

FIRST BAPTIST CHURCH OF CLOVIS
A CALIFORNIA RELIGIOUS CORPORATION
BYLAWS

SECTION 1 – MINISTRY INFORMATION

The name of this organization is First Baptist Church of Clovis, and shall hereafter be referred to as the Church. The Church is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law.

The principal office and the registered office of the Church is located at 2080 Tollhouse Road, Clovis, CA 93611. The registered agent of the Church at that address shall be the current Financial Director.

SECTION 2 – AUTHORITY AND FAITH

First Baptist Church of Clovis shall be committed to the historic orthodoxy of Christian faith. This faith includes the full and final authority of the Bible, the doctrine of the Trinity, the deity of Jesus Christ, the substitutionary and sacrificial nature of Jesus Christ's life, death and resurrection, and the gospel of salvation by grace through faith in Christ alone. This faith affirms the dignity of all human life and the need of every person to experience forgiveness through a new birth into the family of God. We affirm the position that human sexuality is designed for physical expression only in the bonds of marriage between a man and a woman. Additional exposition of Christian teaching shall be the responsibility of the Lead Pastor, hereafter referred to as Pastor. For further explanation, please consult the Church's "Statement of Faith" and "Ethical Positions" documents available on our website and from the Pastor upon request .

SECTION 3 – MISSION OF THE CHURCH

In accordance with the Great Commission recorded in Matthew 28:18-20, this Church shall be committed to make new disciples, welcome them into a congregation that is healthy and growing, and help them grow in spiritual maturity while striving to plant other congregations with the same mission.

SECTION 4 – ASSOCIATION

Any association the church participates in to advance Kingdom work shall be voluntary and not impinge in anyway on its self-direction. This church is not subject to the control of any other ecclesiastical body.

SECTION 5 – ORGANIZATIONAL STRUCTURE

It is the purpose of these Bylaws to provide a stable and effective organizational structure to aid this Church in accomplishing its mission. The sections that follow specify a model that keeps the roles of the Pastor, Board, Staff, and Congregation distinct and effective for church health, and church growth. These Bylaws shall be reviewed annually for any changes to the structure that may increase the effectiveness of the Pastor and the Church.

- (a) The role of the Members is to serve as the primary ministers of the Church.
- (b) The role of the Board is to establish Guiding Principles for the Pastor's leadership.
- (c) The role of the Pastor is to lead the Church to accomplish its mission.
- (d) The role of the Staff is to manage the ministries of the Church, directed by the Pastor.
- (e) Congregation, as defined by these Bylaws, includes those peoples who attend the Church on a regular basis, consider the Church to be their home church, but may or may not be Members.

SECTION 6 – MEMBERS

The Members of First Baptist Church of Clovis for purposes of these Bylaws shall consist of baptized believers in Jesus Christ who are at least 16 years of age and meet the following qualifications:

- (a) They participate regularly in worship and training of the Church to grow in their faith.
- (b) They strive to serve faithfully in the ministries and outreach activities of the Church.
- (c) They support and defend the mission, vision, and pastoral leadership of the Church.
- (d) They endeavor to tithe and contribute to the financial costs of achieving the mission of the Church.
- (e) They affirm these commitments and their membership in writing every even year.

The Members shall be considered Church Members as defined in these Bylaws as provided in the California Corporations Code (CCC 9330, 9511-12). Membership shall entail no definitions, rights, or responsibilities other than those explicitly stated in these Bylaws. The Pastor shall welcome and remove Members only in accordance with the Guiding Principles.

SECTION 7 –ROLE AND EXPECTATIONS OF MEMBERS

Members are expected to serve the church body by regularly participating in the decisions of the Church on matters that require the approval of the Members. The following issues require a membership vote.

- (a) Calling or dismissing the Pastor
- (b) Amending the Articles of Incorporation or the Bylaws
- (c) Selecting Trustees to serve on the Church Board
- (d) Ratifying the annual budget in broad categories
- (e) Purchasing or selling the primary Church facilities
- (f) Dissolving the corporation

Members shall be given at least two weeks' notice of any vote by announcement at regular services and by electronic or US postal mail. A vote may be taken either in a meeting or else by written or electronic means. In case of a meeting, the meeting shall follow Robert's Rules of Order where votes may be cast by verbal, visual, or written sign. If there is no meeting and votes are collected by written or electronic means, the "presence" of the Members shall be defined as the direct receipt of their vote within a time period set by the Board, no shorter than twenty-four hours and no longer than seven days. Twenty percent of the current Members shall constitute a quorum. No abstentions or votes by proxy shall be counted. The vote shall pass by a simple majority of those who are voting. The Pastor or the Board may also bring to the Members decisions not listed above for a nonbinding vote or a less formal expression of support, as they deem appropriate.

SECTION 8 – CHURCH BOARD SELECTION

The Board shall consist of seven Trustees (equivalent to Directors in state law), including the Pastor, who shall be the only Staff person on the Board. The other six Trustees shall be Members selected for annual terms by the following process:

- (a) Any Member of the Church may submit an email or a signed letter to recommend a potential Trustee of good character and commitment to the mission of the Church.
- (b) Potential Trustees must successfully complete training taught by the Pastor covering the mission, vision, and structure of the Church.
- (c) Potential Trustees must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.
- (d) The Pastor shall present to the Members for approval a selection of candidates that have been certified by the Board as qualified to serve as Trustees.

Each Trustee may serve a maximum of four consecutive annual terms and may serve again after a break of one year or more. Immediate family members of the Pastor, Staff, or Trustees shall not serve on the Board concurrently. The term of a Trustee may be vacated by resignation, by removal as a Church Member, or by action of the Board. The remainder of a vacated term shall be filled by recommendation of the Pastor and approval of the Board and shall not be counted toward the limit of four consecutive terms.

SECTION 9 – CHURCH BOARD ROLE

The primary role of the Board shall be to provide accountability and support for the Pastor by developing and reviewing concise Guiding Principles in three categories:

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

The Board shall inform Members when changes are made to the Guiding Principles. The Guiding Principles are available on the website and from the Pastor upon request.

The Board shall determine the compensation of the Pastor based on the achievement of the mission principles and compliance with the boundary principles. The Board shall have oversight of all other operating and financial decisions through written policy in the Guiding Principles. While the leadership and direct management of the Church and Church Staff is the responsibility of the Pastor, the Board is expected to participate in giving counsel, as both the Pastor and the Board seek the guidance of the Holy Spirit.

Action of the Board shall be by simple majority of all Trustees. Board meetings shall occur monthly at least quarterly and at other special times as needed when called by the Pastor or the Chairperson.

SECTION 10 – CHURCH BOARD OFFICERS

Each year the Board shall appoint a Chairperson and Secretary. To fulfill state law, the Pastor shall routinely be designated as President of the corporation and the Board Secretary shall routinely be designated as Secretary and Chief Financial Officer of the corporation; these designations shall in no way alter the functioning of the Board as defined in these Bylaws. The Chairperson shall enforce the Accountability Principles and shall lead the Board when evaluating the Pastor's performance and compensation; the Pastor shall lead the Board in all other discussions. The meetings of the board shall follow Robert's Rules of Order. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Board documents. Any Member on the Board may sign legal documents on behalf of the corporation if so directed by the Pastor in compliance with the Guiding Principles established by the Board and subject to congregational approval when required by Section 6 of these Bylaws.

SECTION 11 – PASTOR CALL AND DISMISSAL

In the event of a vacancy in the position of Pastor, the Board shall engage a congregational coach to guide the Board in the process of finding and calling a new Pastor who has demonstrated the ability to lead this Church to the next level of effectiveness in the achievement of its mission. The Board may call an Interim Pastor to fulfill the role of the Pastor until a permanent Pastor is in place or may look to existing staff to fulfill that role. Calling a new Pastor shall require a vote by the Board to propose the candidate for approval by the Members. Dismissing a Pastor shall require a vote by the Board to propose the action for final approval by the Members. When a Pastor is dismissed or resigns, the Board may, at its discretion, provide a severance package based on the outgoing Pastor's past service, reason for leaving, and cooperative spirit.

SECTION 12 – PASTOR ROLE

The role of the Pastor is to lead the Church to accomplish its mission. The Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. Accordingly, the Pastor's life should reveal the application of those truths commanded in Scripture especially as it relates to personal conduct (For specific guidance, 1 Timothy 3:1-7 and Titus 1:6-9).

The Pastor shall lead the Board by guiding its discussion of church matters in line with the Guiding Principles. The Pastor shall lead the Staff by directing them in their management of all Church operations. The Pastor shall be accountable to the Board with regard to personnel matters within the provisions of existing law, job retention and approval of major decisions. The Pastor shall hire, direct, compensate, and terminate employment of any Church Staff in compliance with the Guiding Principles established by the Board.

SECTION 13 – CHURCH STAFF

Staff personnel appointed by the Pastor shall manage each area of Church operation. The term "Staff" shall apply to all ministry leaders regardless of compensation. Among these appointments shall be a Financial Director. Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Church's mission. All such decisions are the responsibility and prerogative of the Pastor, who must answer to the Board for the effectiveness of the Staff.

SECTION 14 – FINANCIAL AFFAIRS

The fiscal year of the Church shall begin on the first day of August and end on the thirty first day of July each year.

The Board shall hold the Pastor accountable for the financial affairs of the church in accordance with the Guiding Principles. The Pastor shall determine the individuals who can incur expenses using church funds. Such authority may be general or confined to specific instances. All incurred expenses shall be in line with the current fiscal year's budget as approved by the Members. Any expenses outside of the approved budget must be authorized by a resolution of the board.

No loans shall be contracted on behalf of the Church and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The Board shall have the right to invest and reinvest any funds the Church holds.

SECTION 15 – CONFLICT OF INTEREST

The Church expects its Trustees, officers, employees or other agents acting on behalf of the Church (“Representatives”) to conduct Church business to ultimately achieve the highest ethical standards of conduct, to comply with all applicable laws, and to conform to Biblical principles. Church representatives are expected to put the Church's interests ahead of their own personal interests as they carry out their responsibilities on behalf of the Church, and they have a duty to recognize, disclose and avoid conflicts of interest. Representatives are prohibited from using their position with the Church for any type of private gain or to obtain benefits for themselves or members of their family.

Areas in which conflicts may arise between Representatives and the Church, may include, but are not limited to, the following transactions with third parties:

- Transactions involving supplying goods and services to the Church;
- Transactions involving real estate or property leases to or with the Church;
- Transactions involving donors or others supporting the organization;
- Transactions that pay royalties or monetary awards to Representatives for products or services provided to the Church; or
- Transactions involving other organizations that affect the operations of the Church.

If a representative becomes aware of any potential conflict of interest or ethical concern regarding the representative's position with the Church or another representative's position with the Church, the representative must promptly inform the Pastor in writing who will inform the Board. If the Pastor is the one with the conflict of interest, he must promptly inform the Board in writing.

SECTION 16 – LIMITATION OF LIABILITY

(a) Trustees 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 Trustee, officer, employee or other agent of this Church has been successful on the merits 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, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with 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.

(d) Indemnification will only be provided when an individual's actions further the purpose of the church and are within that individual's authority. The decision to indemnify and the dollar amount of such indemnification will be the decision of the Board. If the indemnification is for a current member of the Board, then the decision will be made by the remaining disinterested members of the Board.

(e) The Board may adopt a policy in the Guiding Principles authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent against such liability under the provisions of state law.

SECTION 17 – EXEMPT PURPOSES AND OTHER EXEMPTION PROVISIONS

No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

No substantial part of the activities of the Corporation shall consist of propaganda or attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

SECTION 18 – AMENDMENTS TO THE BYLAWS OR ARTICLES OF INCORPORATION

The Bylaws or the Articles of Incorporation may be amended in whole or in part if:

- (a) The amendment is proposed by the Pastor, the Church Board, or a petition signed by one-third of the active Members of the Congregation, and,
- (b) Members vote to approve the amendment.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all the persons named as the current directors of First Baptist Church of Clovis, a California nonprofit corporation, and, pursuant to the authority granted to the directors by congregational vote, counted on July 21, 2025, hereby do, adopt the foregoing Bylaws, consisting of six (9) pages, as the Bylaws of this corporation.

Dated: INSERT DATE

Kathy Blumer, Director

Frederick Field, Director

David Gallyer, Director

Andrew Giles, Director

Brian Hauss, Director

Joan Mettler, Director

Brent Watson, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were adopted after due process by the Board of Trustees of said corporation on the date set forth below.

Dated: August 18, 2025

Kathy Blumer, Secretary

Bylaws—Revision: July 21, 2025