

Constitution and By-Laws
Evangelical Free Church of Los Banos
January 29th, 2018
(rev. April 1st 2018)

Preface

We, the members of Evangelical Free Church of Los Banos , doing business as, E.V. FREE, in order to fulfill the great commission of our Lord and Savior Jesus Christ, do hereby subscribe to the following Articles of Faith and will be governed by the following bylaws.

Articles of Faith

We Believe...

In the Triune God: Father, Son and Holy Spirit equal in power; one eternal God, Creator of all. (Gen 1:1-27; Deut 6:4; John 10:30)

In the perfect Father, unconditional lover of man, merciful, just and full of grace. (Matt. 5:48; Eph. 4:4-6)

In Jesus Christ, fully God and fully man, shed His blood as a perfect sacrifice, and rose again to save all who believe in Him. (John 1:14; John 2:2)

The Holy Spirit, the promised indwelling counselor, convicts us of sin, imparts spiritual gifts and teaches all truth. (John 14:16, 26; Rom. 8:26-27)

The Bible, the living Word of God, instructs and equips God's people, and is to be honored and cherished. (2 Tim. 3:16; Heb. 4:12)

Man is created by God, separated from Him by sin, and reunited by the blood of Christ. (Gen. 1:27; Rom. 3:23; Rom 10:9)

The Church is a body of people seeking God, loving all, and sharing the good news of Christ. (Eph. 2:19-22; Heb 10:24-25)

Prayer is intimate communication with God; listening, praising, confessing, and seeking His will. (Eph. 6:18; Phil. 4:6; 1 John 5:14-15)

Worship is willingly expressing love to God by surrendering our body, soul, and spirit for God's glory. (John 4:24; Rom. 12:1-2)

Section 1 - Name

The name of this church shall be "Evangelical Free Church of Los Banos", E.V. FREE.

Section 2 - Mission of the Church

Jesus established the Great Commission and Great Commandment, for His Bride, the church, as recorded in Matthew 28:18-20, "Go and make disciples of all the nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all things that I have commanded you..."

Therefore, E.V. FREE is committed to training up its members as disciples of Jesus Christ such that they willingly share their personal relationship with Jesus in an active missional attitude to those who do not know Him. The mission of this Church is to equip every generation to know Him and to make Him Known.

Section 3 - Association

Evangelical Free Church of Los Banos (E.V. FREE) shall be an affiliated active member of Transformation Ministries(TM), by covenant, to the beliefs expressed above. This membership shall be a voluntary, covenant relationship among like-minded congregations that remain legally autonomous while interdependent in mission. It is clearly understood that E.V. FREE is an independent corporation under the state of California and if at any time the majority of its active members decides to align with another association other than TM or to simply become an independent church, it has the legal right to do so.

Section 4 - Organizational Structure

It is the purpose of this Constitution to provide a stable and effective organizational structure to aid E.V. FREE in accomplishing its mission. The following sections specify a model for the roles of the Lead Pastor (also referred to simply as the Pastor), Officers, Board, Staff, and Congregation. This Constitution shall be reviewed annually by the Board for any changes and proposed to the membership to the structure that may increase the effectiveness of the Pastor and the Church.

- a. The role of the Congregation is to serve as the primary ministers of the Church, carrying out the mission of the E.V. FREE.
- b. The role of the Board is to govern, to serve as Officers, and to be part of the nominating committee.
- c. The role of the Pastor is to lead the Church to accomplish its mission.
- d. The role of the Staff/Ministry Leaders (paid and non-paid) is to lead the ministries of the church as directed by the Pastor.
- e. The role of the Officers is to ensure the Corporation complies with all California laws regarding this non-profit corporation.

Section 5 - Congregational Membership

Membership in E.V. FREE is not required in order to participate in all of the congregational activities of the church. As non-members, attendees may participate in the various ministries of the church and become ministry leaders as they demonstrate their leadership

abilities to the Pastor, Board and Staff; such as recruiting, organizational capabilities, planning and follow-through on their plans.

Attendees who accept Jesus Christ as their personal savior are encouraged to be baptized as their public statement of their acceptance, but they need not become members of the church as their next step. In addition to the opportunity to be baptized by the Pastor, attendees may:

- a. Attend any meeting of the church unless it is a special closed meeting handling personnel or other sensitive information.
- b. Attend social events and participate in the leadership of such events. Should an attendee become a leader of a mission outreach, the attendee is to sign a covenant agreement with the church that simply states that they will perform their mission consistent with the beliefs and practices of E.V. FREE.

In addition to the above, should an attendee wish to unite with E.V. FREE as a member, they will find the following offerings:

- a. Participate in the decisions of the church that require a vote.
- b. Seek training for becoming a board or church officer.
- c. Be recognized as a member of a Christian group seeking to spread the gospel throughout E.V. FREE's sphere of influence and through the support of domestic and foreign missionaries.
- d. Become part of the Family of God at Evangelical Free Church of Los Banos.
- e. To vote in Congregational meetings a member must be of legal voting age, currently 18.

To become a member, the applicant is to provide a statement of faith, which states they believe in Jesus Christ as their personal savior and they sign E.V. FREE's covenant.

Although baptism by immersion is our tradition, an applicant may become a member without immersion if that person is physically or mentally unable to be immersed. Under such circumstances the Pastor and Board may waive the immersion and a satisfactory alternative will be selected to symbolize the acceptance of Jesus as their Savior. We do however wish to encourage baptism by immersion because it becomes a person's public expression of their acceptance of Jesus Christ as their savior and may well have a positive influence on someone observing the baptism to accept Jesus Christ as their savior and be baptized themselves.

The membership of Evangelical Free Church of Los Banos, for purposes of this Constitution, as in the California Corporations Code (CCC 9330, 9511-12), consists of baptized believers in Jesus Christ who agree to the following commitments:

- a. Participate regularly in worship and training in order to mature in their faith.
- b. Serve faithfully in the ministries and outreach activities of the Church.
- c. Support the Church and its leaders to accomplish the mission of the E.V. FREE.

- d. Seek resolution of differences within the body of the Church privately and graciously, as Scripture requires.
- e. Give to the financial costs of achieving the mission of the Church.

Active members are those who have supported the church in volunteer work, ministry work, or financial support during the last six months. If a person is not active in any of the above for a period of six months, they are considered in-active and are not to be considered in the count of active members to determine if a quorum of the active members has been achieved. If there are extenuating circumstances, such as military duty or sustained illnesses, the board can make an exception.

Section 6 - Congregational Role

The primary role of attendees and members shall be to serve as the ministers of the Church: reaching out to un-churched people first while concurrently caring for the needs of one another within the Church.

The following decisions of the Church shall require the approval of the Congregation Members in accordance with this Constitution: (Simple majority vote)

- a. Amending the Articles of Incorporation
- b. Approving recommended elders to serve on the Board. (see sec.7. step #4. p.6)
- c. Ratifying the annual budget in broad categories

The following decisions of the Church shall require the approval of the Congregation Members in accordance with this Constitution: (51% of those present, meeting quorum requirements of 40% of the current active members)

- a. Purchasing or selling Church facilities
- b. Calling or dismissing the Lead Pastor or if only one Pastor, that Pastor whatever the title (see Section 9, f. below)
- c. Dissolving the corporation (see Section 14. b.)

The Congregation shall be given at least (2) two weeks' notice of any vote requirement by announcement at regular services. A vote may be taken either in a meeting or by written vote or electronic means. If taken in a meeting, votes may be cast by verbal, visual, or written. Meetings of the Congregation for voting shall occur annually and at special times as needed when called by the Pastor, the Board or by a congregational group consisting of active members representing 30% of the active membership roll. Informational or Town Hall type meetings can be called by the Pastor to keep the congregation well informed of the health of the church.

Section 7 – Church Board and Officer Selection

Elders.

1. An Elder shall serve indefinitely but shall be reaffirmed annually by a congregational membership vote of confidence of at least 75 percent.
2. The Elder board shall consist of no less than three and no more than nine members.
3. Each individual Elder serves at the pleasure of and under the authority of the Elder

board as a whole. No one Elder is above any other Elder. Therefore, an Elder may be dismissed on biblical grounds by a simple majority vote of the Elders as a whole. An Elder may not vote on his dismissal. Recommendation for removal of an Elder may be received at any time by the Elders as a whole.

4. An accusation against an Elder must be brought by two witnesses, and if true, dealt with publically. 1 Timothy 5:19,20.

5. The Elders shall be selected based upon the following criteria;

a. The principles set forth in I Timothy 3:1-7, Titus 1:5-9 and I Peter 5:1-3. The office of Elder shall be occupied by men of spiritual maturity, of moral purity, of exemplary character, of good reputation both inside the church and without; men of sound judgment, not greedy or quarrelsome, but hospitable and self-controlled, who rule their own household well; men who know the Word of God, who can explain and defend the basics of Christian doctrine, and who are able to teach.

b. Gift. Candidate must demonstrate leadership ability. (Romans 12:8) Inherent in this are the gifts of wisdom and knowledge. (I Corinthians 12:8).

c. Affinity. A unified team is a key element to consider during the selection process. (Titus 3:10)

d. Faithfulness at the congregational level. (See Article V, section 1, #3)

e. Fruitful at the ministry level.

f. Agreement with the Constitution and By-Laws.

g. Membership for at least one year.

h. Approval and support of wife.

i. Availability for Elder meetings and ministry.

j. A vote of acceptance by the members at the annual meeting of at least 75 percent.

Step #1: Recommendation. The Elders shall receive recommendations from the congregation during the month of March. An Elder shall confirm with each recommended person whether or not that man wishes to be a candidate. Those interested in candidacy shall be informed of the interview process at this point.

Step #2: Interview. (April). Each candidate (and wife) will be assessed by the Elders based upon the criteria listed above. The Elders must be in unanimous agreement before a candidate can be recommended to the congregation for approval.

Step #3: Evaluation: (April) Once approved by the Elders, the candidate's name is to be posted for two weeks for the congregation to pray over. The congregation shall be encouraged to direct comments, concerns to the Elders at this time.

Step #4: Approval. Candidates for Elder shall be presented to the congregation for approval at the annual membership meeting in May. The members must approve the recommended candidate by a 75 percent vote. The number of candidates shall not exceed the vacancies.

6. The Sr. Pastor shall be considered an Elder with full voting rights.

7. For purposes of incorporation, the Elders of this church shall serve as its officers and

directors. (They shall elect from among themselves 1) a chairperson, 2) a secretary, 3) a treasurer as per the California Corporation Code, Section 5110.)

8. A mid-year vacancy may be filled by the Elders for the remainder of the year by a unanimous vote of the Elders and 75 percent approval by the Congregation at a specially called Membership meeting. A "mid-year" Elder must begin the Elder selection process from the beginning once that year is up.

9. Elders are responsible for the following:

a. Congregational care. Knowing what the congregational concerns, cares and needs are and making sure they are met. (Acts 20:28, I Peter 5:2,3, Proverbs 27:23, James 5:14, Ezekiel 34).

b. Oversight. Making sure that all legal, financial, facility and ministry oversight is complete. This includes: executing all deeds, trusts and lease agreements; creation of an annual budget; hosting an outside annual audit; building maintenance and ministry evaluation; making sure that an annual written report on each area of ministry is available at the annual membership meeting. (1 Timothy 5:17).

c. The ministry of the word . (Acts 6:4). While all must be able to teach, those especially gifted as teaching elders should be given the opportunity for and be found effective at those types of ministries. (1 Timothy 5:17).

d. The ministry of prayer. (Acts 6:4). The Elders should devote both personal and time gathered as a team to pray for the flock.

e. Protect the flock from heretical teaching by refuting controversial doctrinal issues and false teachers. (Titus 1:9).

Section 8 - Church Board Relationship to the Pastor

The primary relationship between the Board and the Pastor shall be to provide accountability and support for the Pastor by writing concise Guiding Principles annually in the following three categories:

- a. Mission Principles shall define for the Pastor the mission the Church exists to achieve.
- b. Boundary Principles shall define for the Pastor what means may not be used in pursuit of achieving the mission.
- c. Accountability Principles shall outline general and measurable objectives for the Pastor's annual performance review.

The Chairperson shall chair the discussions of the Accountability Principles and shall lead the Board when discussing the Pastor's performance and compensation; the Pastor shall lead the Board in all other discussions. The Board shall determine the compensation of the Lead Pastor based on achieving the mission principles while 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 Pastor and shall leave the management of the Church to the Staff under the direction of the Pastor.

In matters that require Board action by law, the Board shall routinely approve any motion of the Pastor or Chairperson without discussion unless a Board Member

believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Board shall be by simple majority of all Board Members. Voting shall be conducted in a similar manner as a congregational vote, described in Section 6, or as required by state law. A majority of the Board present, which includes participation by electronic means, shall constitute a quorum for action by the Board.

Board meetings shall occur quarterly and at other special times as needed when called by the Pastor or the Chairperson. All Board Members shall be sent with at least (24) twenty-four hours' notice of every meeting by electronic, verbal, or written means.

The Chairperson, or his designee, shall maintain and distribute the current edition of the Guiding Principles and other Board documents.

Section 9 - Pastor Call and Dismissal

In the event of a vacancy in the position of the Pastor, the Chairperson may invite Transformation Ministries (TM) to guide the Board in the process of finding and calling a new Pastor: one who has demonstrated the capability to lead a church, has the experience and abilities, and who is desired to lead E.V. FREE to the next level of effectiveness in the achievement of its mission. The Board shall call an Interim or Transitional Pastor, recommended by TM, or possibly through other Baptists organizations, if formally recommended, to fulfill the role of the Lead Pastor until a permanent Pastor is in place. The congregation need not approve the Interim or Transitional Pastor, but is to vote on the hiring or dismissal of a permanent pastor.(see next paragraph entitled "Calling").

Calling

Calling a new permanent Pastor shall require a unanimous vote by the Board to propose the candidate. The Board will also seek a letter of recommendation from TM (or alternate christian organization), to demonstrate that they have evaluated the candidate against E.V. FREE's covenant and mission. Finally the candidate will be presented to the Congregation for approval. Following is a brief outline of the steps required in calling a Pastor:

- a. The Board, or their designees, will notify TM (or alternate christian organization) of the need to identify an Interim or Transitional Pastor.
- b. A survey will be taken of the entire congregation to determine the needs and desires that the congregation desires to be fulfilled by the new Pastor.
- c. The congregation will be briefed on the findings of the survey.
- d. The Board or its designees will conduct a search and interview Pulpit Supply (temporary speakers to fill the pulpit) and or Interim or Transitional Pastors, whichever is most appropriate considering the condition of the church body, to make an informed selection of filling the Pastor's role until a permanent Pastor is selected.
- e. The Board or its designees will then conduct a search for a replacement Pastor. Once one is selected by unanimous vote of the Board, the Board will arrange for

the candidate and his wife if he is married, to spend a weekend at the church, meeting members, guests and preaching a sermon Sunday morning.

- f. Following the sermon, in the general meeting that has been scheduled for that afternoon, at which time the congregation will vote to accept or reject the pastoral candidate. A quorum of a minimum of 50% of the active member list must be present and the vote must achieve an 80% positive vote of the quorum. The vote is to be written and confidential with the results announced by the Chairperson of the Board.

Termination

Dismissing a Pastor shall require a vote by the Board to propose the action to the Congregation in accordance with this Constitution, following a nonbinding consultation with TM. Final approval is by a vote of the Congregation.

Section 10 - Pastoral Role

The role of the Pastor is to guide the Church to accomplish its mission. The Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Pastor shall lead the Board by guiding its discussion of mission and boundary principles. The Pastor shall lead the Staff by directing, equipping and supporting them in their management of all E.V. FREE operations. With regard to compensation based on performance, the Pastor shall be accountable to the Board. With regard to job retention and approval of major decisions, the Pastor shall be accountable first to the Board in compliance to the Guiding Principles and ultimately to the Congregation. The Pastor shall guide, direct, develop compensation plans for any paid Staff, and dismiss any E.V. FREE Staff in compliance with the Guiding Principles established by the Board.

Section 11 - Church Staff/Ministry Leaders

Staff personnel are appointed by the Pastor. They are to manage their assigned responsibilities of the Church's operation. The term "Staff" applies to all administrative and ministry leaders appointed for management purposes, whether or not they receive compensation of any kind for those responsibilities. Among these appointments shall be a Treasurer for disbursements and a Financial Secretary for receipts. 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 Pastor, who must answer to the Board, and ultimately the Congregation, for the Staff's effectiveness.

Section 12 - Limitation of Liability

- a. Board, Officers, Ministry Leaders and volunteers shall not be personally liable for the debts, liabilities, or other obligations of the Church.
- b. To the extent that a person who is, or was, a Board Member, Ministry Leader, officer, employee or other agent of this Church, such person shall be indemnified against expenses actually and reasonably incurred by the person in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Church, given they are successful in their defense of any claim, issue or matter, of such proceeding.
- c. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Church but only to the extent allowed by, and in accordance with state law.

The Board may adopt a policy within the guidelines of the Guiding Principles, authorizing the purchase and maintenance of insurance on behalf of any officer, ministry leader at any level 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 individual'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 13 - Amendments To This Constitution

This document may be amended if the following requirements are met:

- a. The amendment is proposed by the Pastor, the Board, or a petition signed by thirty percent (30%) of the active members of the Congregation.
- b. The Congregation is given at least (2) two weeks' notice of the vote by announcement at regular services or by electronic or postal mail.
- c. The Congregation votes to approve the amendment in accordance with normal voting procedures described in Section 6 of this Constitution.

Section 14—Disposition of Church Property

- a. In the event of the division of church membership, the church property shall belong to those members who abide by these bylaws and its original intent of fellowship as a body.
- b. Should this church not continue, the dissolution of all assets shall be by three-fourths majority vote of the active members in good standing at the time of dissolution. Under no circumstances should any individual profit personally from the sale of any property or assets.
- c. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed, as the existing active membership directs, to one or more nonprofit funds, foundations or corporations which are in keeping with the objectives and beliefs of the church, which are organized and operated exclusively for religious purposes, and which have established their tax exempt status under IRC Section 501 (c) (3)
- d. Amendments to Section 15 will not be effective less than eighteen (18) months prior to church dissolution.

Section 15—Terms and Limitations

The term of existence of this corporation shall be in perpetuity without specific term of existence.

The corporation is organized and operated exclusively for religious or charitable purposes within the meaning of IRC Section 501 (c) (3).

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the 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.

The property of this corporation is irrevocably dedicated to religious or charitable purposes 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.

Adopting the Foregoing Constitution

We, as a Congregation of the Evangelical Free Church of Los Banos hereby adopt the foregoing by-laws consisting of these nine (11) pages, as the Constitution of this corporation. This version with the dates signed below supersede all previous editions.

Certificate

This is to certify that the foregoing is a true and correct copy of Constitution of the corporation named in the title thereto and that such by-laws were adopted after due process by the Officers of the Corporation of the Evangelical Free Church of Los Banos and by approval by the Congregation of said corporation on the _____ (date formally approved by the congregation).

Signed:

President

Dated

Signed:

Secretary

Dated

Signed:

Treasurer

Dated

If any part of this Agreement is determined to be invalid, it shall not invalidate the entirety of the Agreement, but shall be severable.