

Calvary Southern Baptist Church Santa Clara, CA

BYLAWS

ARTICLE I NAME

- 1.01 The name of this corporation is the Calvary Southern Baptist Church of Santa Clara, California. Hereinafter in these Bylaws this corporation shall be referred to as “Calvary Baptist Church” and simply the “church.”

ARTICLE II PRINCIPAL OFFICE

- 2.01 The principal office of the church is fixed and located at 3137 Forbes Avenue, Santa Clara, CA 95051. The Active Members of the church shall have full power and authority to change the principal office from one location to another.

ARTICLE III STATEMENTS OF PURPOSE AND FAITH

- 3.01 Calvary Baptist Church’s mission is to grow as a family that glorifies God.
- 3.02 The church affirms the Holy Bible as the inspired Word of God and as the basis of all our beliefs and practices. No other document shall take precedence over the Holy Bible in the life, decisions, and governance of this church. The church affirms that in all things, Jesus is Lord, and the nature of that Lordship is clearly communicated in the Holy Bible.
- 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 by immersion and the Lord’s Supper.
- 3.05 This church subscribes to the Statement of Faith of Calvary Baptist Church, as adopted on March 8, 2010, and to the more extensive doctrinal statement of *The Baptist Faith and Message* as adopted by the Southern Baptist Convention in 1963.
- 3.06 Marriage is a biblical institution established by God as clearly described in Scripture. (Gen. 2:21-24, Matt. 19:4-6) This church recognizes that marriage is the uniting of one man and one woman in covenant commitment for a lifetime. Accordingly, this church, its pastors, and its ministerial staff will not participate in same-sex unions or same-sex marriage, nor shall its property or resources be used for such purposes.

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 Active Members who are qualified according to Section 6.04C(4) of these Bylaws.
- 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. This church voluntarily cooperates with and supports the Central Coast Baptist Association, the California Southern Baptist Convention, and the Southern Baptist Convention, or their successors.

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 in all phases of the spiritual and temporal life of the church.
- 5.02 Candidacy to membership:
- A. Any person may request membership in the church at any public worship service of the church. All such candidates shall be presented to the church for membership in one of the following ways:
 - (1) By profession of faith and seeking baptism according to the policies of this church.
 - (2) By promise of letter of transfer from another church of like faith and order.
 - (3) By statement of faith when a letter of transfer from a church of like faith and order is not obtainable for some good reason. Such a statement shall satisfy the church concerning the candidate's prior conversion, baptism, and church relationship. No person having been excluded by a sister church shall be accepted for church membership until an attempt at reconciliation has been made toward the offended church.
 - B. Membership by profession of faith shall be conditioned upon being baptized by immersion in a way that is acceptable to this church.
 - C. Election to membership shall be by a majority vote of the active members present and voting.
- 5.03 Classes of membership: There shall be two classes of members: Active Members and Inactive Members.
- A. Active members shall meet the following provisions:
 - (1) They shall have fulfilled the requirements for candidacy to membership as stated in these Bylaws and shall have been properly elected to membership.
 - (2) They shall not have been declared by the church in regular or special ministry meeting to be "out of fellowship with the church," according to Section 5.04 of these Bylaws.
 - (3) They shall have attended at least twelve (12) regular worship services of the church during the previous twelve (12) month period, not counting any period before the individual was properly elected to membership in the church. Exceptions due to illness or other unavoidable absence shall require the approval of the deacons upon application by the member.
 - B. Inactive Members shall be subject to the following:

- (1) They are defined as those members who fail to satisfy any of the requirements for Active Members.
- (2) They may not vote so long as they shall remain inactive.
- (3) They shall be automatically restored to active membership upon satisfaction of the lacking requirement or requirements for active membership.

5.04 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 senior pastor, other members of the church staff, and the deacons are available for counsel and guidance. The attitude of members toward one another shall be guided by a concern for redemption rather than punishment.
- 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 senior pastor and the deacons will take every reasonable measure to resolve the problem in accordance with Matthew 18:15-20. If the member should fail to correct the problem despite these measures, the church may by majority vote in regular or special ministry meeting declare the member to be "out of fellowship with the church," and the member shall be automatically removed (excluded) from membership in the church.
- C. The church may restore to membership any person previously excluded upon request of the excluded person, and by a majority vote upon evidence of the excluded person's repentance and reformation.

5.05 Termination of membership: Membership shall 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 5.04 of these By-laws.
- D. Erasure upon becoming affiliated with a church of another faith or denomination, or of like faith and order if there is no transfer of membership.
- E. Written request by a member that his membership be terminated.

5.06 Membership qualification for selected positions:

- A. Only Active Members may qualify for election to the following church positions: trustee, deacon, clerk, team captain, Bible study teacher, and others as specified by church policy. Should the individual filling any of these positions become an Inactive Member or have his membership terminated, they shall automatically forfeit that position.
- B. The senior pastor and other ministerial staff members, and their spouses, shall automatically be recognized as Active Members of the church immediately following their election to their respective positions. If the pastor or another ministerial staff member resigns or is terminated, that person and their spouse shall no longer retain Membership status unless the church takes action in Regular Ministry Meeting to affirm their continued Membership status.

ARTICLE VI CHURCH MEETINGS

- 6.01 Church meetings shall be held at any place designated by the Active Members of the church. In the absence of any such designation, church meetings shall be held at the principal office of the church.
- 6.02 There shall be two general categories of church meetings: WORSHIP services and MINISTRY meetings. (Ministry meetings, which might be called business meetings in other contexts and even in other churches, are so named as a reminder that ministry is the primary business of the church.)
- 6.03 The following meetings shall be classified as worship services of the church:
- A. Regular worship services shall be held publicly each Sunday morning and at other times as designated by the church.
 - (1) Occasional exceptions may be made with church approval.
 - (2) The Lord's Supper shall be celebrated during regular worship at least quarterly on the dates and hour as determined by the senior pastor and the deacons.
 - B. Special worship services may be set from time to time as approved by the pastor.
- 6.04 The following meetings shall be classified as ministry meetings of the church:
- A. REGULAR ministry meetings shall be held at the principal office of the church at least 6 times per year, at times determined by a majority in a regular or special ministry meeting. The church may by prior vote designate a different place. Regular meetings are subject to the following provisions:
 - (1) Notice of all regular ministry meetings must be given in a regular worship service at least one week before the ministry meeting, and in all subsequent worship services and church-wide meetings until the ministry meeting. Notice must be by oral announcement or distribution of written matter to the congregation in attendance, and must include the day and time of the ministry meeting. If the ministry meeting is not at the principal office of the church, then the place must also be included.
 - (2) Only Active Members who are at least twelve (12) years old may vote.
 - (3) A quorum for the transaction of business at a regular ministry meeting shall consist of: 10 Active Members so qualified if there are at least 30 Active Members, or one-third of Active Members so qualified if there are fewer than 30 such Active Members.
 - B. SPECIAL ministry meetings may be held at any time to consider special matters of significant or urgent nature, subject to the following provisions:
 - (1) A special ministry meeting may be called by any one of the following: the senior pastor; the chairman of the deacons; a trustee; majority vote in a regular or special ministry meeting; or the chairman of the senior pastor search committee, if the selection of a senior pastor is the matter to be considered.
 - (2) Notice of all special ministry meetings must be given in a regular worship service at least one week before the ministry meeting, and in all subsequent worship services and church-wide meetings until the ministry meeting. Notice must be by oral announcement or distribution of written matter to the congregation in attendance. It must clearly describe the general nature of the business to be transacted, and must include the day and time. If the ministry meeting is not at the principal office of the church, then the place must also be included.
 - (3) Only Active Members who are at least twelve (12) years old may vote.

- (4) A quorum for the transaction of business at a special ministry meeting shall consist of: 10 Active Members so qualified if there are at least 30 Active Members, or one-third of Active Members so qualified if there are fewer than 30 such Active Members.
- C. CORPORATE ministry meetings may be held as necessary to deal with matters related to the California Nonprofit Corporations Code. Such corporate ministry meetings shall be subject to the following provisions:
- (1) A corporate ministry meeting is required for:
 - a. The election or removal of trustees;
 - b. The disposition of all or substantially all of the assets of the church;
 - c. The merger or dissolution of the church;
 - d. The amendment of the Articles of Incorporation or the Bylaws of the church;
 - e. The approval of any transaction involving purchase, transfer, or sale of real estate
 - (2) A corporate ministry meeting may be called at any time by any one of the following: the senior pastor; the chairman of the deacons; a trustee; or majority vote in a regular or special ministry meeting.
 - (3) Notice of all corporate ministry meetings must be given in a regular worship service at least four weeks before the ministry meeting, and in all subsequent worship services and church-wide meetings until the ministry meeting. Notice must be by oral announcement **and** distribution of written matter to the congregation in attendance. It must clearly describe the general nature of the business to be transacted, and must include the day and time. If the ministry meeting is not at the principal office of the church, then the place must also be included.
 - (4) Only those persons who have been Active Members of the church for at least ninety (90) days and who are at least eighteen (18) years of age shall be qualified to vote on matters considered during a corporate ministry meeting.
 - (5) A quorum for the transaction of business at a corporate ministry meeting shall be determined as follows. If there are at least 30 Active Members so qualified, then the quorum is the greater of one-third of the Active Members so qualified and fifteen (15) Active Members so qualified. If there are fewer than thirty (30) Active Members so qualified, then the quorum is 50% of the Active Members so qualified.
 - (6) Election or removal of trustees requires a simple majority vote for approval. All other business that requires a corporate ministry meeting requires a supermajority of 75% of votes for approval. Voting on business requiring a corporate ministry meeting must be by ballot.
 - (7) Notice of all corporate ministry meetings, except those solely for the election or removal of trustees, must be given to the Central Coast Baptist Association or its successor at least four weeks before the ministry meeting. Notice must be sent by both email and US mail before the four week deadline.
 - (8) If there are fewer than twenty-five (25) Active Members qualified to vote in a corporate ministry meeting, then all actions that require a corporate ministry meeting, except election or removal of trustees, must be approved by the Central Coast Baptist Association (CCBA) Executive Board, or its successor. This approval may be given by simple majority vote in advance or afterward, but the motion so approved must be word-for-word identical to the motion voted on in the corporate ministry meeting. However, if CCBA Executive Board or its successor is notified of such a motion by both email and US mail within one week after an action requiring its approval, and fails to vote on the motion within 90 days after the corporate ministry meeting in which the church approved it, then the motion takes effect automatically and does not require further approval.

6.05 The following general provisions shall apply to all ministry meetings of the church:

- A. Parliamentary procedure shall be governed by the current edition of *Robert's Rules of Order Newly Revised*, except as these Bylaws may otherwise provide.
- B. Each member who is qualified to vote is entitled to one vote on each matter submitted to a vote of the church.
- C. Members entitled to vote shall not vote or act by proxy. Absentee ballots are not permitted.
- D. The moderator shall preside at the ministry meeting. The senior pastor shall normally be the moderator. If the church is without a senior pastor, or if the senior pastor should decline to serve as moderator, the church will elect a standing moderator. In the absence of the moderator, deacon chair will serve as acting moderator. If the deacon chair is not present or declines to serve as acting moderator, the clerk shall call the church to order and an acting moderator shall be elected. If the moderator becomes a topic of discussion or has a conflict of interest, the church may elect a replacement moderator to serve for all or part of the meeting.

ARTICLE VII TRUSTEES

- 7.01 The Board of Trustees shall consist of not less than three (3) members. Each trustee shall be an Active Member of the church who is qualified to act in a corporate ministry meeting according to 6.04C(4), and shall have been an Active Member for at least one year.
- 7.02 Each trustee shall be elected for a term of one (1) year, or until a successor is elected.
- 7.03 The Active Members who are qualified according to 6.04C(4) may elect a trustee or trustees at any time to fill any vacancy on the Board of Trustees. Should the church fail to act within ninety (90) days of the creation of the vacancy, such vacancy may be filled by a majority of the trustees then in office, whether or not less than a quorum, or by the sole remaining trustee.
- 7.04 Trustees serve at the pleasure of the church, and may be removed prior to the conclusion of the term of office at the discretion of the church acting in a properly called corporate ministry meeting.
- 7.05 The trustees are hereby designated as the directors of the corporation as that term is defined and used in the California Nonprofit Corporations Code, provided, however, that the activities and affairs of this church shall be conducted and its powers shall be exercised as allocated in these Bylaws, and the designation herein of the trustees as directors shall not grant to them any power which is not granted by these Bylaws.
- 7.06 The church nominating committee shall recommend to the church persons for election to the Board of Trustees. Any Active Member who is qualified to act in a corporate ministry meeting may nominate other persons for election to the Board of Trustees. The nominees receiving the highest number of votes from the qualified Active Members for the positions being elected shall be elected as trustees.
- 7.07 The trustee officers shall also be the officers of the corporation. The officers shall be a president, a secretary, a chief financial officer, and such other officers as the trustees or the church may deem necessary for their work. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the

president. The president and the secretary shall be chosen from among their number by the Board of Trustees, unless the church should designate the officers at the time of their election. The treasurer of the church shall be the chief financial officer. The sole function of the president and the secretary of the trustees shall be to sign such instruments and documents as are necessary or advisable in the name of, on the behalf of, and at the direction of the church.

- 7.08 The trustees shall take such actions and execute such documents as are necessary or advisable to accomplish the purpose of any matter which is authorized or approved by the Active Members of the church and which concerns any real, personal, or intangible property.

ARTICLE VIII SENIOR PASTOR

- 8.01 The senior pastor is responsible for leading and equipping the church to function as a New Testament church. He shall be especially concerned to provide leadership in the areas of preaching, teaching, and pastoral care.
- 8.02 The senior pastor shall be the overseer of the work of the church. As such, he shall be the chief administrative officer of the church in all instances except those matters which are legally the concern of the Board of Trustees. The senior pastor shall be guided by the instructions of the church in his capacity as chief administrative officer.
- 8.03 A senior pastor shall be chosen and elected by the church whenever a vacancy occurs. The election shall take place at a special ministry meeting, according to the provisions of Section 6.04B of these Bylaws.
- 8.04 When the office of senior pastor is vacant, a pastor search committee shall be elected by the church to seek out a suitable senior pastor, and its recommendation will constitute a nomination. The committee shall bring to the consideration of the church only one name at a time. Election shall be by ballot, a two-thirds super-majority affirmative vote by those Active Members present and voting being necessary for a choice. The church may set a higher supermajority in its policies and procedures manual.
- 8.05 The senior pastor's term of office shall be for an indefinite period. He shall serve until the relationship is terminated by his resignation or by the church's request.
- 8.06 The senior pastor may relinquish the office of senior pastor by giving at least two weeks' notice at the time of his resignation.
- 8.07 The senior pastor may be dismissed by a majority of those Active Members present and voting in a special ministry meeting. Such a vote shall be by ballot. Except in instances of gross misconduct by the dismissed senior pastor, the church will compensate the senior pastor with a sum equal to at least three months of his usual compensation. The termination shall be immediate, and the compensation shall be rendered in one sum paid not more than thirty (30) days from the church action, or in three equal installments paid at thirty (30) day intervals, beginning not more than thirty (30) days from the church action.

ARTICLE IX CHURCH STAFF

- 9.01 The church shall call or employ such staff members as the church shall determine it needs.

- 9.02 Employment of ministerial staff shall be governed by the following provisions:
- A. Ministerial staff members other than the senior pastor shall be recommended to the church by the personnel committee and employed by church action in ministry meeting.
 - B. At the time of resignation at least two weeks' notice shall be given to the church.
 - C. The church may vote to dismiss such a staff member upon recommendation of the personnel committee, such termination being immediate and the compensation conditions being the same as for the senior pastor, except that the amount shall relate to the individual's own compensation.
- 9.03 Employment of secretaries, custodians, nursery workers, and other non-ministerial staff shall be governed by the following provisions:
- A. The church personnel committee shall have the authority to employ and to terminate services of nonministerial staff members.
 - B. Employment and termination of services of nonministerial staff members shall be with the recommendation of the supervising staff member and, as appropriate, with the consultation of related committees of the church.
 - C. At the time of resignation at least two weeks' notice shall be given to the church.

ARTICLE X DEACONS

- 10.01 The church shall elect deacons by ballot at a regular or special ministry meeting of the church. Each deacon shall have been an Active Member for at least one year before being elected.
- 10.02 The number, method of nomination, and term of office shall be determined by the church in its policies and procedures manual. Should these matters not be addressed in such a manual, the church may make this determination by vote in a regular or special ministry meeting.
- 10.03 In accordance with the meaning of the word "deacon" and the practice of the New Testament, deacons are to be servants of the church. The task of the deacon is to assist the senior pastor in performing pastoral responsibilities.
- 10.04 Deacons shall serve as counsel to both the senior pastor and to the church. However, deacons shall exercise no authority that is not vested in them by the church or by these Bylaws.
- 10.05 The deacons shall elect their own officers and shall be organized to assist the senior pastor, and for the consideration of issues related to their work. They shall give particular attention to the areas of baptism, the Lord's Supper, benevolence, and guarding the good fellowship and spiritual ministry of the church.

ARTICLE XI CLERK

- 11.01 The church shall elect a clerk to keep a suitable record of the actions of the church.
- 11.02 The clerk shall be responsible for keeping a register of names of members, with dates of admission, termination of membership, and a record of baptisms, and shall certify the class of members (Section 5.03). The clerk shall post the names of active members eligible to vote in a cor-

porate ministry meeting two weeks before each such meeting. Any member who believes there is an error in the list may make an appeal in writing to the trustees, whose decision is final.

- 11.03 The clerk shall issue letters of transfer voted by the church, preserve on file all official communications and written reports, and give required notice of all meetings where notice is necessary, as indicated in these Bylaws.

ARTICLE XII TREASURER

- 12.01 The church shall elect a treasurer. The treasurer shall serve as a trustee and as the chief financial officer. Article VII, Trustees applies fully to the office of treasurer, since the treasurer is a trustee.
- 12.02 The treasurer shall receive, preserve, and pay out all money or things of value paid or given to the church, keeping at all times an itemized account of all receipts and disbursements. Expenditures shall be authorized in the budget as adopted by the church, or by specific action of the church, and shall conform to such system of authorization as the church may employ, whether by voucher or otherwise.
- 12.03 The treasurer shall render to the church at each regular ministry meeting an itemized report of the receipts and disbursements for the unreported full months since those presented at the last ministry meeting.
- 12.04 The church may delegate some of the financial responsibilities.

ARTICLE XIII TEAMS, CREWS, and COMMITTEES

- 13.01 The church shall elect such standing teams, crews, and committees as shall be necessary to fulfill the requirements of these Bylaws, or as the church shall otherwise deem necessary.
- 13.02 The deacons shall nominate a Nominating Committee consisting of one deacon, the Word Team captain, and one other church member. The nominating committee shall nominate people to fill positions requiring election by the church, as specified in the Policies and Procedures. Active Members may present additional nominations for all elected positions during regular or special ministry meetings.
- 13.03 The senior pastor, or the church in a ministry meeting, may appoint special committees to undertake tasks of a temporary nature. In the absence or disability of the senior pastor, such appointment may be made by the chairman of the deacons. Such special committees will dissolve following the completion of their task, or at the direction of the senior pastor or the church.
- 13.04 The senior pastor shall be an ex-officio member of all church committees, whether standing or special.

ARTICLE XIV CHURCH MINISTRIES

- 14.01 The church shall maintain ministries such as Bible teaching, church member training, music, and mission education as shall be deemed by the church to be helpful in fulfilling its purposes.

14.02 All organizations related to the church ministries which use the name of the church shall be under church control, with the naming of all ministry organization directors subject to church approval. The directors of each such ministry organization shall be elected by the church and shall serve for a period of one year or as otherwise provided by the church.

14.03 All church ministry activities shall be subject to church coordination and approval.

ARTICLE XV CHURCH COUNCIL

15.01 The Church Council shall plan, coordinate, and evaluate the activities of the church. In so doing, the Church Council shall keep an up-to-date calendar of church activities.

15.02 The members of the Church Council shall be the church ministerial staff, the Team captains, and additional people or positions as elected by the church or specified in the Policies and Procedures.

15.03 The senior pastor shall chair the Church Council, unless he declines to serve in this capacity. In such an eventuality, or when the church is without a senior pastor, the Church Council shall elect a chairperson from among its members.

15.04 Any Active Member of the church may attend Church Council meetings with observer status.

ARTICLE XVI DISSOLUTION

16.01 If at any time this church shall be dissolved, the property and assets of the church, both real and personal, shall be distributed to the Central Coast Baptist Association (CCBA) or its successors. In order to preserve the founder's intent for this ministry and all of its assets and properties to remain in Southern Baptist life, section 16.01 may only be changed with approval of the Central Coast Baptist Association Executive Board, or its successor, as expressed by a simple majority vote. If that body fails to vote on such a proposed change within 90 days of the corporate ministry meeting in which the church approved the changes, then the changes take effect automatically and do not require any further approval.

ARTICLE XVII AMENDMENTS

17.01 Changes in these Bylaws may be made at a corporate ministry meeting, according to the provisions of Section 6.04C of these Bylaws, but only if the changes have been presented in writing at a ministry meeting at least two weeks before, made available in writing to the members for at least the time period between the meetings where they are presented and voted on, and sent by both email and US mail to the Central Coast Baptist Association at least four weeks before.

***Calvary Baptist Church Bylaws
Approved on Aug. 14, 2011***

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