofit Religious Corporation Law of the State of California. In order to preserve its standing under 501 (c) (3) of the Internal Revenue Code of 1986, as amended:
- A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office.
 - B. The property of this corporation is irrevocably dedicated to charitable and religious purposes, as stated in these Bylaws and its Articles of Incorporation, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

ARTICLE IV
POLITY AND RELATIONSHIPS

- 4.01 Except as otherwise set forth in these Bylaws, the activities, and affairs of the church shall be conducted by the Active Members of the church, and all corporate powers shall be exercised by the Trustees of the church.
- 4.02 This church is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation which are common among Southern Baptist churches. By covenant in faith and fellowship, this church chooses to cooperate with and support the San Fernando Valley Southern Baptist Association, the California Southern Baptist Convention, and the Southern Baptist Convention, or their successors, as each of those organizations shall define a “cooperating church.”

ARTICLE V
MEMBERSHIP

- 5.01 This is a sovereign and democratic Baptist church under the Lordship of Jesus Christ. The membership reserves unto itself the exclusive right of self-government, according to these Bylaws and the *Policies and Procedures Manual*, in all phases of the spiritual and temporal life of the church.
- 5.02 Candidacy to membership:
- A. Membership in this Church shall be open to the public and shall consist of any and all persons who have met the qualifications for membership as listed below, approved by the Pastoral Leadership Team, and/or the Executive Committee, and are listed on the

membership roll(s) of the Church.

B. The basic and general qualifications for membership are as follows:

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the membership covenant.

C. The Executive Committee may adopt other reasonable criteria, standards, or qualifications for membership as they deem appropriate.

5.03 Classes of membership: There shall be two classes of members: active members and inactive members.

A. Active Members shall satisfy the following conditions:

- (1) They shall have fulfilled the requirements for candidacy to membership as stated in these Bylaws and be approved by the Pastoral Leadership and/or Executive Committee.
- (2) They shall not have been declared by the church in a Regular or Special Business Meeting to be "out of fellowship with the church."
- (3) They shall not have had their membership terminated by the church according to section 5.05.
- (4) They shall have attended at least six (6) regular worship services of the church during the previous twelve (12) month period, excluding any period prior to the date on which the individual became a member. Exemptions due to illness, permanent disability or other unavoidable absence can be made by the approval of the Pastoral Leadership Team and/or the Executive Committee upon application by the Member, or any other Active Member on behalf of the Member.

B. Inactive Members are defined as those members who fail to satisfy all of the provisions necessary to be defined as an Active Member.

- (1) Inactive Members are not qualified to vote on any matters brought before the church so long as they shall remain inactive.
- (2) An Inactive Member shall automatically be restored to active membership upon satisfaction of all requirements for Active Membership.

5.04 Voting Rights of Membership.

A. Every Active Member shall have the right to vote on the following matters:

- (1) The annual budget of the Church.
- (2) The yearly election of Personnel Committee and Finance Committee members.
- (3) The disposition of all or substantially all of the assets of the Church.

- (4) The merger or dissolution of the Church.
- (5) The acquisition of real property and related indebtedness.
- (6) The amendments to the Articles of Incorporation or Bylaws of the Church.
- (7) The calling or removing of a Pastor.
- B. Each Active Member of the Church who is 16 years old or older is entitled to one vote.
- C. Voting by proxy is prohibited.
- D. All other members, including inactive members, shall not have the right to vote on the matters listed above but may participate in all other Church activities and discussions.

5.05 Discipline.

- A. The practice of this church shall be to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Lead Pastor, Pastoral Leadership Team and/or the Executive Committee, and Personnel Committee are available for counsel and guidance. The attitude of members toward one another shall be guided by a concern for reconciliation and redemption rather than punishment.
 - (1) The Pastoral Leadership Team is authorized to develop and implement a set of guidelines which shall be established as biblical Relational Commitments pertaining to peacemaking and reconciliation, including preserving marriages, protecting children, biblical counseling, confidentiality, accountability, and church discipline, and other relational issues. These Commitments will guide and govern relationships among both members and attenders of our church.
 - (2) The Executive Committee shall approve the initial set of guidelines and all future modifications by the Pastoral Leadership Team prior to their implementation.
 - (3) The guidelines will be maintained as an integral part of the *Policies and Procedures Manual* and are incorporated herein by reference. The initial guidelines and all substantive changes shall be announced to the church in writing prior to their implementation.
- B. Should some serious condition exist, which would cause a member to become a liability to the cause of Christ, or to the welfare of the church, the Lead Pastor, the Pastoral Leadership Team or the Executive Committee will take every reasonable measure to resolve the condition in accordance with the teachings of Matthew 18:15-20.
 - (1) If the member should fail to correct the condition despite the counsel of the Lead Pastor, Pastoral Leadership Team, or the Executive Committee, the Executive Committee may bring a recommendation to the church to declare the member “out of fellowship with the church.”
 - (2) Such recommendation shall be presented to the Church Council in writing and shall include sufficient facts necessary to justify the Executive Committee’s declaration.
- C. The Church Council by a two-thirds (2/3) vote may declare the member out of fellowship.
 - (1) The church Clerk shall mail a Notice of Declaration within 48 hours to the address of record for a member declared “out of fellowship with the church.”
 - (2) The Notice of Declaration shall inform an affected member that they have the right

to appeal the decision of the Church Council to the Lead Pastor, Pastoral Leadership Team, Executive Committee, and/or the Personnel Committee within sixty (60) days of the date of the notice. The appeal may also seek reconciliation according to the principles in Matthew 18.

- (3) Should a member remain “out of fellowship with the church” for sixty (60) days or longer without correcting the condition, the Church Council may exclude the member declaring them no longer in the membership of the church. Such action shall require a two-thirds (2/3) vote of the Church Council. The member in question shall receive at least seven (7) days advance written notice of this meeting of the Church Council, mailed to their address of record. Notice of the church’s final action shall be mailed to the individual by the church Clerk within 48 hours of the vote of the Church Council.
- D. Restoration of Members. Any member dismissed by the Church Council may be restored by the Church Council in accordance with the spirit of 2 Corinthians 2:7-8, when their life choices are judged to be in accordance with the membership covenant.

5.06 Termination of Membership. Membership in the church may be terminated in any of the following ways:

- A. Death.
- B. Transfer of membership to another church of like faith and order.
- C. Exclusion by action of this church, according to the provisions of Section 5.05 of these Bylaws.
- D. Erasure upon becoming affiliated with a church of another faith or denomination.
- E. Written request by a member that their membership be terminated.

5.07 Membership qualifications for selected positions.

- A. Only Active Members are qualified for election to the following church positions: Personnel Committee, Trustee, Finance Committee, or any director of a church program, member of the Executive Committee, or member of the Church Council.
- B. Should an individual filling any of the aforementioned positions become an Inactive Member or have their membership terminated, they shall automatically forfeit that position.

ARTICLE VI CHURCH MEETINGS

6.01 Meetings of the church, the Executive Committee, Trustees, and the Church Council will ordinarily be held at the principal office with at least ten (10) days advance notice to the church. When predetermined by vote of the Active Members, or when designated by the Pastoral Leadership Team, the Executive Committee, or the Church Council, meetings may be held at any location or place within the State of California other than the principal office with not less than fourteen (14) days advance notice to the church, subject to the following provisions:

- A. Attendance at any meeting of the church, the Church Council, or the Executive Committee is established as a right of membership in the church. Except as otherwise provided herein, Inactive Members are not precluded from attending church meetings.
 - (1) The Executive Committee, Trustees, or Pastoral Leadership Team may convene in or retire from an open meeting to conduct business in, Executive Session when confidential matters involving the church, a church member, or an employee are to be discussed. Minutes of such Executive Sessions shall be taken, but are not open to review by non-members of the respective body.
- B. Notice of any Regular, or Special Business Meeting, or any other church meeting, shall be given in at least two of the following ways:
 - (1) Written matter prepared by the Clerk and distributed to the congregation at two or more consecutive regular Worship Services. “Consecutive” is defined to mean those meetings held on the same day and at the same hour each week separated by seven (7) calendar days.
 - (2) Oral announcement of the meeting to the congregation at two or more consecutive regular Worship Services. (Notice given in writing or orally at the second of two consecutive Regular Worship Services may occur on the same day as the Business Meeting.)
 - (3) Delivery of written matter via First Class Mail by the Clerk to those Active Members for whom the church has in its records current contact information.
 - a. Delivery of written matter to any adult Member of a household in which two or more members reside shall constitute delivery to all other Members residing in the same household.
 - (4) Delivery of written matter via electronic notification including email or text message.
 - a. Delivery of written matter to any adult Member of a household in which two or more members reside shall constitute delivery to all other Members residing in the same household.

6.02 There shall be two general categories of church meetings: WORSHIP services and BUSINESS meetings.

- A. Regular Worship Services shall be held publicly at the principal office on Sunday each week at the time(s) designated by the church. Exceptions as to the day, place, or the time may be made with prior notice to the Active Members, as required by Section 6.01.
 - (1) In sole discretion, the Executive Committee may increase the number of Worship Services conducted each week. Such additional Worship Services may be held on any day(s) of the week and at the hour(s) the Executive Committee deems appropriate.
 - (2) When prevented or impaired in any way from conducting any Regular Worship Service as defined in this Section, nothing in these Bylaws shall prohibit the Executive Committee from conducting virtual Worship Services simultaneously

with, or exclusively in place of, the Regular Worship Service.

- a. The notice requirement of Section 6.01 shall not apply, and the church shall endeavor to notify the Members of the change in the manner of meeting for Worship Services and how to access the meeting.
 - b. Notice(s) required by these Bylaws to be delivered during a virtual Worship Service shall be as valid as if delivered during an in-person Regular Worship Service, even if less than one hundred percent (100%) of the Active Members received the notice. All other notice requirements shall remain intact.
- B. Revivals and other special worship or prayer services as designated by the Executive Committee.
 - C. Weddings for Active Members, in accordance with church's Facility Use Policy and/or Wedding Policy.
 - D. Funerals and/or memorial services for Members and former Members of the church, and their family members, in accordance with the church's Facility Use Policy.

6.03 This Section applies to all Business Meetings of the general assembly or Members of the church, the Church Council, and the Executive Committee.

- A. A Business Meeting of any of the aforementioned bodies is defined as: "A single official gathering of its members in one room or area to transact business for a length of time during which there is no cessation of the proceedings and the members do not separate, unless for a short recess."
 - (1) Inactive Members of the church shall not be prevented from attending any Business Meeting held at the principal office, but they shall not be entitled to vote on any matter at any Business Meeting.
 - (2) Upon motion of any Active Member, any vote other than to accept the minutes of a previous meeting, the Clerk's report, the Treasurer's report, or to adjourn the meeting, may be conducted by secret ballot, the Clerk having responsibility for distributing ballots only to those Active Members qualified to vote.
- B. The Annual Regular Business Meeting of the Members of the church shall be held at the principal office of the church in December of each year at such date and time to be determined by the Executive Committee.
 - (1) The purpose of this meeting shall be to adopt an annual budget and to elect the members of the Personnel Committee and the Finance Committee. Any other business on the stated agenda may be conducted at this meeting.
 - (2) The Annual Regular Business Meeting of the Members of the church quorum shall consist of the Active Members present at the start of the meeting, provided at least three (3) are present.
 - (3) Motions put before the Active Members in a Regular Business Meeting shall ordinarily be passed on a simple majority vote, unless another requirement is indicated in these Bylaws or in the most current published edition of *Robert's Rules of Order Newly Revised*.
- C. Regular Business Meetings of the Church Council shall be held at the principal office of the church in February, May, August, and November on a date and time

- predetermined by the Executive Committee.
- (1) A simple majority of members of the Church Council shall constitute a quorum for the transaction of business.
 - (2) By unanimous consent of its members, one Regular Business Meeting of the Church Council may be skipped in August.
- D. Regular Business Meetings of the Executive Committee shall be held at the principal office of the church in February, May, August, and November on a date and time predetermined by the Executive Committee.
- (1) A simple majority of members of the Executive Committee shall constitute a quorum for the transaction of business.
 - (2) By unanimous consent of its members, one Regular Business Meeting of the Executive Committee may be skipped in August.
- E. Regular Business Meetings of the Trustees are required only once per year and may be held immediately prior to the Annual Regular Business Meeting of the Members of the church, subject to the notice requirements of Section 6.01.
- F. Special Business Meetings of the members of the church may be held at any time to consider matters of significant or urgent nature, subject to notice as required by Section 6.01, and the following provisions:
- (1) A Special Business Meeting may be called by any of the following:
 - a. The Lead Pastor, or in his absence or disability, the chairman of the Personnel Committee.
 - b. The Chairman of the Personnel Committee.
 - c. The Executive Committee.
 - d. A minimum of fifteen percent (15%) of the Active Members of the church.
 - e. The chairman of the Lead Pastor search committee if the selection of a Lead Pastor is the matter to be considered or abandoned.
 - (2) Notice of all Special Business Meetings shall be given in a way that the general nature of the business to be transacted is clearly described, along with a statement of the date, time, and place of the meeting if it is not to be held at the principal office of the church.
 - (3) No business other than that which has been noticed according to Section 6.03 (F) (2) shall be considered or transacted.
 - (4) A quorum shall consist of the Active Members who attend a Special Business Meeting, provided there are at least three (3) present.
 - a. Motions put before the Active Members in a Special Business Meeting shall ordinarily be passed on a simple majority vote, unless another requirement is indicated in these Bylaws or in the most current published edition of *Robert's Rules of Order Newly Revised*.
- G. Special Business Meetings of the Executive Committee, Trustees or Church Council may be called with at least five (5) calendar days advance notice to deal with matters of urgency which should not be deferred to the next Regular Business Meeting.
- (1) The requirements of Sections 6.03 (C) (1) and 6.03 (F) (2, 3) shall apply to the Special Business Meetings of the Executive Committee, Trustees, or Church

Council except that the time required for notice may be reduced to not less than twenty-four (24) hours when all members have provided prior written consent to receive notice by one or more electronic means.

- 6.04 The following general provisions shall apply to all Business Meetings of the church, the Executive Committee, the Church Council, and the Trustees:
- A. Parliamentary procedure shall be governed by the most recently published edition of *Robert's Rules of Order Newly Revised*, except as these Bylaws may otherwise provide.
 - B. The Moderator shall preside over all forms of Business Meetings.
 - (1) In the absence of the Moderator, the chairman of the Personnel Committee shall preside as Acting Moderator and/or the person designated by the Lead Pastor.
 - (2) The Moderator may, as a member of the church and outside his role as Moderator, speak for or against any motion before the church.
 - (3) The Moderator shall not vote on a motion before the church except to cast the final vote, for or against a motion, when necessary to break a tie if a simple majority is needed, or when a minimum of two-thirds (2/3) majority is required.
 - C. Each Member entitled to vote is entitled to one vote on every matter submitted to a vote of the church. Cumulative voting is prohibited.
 - D. Members entitled to vote shall not be permitted to vote or act by proxy.
 - E. Absentee ballots on any motion shall be permitted only by the way of prior approval of the church while acting in a Regular or Special Business Meeting. When absentee ballots have been authorized and are received prior to the start of the subsequent Regular or Special Business Meeting to which they apply, those absentee ballots received by the Clerk prior to the start of the meeting shall be counted in the quorum.
 - (1) Absentee ballots shall only be permitted in instances when a vote will be taken on a matter at a Regular or Special Business Meeting without discussion or debate, in order to preserve the right of all members to be heard on a matter.
 - (2) Absentee ballots may be cast by mail or electronic means. A member wishing to vote by absentee ballot shall submit a written request to the clerk. The Clerk shall deliver, and keep a record of, all absentee ballots requested, mailed, or emailed, and those returned for inclusion in the final vote, including the date(s) of mailing and receipt, and of those surrendered prior to the vote.
 - (3) Each Active Member, by requesting and submitting an absentee ballot, acknowledges that any right to the anonymity of his vote is necessarily waived.
 - (4) An Active Member who has requested, received, and submitted an absentee ballot is not entitled to recall his ballot. However, an unvoted absentee ballot delivered to a Member may be surrendered to the Clerk prior to the vote, and the Member shall be entitled to cast his vote when attending the meeting.
- 6.05 Virtual Business Meetings. Notwithstanding the other applicable provisions of this Article VI as they relate to any category of Business Meeting, or meetings of the Executive

Committee, the Trustees, or the Church Council are authorized to announce a suitable form of Virtual Business Meeting whenever necessary, advisable, or for the convenience of the Members, or of the subordinate body, in order to conduct their ordinary and necessary business, as provided in the following section and any other Special Rules for the conduct of business adopted by the church as part of its *Policies and Procedures Manual*.

- A. The Executive Committee may authorize a hybrid form of Regular or Special Business Meetings of the church and select a technology which permits both “in person” attendance at the announced meeting place and a means for other Members to simultaneously and remotely attend the meeting electronically, provided that:
- (1) “In-person” meetings shall always remain the preferred and primary method of conducting every manner of church-related business. Exclusively Virtual Business Meetings shall not replace in-person meetings so long as the ability of all members to assemble in one place has not otherwise been prohibited, impaired, or compromised.
 - (2) All qualified persons recognized as attending, regardless of location or means of accessing the meeting shall be counted as a quorum.
 - (3) In the event any attendee at any Virtual Business Meeting becomes disruptive, argumentative, or his method of access otherwise interferes with the orderly conduct of business, and if the selected technology permits, the Moderator or The Chairman shall have the authority to permanently mute the attendee’s microphone, or involuntarily disconnect the attendee and refuse his readmittance, for the duration of that meeting.

ARTICLE VII

TRUSTEES/CORPORATE OFFICERS

- 7.01 The Trustees of the church shall serve as the Corporate Officers. They may consist of a President, Vice-President, Secretary, and Treasurer.
- A. The Lead Pastor shall hold the office of President.
 - B. The Chairman of the Personnel Committee shall hold the office of Vice-President.
 - C. The Chairman of the Finance Committee shall hold the office of Treasurer.
 - D. The Business Manager will hold the office of Secretary.
- 7.02 The principal function of the Trustees shall be to hold title to the real and personal property of the church, and to sign such instruments and documents as are necessary or advisable in the name of, on behalf of, or at the direction of the church or the Executive Committee, which may include, but are not limited to, construction contracts, notes or loans obtained by the church for projects or purposes it has authorized, employment memoranda, contracts for the provision of other goods or services to the church, or contracts which concern any real, personal, or other tangible or intangible property owned, controlled, or to be purchased or disposed of by the church.

- 7.03 The Vice-President and Treasurer shall have maximum terms of 3 years which correspond to their tenure on either the Personnel Committee or the Finance Committee.
- A. In the event a Trustee resigns the Executive Committee shall name a replacement to serve the remainder of the term.
 - B. Designation herein as Corporate Officers shall not confer on them any unilateral power(s) which is(are) not otherwise expressly or impliedly granted to them in these Bylaws or, by custom and usage, are reserved to the members of the church or to any other board, committee, group, person, or combination of persons.
 - C. Under exigent circumstances, the Trustees may act in unison to preserve the corporation or its assets beyond the restrictions of these Bylaws and within the boundaries of the Nonprofit Religious Corporations Law.
 - (1) Such acts may later be ratified by the church in a Regular or Special Business Meeting upon motion of the Executive Committee or any other Active Member.

ARTICLE VIII
LEAD PASTOR AND PASTORAL LEADERSHIP TEAM

- 8.01 The Lead Pastor is responsible for leading and equipping the church to function as a New Testament Church. He will have oversight of the vision and direction of the church in concert with the Pastoral Leadership Team and the Executive Committee. He shall be especially concerned to provide leadership in the areas of preaching, teaching, ministry, and pastoral care.
- 8.02 The Lead Pastor shall be the overseer of the work of the church. As such, the church shall give great deference to the recommendations of the Lead Pastor in all instances.
- A. The Lead Pastor, at his option may be a voting *ex-officio* member of all church committees, whether standing, miscellaneous or *ad hoc*. He may not delegate this option to any other person.
 - B. The Lead Pastor shall serve as Moderator of Regular and Special Business Meetings of the church.
- 8.03 When the office of Lead Pastor is vacant, the Executive Committee shall recruit and recommend a Pastor Search Committee to be elected by the church to seek out a suitable Lead Pastor. The election of the Pastor Search Committee shall take place at a Regular or Special Business Meeting, according to the provisions of Section 6.03(B) or 6.03(F) of these Bylaws.
- 8.04 A candidate's recommendation from the Pastor Search Committee will constitute a nomination. The committee shall bring to the consideration of the church only one candidate at a time. The vote to elect a Lead Pastor shall be conducted by secret ballot at a Special Business Meeting, according to the provisions of Section 6.03(F) of these Bylaws.

- 8.05 The Lead Pastor's term of office shall be for an indefinite period. He shall serve until the relationship is terminated by his death, resignation, or by the church's vote to dismiss.
- A. The Lead Pastor may voluntarily relinquish his office at any time, with or without advance notice. Compensation shall be payable in accordance with California Labor Code 202.
- 8.06 The Lead Pastor may be dismissed by a majority of those Active Members present and voting in a Special Business Meeting. Such a vote shall be taken by secret ballot. Except in an instance of gross misconduct, the church shall compensate a dismissed Lead Pastor with additional severance pay equal to three (3) months' regular compensation.
- A. Upon the vote of the church, the termination will be immediate.
 - B. Regular compensation and vacation leave earned, accrued, and unused through the date of termination shall be rendered on a pro-rata basis and paid in a lump sum immediately following the church action, in accordance with California Labor Code 201.
 - C. Severance pay shall be paid in a lump sum not more than thirty (30) calendar days from the date of termination. By mutual agreement, severance pay may be allocated in three (3) substantially equal monthly installments beginning not more than ninety (90) days from the end of termination.
- 8.07 Collectively, the Lead Pastor and all other Pastors called by the church shall constitute the Pastoral Leadership Team.
- 8.08 The Pastoral Leadership Team shall be responsible for giving theological guidance to the church, upholding doctrinal integrity, teaching the Bible, training disciples to make disciples, devoting themselves to prayer, leading by being a servant, and having watch care over the spiritual needs of the church.
- A. The Pastoral Leadership Team will serve together with the Personnel Committee and Finance Committee as the Executive Committee, and be members of the Church Council.

ARTICLE IX
EXECUTIVE COMMITTEE

- 9.01 The Executive Committee shall be made up of the Pastoral Leadership Team, Trustees, Personnel Committee, and the Finance Committee. The Executive Committee will be responsible, under the direction of the Lead Pastor, to discuss, strategize, plan and present opportunities for the church to grow, minister, thrive as well as find a remedy for sensitive issues such as members out of fellowship, emergencies, church discipline, the recommendation to remove a pastor, issues concerning finances, legal implications, and/or any other issues that arise that require confidentiality and/or speed of a decision based on urgent or pressing needs.
- A. Regular Business Meetings of the Executive Committee shall be held at the principal

office of the church in February, May, August, and November on a date and time predetermined by the Executive Committee, subject to the notice requirements of Section 6.01

- (1) A simple majority of members of the Executive Committee shall constitute a quorum for the transaction of business.
- (2) By unanimous consent of its members, one Regular Business Meeting of the Executive Committee may be skipped in August.

B. The Executive Committee shall serve as the nominating committee for yearly nominations of the Personnel Committee and the Finance Committee.

9.02 The Executive Committee shall periodically review or revise and approve the church's *Policies and Procedures Manual*, but not less often than every two (2) years or whenever substantive changes or additions have been made or are proposed.

ARTICLE X CHURCH COUNCIL AND COMMITTEES

10.01 The Church Council will be made up of ministry leaders from all active ministries of the church. The Church Council shall be tasked with discussing, planning, and carrying out the ministries of the church. At each quarterly Church Council meeting, each ministry will submit a written report about how their ministry is planning to carry out the church's four pillars: Gospel-Driven, Mission Engaged, Discipleship Making, and To Care Well for our church body and the community of Santa Clarita. Reports submitted during the Church Council will be collected by the Clerk and added to the book of minutes.

A. Regular Business Meetings of the Church Council shall be held at the principal office of the church in February, May, August, and November on a date and time predetermined by the Executive Committee, subject to the notice requirements of Section 6.01

- (1) A simple majority of members of the Church Council shall constitute a quorum for the transaction of business.
- (2) By unanimous consent of its members, one Regular Business Meeting of the Church Council may be skipped in August.

B. Members of the Church Council will be nominated by the Executive Committee and serve for terms of three (3) years and may serve consecutive terms.

10.02 The Personnel Committee will serve as the primary liaison between the body and the pastoral staff. If a concern from a member of the body is raised that cannot be settled directly, that member may take the matter up with the Personnel Committee to act as an advocate on their behalf. Also, if a pastor has an unresolvable issue with a person(s) of the church the Personnel Committee would act as an advocate of the pastoral staff. The process of resolution will be documented in the *Policies and Procedures Manual*.

A. The members of the Personnel Committee will be nominated by the Finance Committee and the Pastoral Leadership Team and presented to the church in the

Annual Regular Business Meeting of Members to be affirmed by vote.

- (1) The Personnel Committee will have five (5) members elected by the church who may serve up to three (3) years. At the end of their term, they will not be eligible to serve on the Personnel Committee for one full calendar year
 - (2) The Personnel Committee will elect from its members every year a chairman who will serve as a Trustee and the Vice-President of the organization for Corporate Purposes. If the Lead Pastor is unavailable to Moderate Regular or Special Business Meetings the chairman of the Personnel Committee will be named Moderator.
- B. The Personnel Committee will serve as part of the Executive Committee.
 - C. The Personnel Committee will meet at least once a year before the Annual Regular Business Meeting of Members at the principal office of the church on a date and time predetermined by the Chairman of the Personnel Committee, subject to the notice requirements of Section 6.01.
 - D. In the event a Personnel Committee member resigns the Executive Committee shall name a replacement to serve the remainder of the term.

10.03 The Finance Committee shall serve as the oversight committee of the church budget and financial practices. The Finance Committee shall work closely with the Business Manager (Clerk) to provide accountability for church finances. The Finance Committee will make and keep policies and procedures about how offerings are collected, tabulated, recorded, and deposited. These policies will be listed in the *Procedures and Policies Manual*.

- A. The members of the Finance Committee shall be nominated by the Personnel Committee and the Pastoral Leadership Team and presented to the church in the Annual Regular Business Meeting of Members to be affirmed by vote.
 - (1) The Finance Committee will have five (5) members elected by the church who may serve up to three (3) years. At the end of their term, they will not be eligible to serve again on the Finance Committee for one full calendar year.
 - (2) The Finance Committee will elect from its members every year a chairman who will serve as a Trustee and the Treasurer of the organization for Corporate Purposes.
- B. The Finance Committee will serve as part of the Executive Committee.
- C. Regular Business Meetings of the Finance Committee shall be held at the principal office of the church in February, May, August, and November on a date and time predetermined by the chairman of the Finance Committee, subject to the notice requirements of Section 6.01.
 - (1) A simple majority of members of the Finance Committee shall constitute a quorum for the transaction of business.
 - (2) By unanimous consent of its members, one Regular Business Meeting of the Finance Committee may be skipped in August.
- D. In the event a Finance Committee member resigns the Executive Committee shall

name a replacement to serve the remainder of the term.

- 10.04 Each active ministry of the church which sits on the Church Council shall have a committee of at least five (5) people. Each ministry will meet with its committee before the Regular Church Council meetings scheduled for February, May, August, and November at the principal office of the church on a day and time predetermined by the ministry leader (chairperson) of each committee.
- A. Each active ministry that sits on the Church Council shall deliver a written report to the Clerk about the goals and plans of the ministry reflecting the 4 Pillars of the church before each quarterly Church Council meeting and shall give an oral report to the Church Council regarding their ministry.
 - B. Each active ministry leader (chairperson) shall recruit and maintain a committee of at least (5) people and shall supply a written list of those committee members to the church Clerk.
 - C. If a ministry leader resigns from their position the Lead Pastor in concert with the Executive Committee shall appoint a new ministry leader to take their place as chairperson.
 - (1) The Lead Pastor in concert with the Executive Committee can add ministries to the church as needed and invite their leader to sit on the Church Council.
 - D. No standing ministry shall have or exercise unilateral authority to act on any matter not expressly granted to it in these Bylaws or by action of the church.
 - E. Each of the current standing ministries of the church shall be listed, and their duties outlined, in the *Policies and Procedures Manual*.

ARTICLE XI BUSINESS MANAGER/CLERK

- 11.01 The Business Manager shall manage the day-to-day affairs of the business of the church in concert with the Lead Pastor.
- A. The Business Manager may be an employee of the church who works at the pleasure of the Lead Pastor. In absence of a paid Business Manager, the Executive Committee shall nominate a person to serve as Secretary/Clerk of the Corporation as a Trustee.
 - B. The Business Manager shall be a Trustee serving as Secretary of the church for Corporate Purposes. The Business Manager will be tasked with keeping the church in compliance with the Bylaws and maintaining an accurate book of minutes chronicling all Regular and Special Business Meetings of the Executive Committee, the Church Council, The Trustees, and the Annual Meeting of Members of the church.
- 11.02 The Business Manager shall act as “Clerk” of the church and shall be responsible for organizing and keeping a register of names, addresses, telephone numbers, and other contact information of members, together with dates of admission and termination of membership, and a record of baptisms, and shall maintain a separate roster of and certify each of the classes of members as specified in Section 5.03.

- A. If the church employs an Office Manager or other clerical employee, any of these record-keeping duties of the Clerk may be delegated to the Office Manager or other clerical employee, under the supervision and oversight of the Clerk.
- 11.03 The Business Manager shall request and issue letters of transfer of membership approved by vote of the Executive Committee and shall preserve on file copies of all official communications sent or received, written reports or committee minutes delivered to the church, and financial reports, as well as copies of all legal papers, deeds, and contracts, and give required notice of all meetings where notice is necessary, as indicated in these Bylaws.
- A. Records of the church are the exclusive property of the Corporation and may be preserved by any suitable means including, but not limited to, hard copies, electronic or digital files, or micrographic forms. All church records shall be maintained at the Principal Office.
 - B. Each standing and ad hoc ministry or committee of the church shall deliver copies of its meeting minutes to the Clerk in a timely manner after the minutes have been read and approved by the respective ministry or committee.
- 11.04 The Business Manager in concert with the Finance Committee, the Treasurer, and the Pastoral Leadership Team shall, after consultation with each ministry leader prepare the annual budget for presentation to the Executive Committee. Upon recommendation by the Executive Committee the budget shall be presented for approval to the Church Council. The Church Council will then make a motion to present the annual budget for approval at the Annual Meeting of the church.

ARTICLE XII
TREASURER

- 12.01 The Treasurer shall be a Trustee of the church for Corporate Purposes in accordance with Section 7.01 and 7.02. The Finance Committee will elect from its members a chairman who will serve as Treasurer.
- A. The Treasurer's term shall be up to three (3) years, concurrent with their term as elected by the church to the Finance Committee.
 - B. In the event the Treasurer resigns or can no longer serve in his position, the Finance Committee will elect a new Treasurer from among its members.
 - C. The Business Manager in concert with the Executive Committee may seek and appoint any Active Member as Assistant Treasurer. This assistant may be an employee of the church.
 - (1) The Treasurer, may delegate any of his regular duties to the Assistant Treasurer, including, but not limited to, approving payroll, issuing checks, maintaining any accounting system, program, or database, and preparing financial reports.
- 12.02 The Treasurer shall receive, preserve, and pay out all money or other things of value paid

or given to the church, keeping at all times an itemized account of all receipts and disbursements or other transactions, including a complete and itemized record of all donations to the church by individuals and businesses. All financial records, including accounting and other software and/or data files are the exclusive property of the Corporation and shall be maintained at the Principal Office.

- A. The Treasurer may delegate some of the financial responsibilities to an Assistant Treasurer or any other church employee, and shall exercise proper oversight concerning their activities.
- B. Before disbursements may be made at the direction of the Treasurer, expenditures shall be authorized in the budget as adopted by the church at its Annual Meeting, or by specific action of the church, and shall conform to such system of authorization as the church may employ, whether by voucher or as otherwise provided for in the *Policies and Procedures Manual*.

- 12.03 The Treasurer shall provide to the church, in a format consistent with generally accepted accounting principles, written quarterly financial reports at each Regular Business Meeting of the Executive Committee and the Church Council.
- A. At minimum, such reports shall include a statement of Assets and Liabilities or Balance Sheet, and a statement of Revenue and Expenses for the relevant time period.
 - B. The Executive Committee may budget for, and require the Treasurer to provide, an audited annual financial report performed by a qualified independent Certified Public Accountant not a member of the church.

ARTICLE XIII CHURCH STAFF

- 13.01 The church may employ additional ministerial or staff members as the Pastoral Leadership Team and Executive Committee determines necessary to further the purposes of the church.
- A. General provisions regarding the recruitment, selection, and offers of employment, as well as continuation and termination of employment, shall be maintained in the *Policies and Procedures Manual*, and expressed in accordance with applicable federal and state laws and are incorporated herein by reference.
- 13.02 The Business Manager in concert with the Pastoral Leadership Team shall have the authority to employ and to terminate the services of secretaries, clerks, custodians, nursery workers, and other non-ministerial staff, and shall be governed by the following provisions.
- A. Employment and termination of services of non-ministerial staff members shall be with the recommendation of the supervising staff member and, when appropriate, in consultation with any related committees or ministries of the church.
 - B. An employee's voluntary resignation or involuntary termination may be made with or without advance notice.

- C. Compensation earned through the last day of employment shall be paid in accordance with California Labor Code 201 or 202.

ARTICLE XIV
DISSOLUTION

- 14.01 If at any time this church shall vote to be dissolved or should cease to function as a cooperating Southern Baptist church, the property and assets of the church, both real and personal, shall be distributed to the California Southern Baptist Convention, or their successors, with the prior written approval of the Attorney General of California. Sections 14.01, 14.02, and 14.03 are held to be irrevocable for the purpose of preserving the founders' intent for this church, its ministries, and all of its assets and properties to remain in Southern Baptist life.
- 14.02 A vote to dissolve as a church shall require a minimum two-thirds (2/3) vote of the Members in a Special Business Meeting of the Members of the church in accordance to Sections 6.01 and 6.03 (F) (2, 3, 4).
- 14.03 The church shall be determined to have ceased functioning as a cooperating Southern Baptist church if the Members of the church vote to dissolve the church or to merge the church into a non-Southern Baptist church, or when a statement to that effect is formally adopted by the California Southern Baptist Convention Executive Board.

ARTICLE XV
AMENDMENTS

- 15.01 Amendments to these Bylaws may be recommended by the Executive Committee or a duly constituted Bylaws Committee, or may be proposed by any church member in good standing, at a Regular Business Meeting of the Church Council when "New Business" is in order.
- A. If a proposed change to these Bylaws comes from other than the Executive Committee or a Bylaws Committee, the proposed amendment shall be debated, and upon the affirmative vote of the church council on the merits of the amendment shall be referred to the Executive Committee or Bylaws Committee for further action.
- B. At the Annual Regular Business Meeting of Members, the Executive Committee or the Bylaws Committee shall bring a recommendation to the Church Council for or against the amendment to the Bylaws during a Regular Business Meeting of the Church Council for final action to recommend the amendment to the church at the Annual Regular Business Meeting of Members where the amendment to the Bylaw will be voted on by the church.
- 15.02 Amendments to these Bylaws may be adopted at any Regular or Special Business

Meeting, subject to the provisions of Sections 6.01 and 6.03 (F) of these Bylaws, with at least two-thirds (2/3) affirmative vote of the Members, provided that the respective notice and quorum requirements of Section 6.03 (F) (4) have been met.

- 15.03 Any amendment(s) to these Bylaws shall take effect immediately upon approval unless provided for otherwise in the motion to amend at the time the church votes on the amendment(s); the Clerk shall maintain a completely new and dated copy of the Amended Bylaws as part of the permanent records of the church.

ARTICLE XVI

UNIFORMITY OF INTERPRETATION AND SEVERABILITY

- 16.01 These Bylaws shall be so interpreted and construed as to conform to the Articles of Incorporation and the laws of the State of California or of any other state in which conformity may become necessary by reason of the qualification of the Corporation to do business in such state, and where conflict between these Bylaws, the Articles of Incorporation or the laws of such a state has arisen or shall arise, these Bylaws shall be considered to be modified to the extent, but only to the extent, conformity shall require.
- A. The provisions of these Bylaws are declared to be severable. If any provision herein, or the application thereof shall be deemed to be invalid by reason of the foregoing statement, it shall be severed, and the remainder of these Bylaws shall continue to govern the spiritual and temporal affairs of the church as intended.