

DRAFT

CONSTITUTION AND BYLAWS
OF THE
FIRST BAPTIST CHURCH
OF POMONA

January 2023 Draft, including changes proposed in November and December 2022.

Doing Business As (DBA):



TABLE OF CONTENTS

CONSTITUTION AND BYLAWS	2
NAME AND LOCATION	3
NONPROFIT PURPOSES	4
STATEMENT OF FAITH	5
STATEMENT OF CHRISTIAN RESPONSIBILITY	7
MISSION STATEMENT	8
INSTITUTIONAL COOPERATION	9
MEMBERSHIP	10
LEAD PASTOR AND STAFF	11
OFFICERS AND ELECTED OFFICIALS	12
BOARD OF TRUSTEES	13
MINISTRY ADVISORY TEAMS	15
MEETINGS	17
ELECTIONS	19
CALLING AND DISMISSING A LEAD PASTOR	21
DEDICATION OF ASSETS	23
INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES, AND AGENTS	24
MISCELLANEOUS PROVISIONS	25
AMENDMENTS	26
ADOPTION OF CONSTITUTION	27

ARTICLE I
CONSTITUTION AND BYLAWS

These Constitution and Bylaws (the “Bylaws”) fully repeal, amend, and restate any and all prior versions of the Constitution and Bylaws for The First Baptist Church of Pomona.

ARTICLE II NAME AND LOCATION

Section 1. NAME

This organization shall be legally known as the First Baptist Church of Pomona, the name as stated in the Articles of Incorporation dated February 23, 1884 (the “church”). From time to time,, for the purposes of enhanced communication and ministry to fulfill the vision and mission of the church, the Lead Pastor may propose, and the Board of Trustees approve, an alternative name that would subsequently be legally registered as a “doing business as” (DBA) name.

Section 2. LOCATION

The principal office of the Church in the State of California shall be located at 586 North Main Street, Pomona, CA 91768. The Church may have such other offices, either in California or elsewhere, as the Board of Trustees may determine. The Board of Trustees may change the location of any office of the Church.

ARTICLE III
NONPROFIT PURPOSES

This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, this Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code; and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE IV STATEMENT OF FAITH

WE BELIEVE

1. THE BIBLE

The Bible, composed of the Old and New Testaments, is the divinely inspired Word of God, the final and trustworthy authority for faith and practice. The Bible clearly reveals the essentials necessary for salvation and the basics of how to conduct our lives. It is the true center of Christian union and the supreme standard by which human conduct, creeds, and opinions shall be tried.

(Deuteronomy 4:1-2; II Timothy 2:15; II Timothy 3:16-17; II Timothy 4:3; II Peter 1:20-21)

2. THE TRINITY

There is only one true and eternal God consisting of three co-equal Persons: Father, Son, and Holy Spirit.

(Matthew 3:16-17; Matthew 12:28; Matthew 28:19; John 15:26; Acts 2:33; Acts 10:38; Romans 1:4; Romans 8:9; 2 Corinthians 13:14; Ephesians 2:18; Hebrews 9:14; 1 Peter 1:2)

3. HUMANITY

God created humanity in the Divine image - male and female He created them.

(Genesis 1:26-30; Romans 1:19-32)

4. SIN

Through the fall of Adam and Eve, all people became sinful and separated from God. The consequence of living sinful lives is death and eternal separation from God. This created a need for the powerful, saving redemption through the crucifixion and resurrection of Jesus as atonement for humanity's sin. (Matthew 25:31-46; 1 John 1:8; Romans 3:10; Romans 3:23-24; Romans 5:12; Romans 6:23; Hebrews 9:22.)

5. JESUS & ATONEMENT

Jesus Christ is God's Son, begotten of the Holy Spirit and born of the Virgin Mary, fully divine and fully human, the eternal and pre-existent Word. By His substitutionary death, Christ made full atonement for our sins, and by His resurrection, He showed Himself to be the Lord and giver of life to all who believe.

(Luke 1:34-35; John 1:1-3:17; Hebrews 1:1-3; Hebrews 4:14-15)

6. SALVATION & SANCTIFICATION

God offers forgiveness of sin and justification through faith in Christ Jesus, by His grace, apart from works. Such redemption is received by human individuals as God's gift upon repentance from sin and faith in Jesus Christ. Through Christ, the believer becomes a new creation whose mind and will are transformed by the power of the Holy Spirit from loving sin to loving the Lord with all our heart, soul, and mind and loving all people as we love ourselves.

(Matthew 22:37-38; 1 John 1:6-2:11; 1 John 1:6-2:11; Galatians 5:15-23; Ephesians 2:8-22; Colossians 3:1-17)

7. THE CHURCH

The Church is a community of faith consisting of believers with Christ as Lord. Such believers claim a personal relationship with God through Jesus Christ, are indwelt by the Holy Spirit, follow the Lord in believer's baptism by immersion, share in the Lord's Supper, gather regularly for worship, and covenant for mutual edification and caregiving. The Church is called to proclaim the Good News of Jesus Christ and God's reconciling grace in the power of the Holy Spirit, inviting persons to receive salvation and follow Christ as His disciples.

(Matthew 3:13-17; Matthew 16:15-19; Matthew 28:18-20; Acts 1:8; Acts 16:30-33; Romans 10:9-10; ; 1 Corinthians 11:23-26; Galatians 3:26-28; Ephesians 1:17-23; Hebrews 10:23-25; James 1:27; James 2:8)

8. JUDGMENT & SECOND COMING

Jesus Christ will return visibly. He will raise the dead and judge all people. Believers will enjoy eternal fellowship with God as they participate in the fullness of His eternal reign, while unbelievers will suffer eternal separation from God.

(Matthew 24:29-31; Matthew 25:31-46; 1 Thessalonians 4:14-18; Revelation 20:4-6, 11-15)

ARTICLE V STATEMENT OF CHRISTIAN RESPONSIBILITY

Having been led, as we believe, by the Holy Spirit of God to receive Jesus Christ as our Lord and Savior, and having been baptized in accordance with Christ's command, we do now, in the presence of God and our fellow members, solemnly enter into covenant with one another as one Body in Christ.

To engage ourselves regularly in prayer, worship, and the study of the Scriptures so that we may grow in the image of our Lord and Savior, Jesus Christ.

To remember our redemption in Christ; to pray for one another and serve one another in Christian love; to forgive, even as we have been forgiven of God; and to seek reconciliation, according to Christ's command.

To serve this church with our time, talents, possessions, and finances, mindful that we have been summoned to be doers of the Word and not hearers only.

To establish a proper example before our families at all times; to endeavor to educate our children in the principles and the duties of our faith, and to endeavor to maintain family and private devotions.

To walk uprightly before the world with dignity, courage, and integrity so that the light of God may shine through our lives before all people and encourage them to seek Him who is the Way, the Truth, and the Life; therefore, we shall not, with intent or deliberation, indulge in those things which might contribute to the moral or physical deterioration of ourselves, our fellowship, or our community.

Believing in a loving, Sovereign God, and believing in the Deity of our Savior, His miraculous birth, His peerless life, His atoning death, His powerful resurrection, His promised return to consummate history, and our essential oneness with others of like faith, we shall seek to love God with all our heart, soul, mind, and strength and to love our neighbor as ourselves. May God help us in these resolves.

ARTICLE VI
MISSION STATEMENT

The mission of the church shall be the advancement of the Kingdom of God through the bringing of people into a personal relationship with Jesus Christ, the developing of Christian character, and the equipping of people to change their world for Christ.

ARTICLE VII
INSTITUTIONAL COOPERATION

The First Baptist Church of Pomona has chosen to form a covenantal relationship with Transformation Ministries for the purpose of fellowship, deepening and developing its pastors as spiritual leaders, networking with other churches for mutual health and missional vitality, and giving and receiving support for church planting partnerships.

ARTICLE VIII MEMBERSHIP

Section 1. QUALIFICATIONS

Any person seeking membership must be in agreement with the church's Statement of Faith (Article IV), Statement of Christian Responsibility (Article V), and Mission Statement (Article VI).

Section 2. MEANS OF ADMISSION

There are three (3) methods for admission to membership in the First Baptist Church of Pomona:

- a. Profession of faith in Jesus Christ as Savior and Lord, followed by baptism. Baptism is to be by immersion unless immersion is precluded for health reasons in which case some other form of baptism will be accepted.
- b. Transfer letter of membership from some other church of like faith and order.
- c. Request of a former member for restoration to full membership.

Any person may be accepted into membership if he/she meets the qualifications (Section 1), fulfills one of the means of admission (Section 2), is recommended by a member of the pastoral staff, and is approved by the Board of Trustees.

Section 3. DEFINITION OF MEMBERS

- a. An Active Member is a member who has met the means of admission and, within the last 12 months, regularly attended church services and consistently contributed financially to the church. The Board of Trustees, in conjunction with the pastoral staff, may review the membership rolls periodically to determine who qualifies as an Active Member.
- b. An Inactive Member is a member who meets the means of admission, but does not meet the above requirements and wishes to maintain a relationship with the church. Inactive members are not eligible for voting in business meetings.

Section 5. DEPARTURE/DISMISSAL OF MEMBERS

Members may be dismissed upon request and/or recommendation of the pastoral staff under the following categories:

- a. Letter of Transfer to another church.
- b. Personal request to be removed from the membership.
- c. Death.
- d. Dismissal due to church discipline as outlined in Matthew 18:15-20.

All membership changes are to be submitted to the Board of Trustees for approval.

ARTICLE IX LEAD PASTOR AND STAFF

Section 1. LEAD PASTOR RESPONSIBILITIES

The Lead Pastor shall preach and live out the Gospel, administer the ordinances, watch over the membership, promote the spiritual interests of the church, and organize and develop its strength for the best possible service. Additionally, it shall be the Lead Pastor's task to delineate and direct or delegate responsibility for the same and the activities of all church employees including:

- a. Finding and employing successors for vacated pastoral staff (other than the Lead Pastor position) or the creation of new positions as needed. Appointment of pastoral staff, including salary, will be reported to the Board of Trustees at the next scheduled meeting.
- b. Vetting and recommending pastors to come before the Board of Trustees for licensing.
- c. Overseeing the recruitment and hiring of all non-pastoral staff for which salary and benefits are included in the current approved budget.
- d. Dismissing staff. Any dismissal of staff will be reported to the Board of Trustees as soon as possible.

The Lead Pastor shall serve as the Chief Executive Officer of the Corporation and be an ex-officio, voting member of the Board of Trustees.

ARTICLE X OFFICERS AND ELECTED OFFICIALS

Section 1. TRUSTEE CHAIR

The Trustee Chair shall preside at the business meetings of the church and meetings of the Board of Trustees. The Trustee Chair shall be elected by the congregation and is an officer of the corporation for the length of his/her term.

Section 2. TRUSTEE VICE CHAIR

The Trustee Vice Chair shall preside at the business meetings of the church and meetings of the Board of Trustees in the absence of the Chair. The Vice Chair shall be elected by the congregation and is an officer of the corporation for the length of his/her term.

Section 3. TREASURER

The Treasurer shall be a resource person to financial staff for all financial matters pertaining to church records, taxes, assessments, etc. The Treasurer shall be elected by the congregation and is an officer of the corporation for the length of his/her term.

Section 4. SECRETARY

The Secretary, in conjunction with the clerical staff, shall ensure the maintenance of all books, minutes, and other documents in the business office of the church. The Secretary shall respond to requests from members for access to documents in accordance with the California Nonprofit Corporation Law, in consultation with the Lead Pastor and appropriate staff. The Secretary shall be elected by the congregation and is an officer of the corporation for the length of his/her term.

Section 5. SENIOR LEADERSHIP

In addition to the above-named positions, the Lead Pastor and the Chief Business Officer of the church will also be considered officers of the corporation. The Chief Business Officer is the staff member designated by the Lead Pastor to provide oversight of the administrative functions of the church.

ARTICLE XI BOARD OF TRUSTEES

Section 1. COMPOSITION

The Board of Trustees shall consist of the Trustee Chair, Vice Chair, Treasurer, Secretary, Lead Pastor, Chief Business Officer of the church and at least nine (9) elected members at-large. The Trustee Chair, Vice Chair, Treasurer, Secretary and members at-large will be elected by the congregation for a maximum of a three-year term. Upon completion of a term, they are ineligible for reelection for one calendar year. All members of the Board of Trustees have voting rights. At least eight (8) voting members will constitute a quorum, and a quorum must be present to conduct business. If there are vacancies on the board, a quorum shall consist of one-half of the current board members plus one additional member. Other pastors may attend the meetings at the invitation of the Lead Pastor but do not have voting rights. All members of the Board of Trustees are to be active members of the church and regular contributors to the ministry, in accordance with their means.

Section 2. SELECTION

A Nominating Committee made up of the Officers of the Board of Trustees and two (2) representatives from both the Global Missions Advisory Team and Deacon Service Team will work with the pastoral team to identify and recommend candidates for the Board of Trustees, both members-at-large and the officers, according to the qualifications found in I Timothy 3:8-13, seeking to build a diverse team with spiritual maturity. It will be the responsibility of the Chief Business Officer or Lead Pastor to contact the candidates to determine acceptance of the nomination prior to being presented for the congregational vote at the Annual Meeting.

Section 3. DUTIES

The Board of Trustees is directly accountable to the Membership and is charged by the Membership with providing overall fiduciary leadership of the corporation and advising on the spiritual well-being, ministry, and business of the church. In fulfilling its role, the Board of Trustees shall:

- a. Approve an annual budget in advance of it being presented to the Membership for ratification.
- b. Monitor progress in meeting the ministry and financial goals of the church and take corrective action, as necessary.
- c. Be responsible for approving all personnel policies of the church and ensuring that they are in accordance with applicable law.
- d. Establish church-wide policy and procedures.
- e. Be legally responsible for the business affairs of the church as the Board of Trustees, except for those affairs delegated to the Membership by this document.
- f. At such a time as necessary, approve the members of the Search Committee for selecting a Lead Pastor as outlined in Article XIII.

- g. License pastors recommended by the Lead Pastor. The Board of Trustees may also discipline or revoke said credentials upon recommendation of the Lead Pastor.
- h. Each board member shall sign a Conflict of Interest Statement annually and declare a conflict of interest on any matter at the time it comes before the board.

Section 4. MEETINGS

The Board of Trustees shall schedule at least ten meetings per year. Meetings may be added or canceled by agreement of the Lead Pastor and the Trustee Chair.

- a. Notice of meetings will be by the distribution of an annual schedule of the meetings at the beginning of each calendar year. Changes to the scheduled meetings must be made at least 48 hours in advance of the scheduled meeting by email or phone.
- b. In the event that the Board of Trustees is unable to meet in person, digitally available meetings may be arranged with at least 48 hours' notice on a commonly acceptable electronic or digital platform.
- c. Business may be accomplished by email providing that any decisions then be ratified at the next in person or digital meeting.

ARTICLE XII MINISTRY ADVISORY TEAMS

Section 1. MINISTRY ADVISORY TEAMS

Each ministry department at the discretion of the pastor of that department may develop an Advisory Team to assist the pastor of that department in the advancement of the goals of that department and the vision of the church and to help to establish policies, projects, partnerships, and promotion for the work of that department.

Section 2. REQUIRED TEAMS

a. Deacon Service Team

The purpose of the Deacon Service Team is to assist the pastoral team by coordinating and facilitating observance of the ordinances of baptism, communion, and all types of visitation and care of the sick, needy, and distressed members of the church.

b. Global Missions Advisory Team

The purpose of the Global Missions Advisory Team is to assist the Global Missions Pastor in the advancement of the Global Missions vision of the church and to help to establish policies, projects, partnerships, and promotion for all aspects of global missions. The team shall advise the Global Missions Pastor in recommendations for the annual Global Missions budget to be made to the Board of Trustees. In addition to other duties, the Global Missions Advisory Team is responsible for vetting and approving any missionaries, ministries, or organizations included in the church budget for missions.

Section 3. COMPOSITION

a. Deacon Service Team

The Lead Pastor shall designate a staff member to oversee the operation of the Deacon Service Team. The members of this team shall be recommended by the designated staff member and Nominating Committee (Article IX, Section 2) and approved at the Annual Congregational Meeting. The number of members for the Deacon Service Team shall be based on the needs of the congregation. Members are to be selected from the active membership of the church who meet the qualifications of deacons in I Timothy 3:8-13.

b. Global Missions Advisory Team

The Lead Pastor shall designate a staff member to oversee the operation of the Global Missions Advisory Team. The members of this team shall be recommended by the designated staff member and Nominating Committee (Article IX, Section 2), and approved at the Annual Congregational Meeting. The number of members for the Global Missions Advisory Team shall be based on the needs of the congregation. Members are to be selected from the active membership of the church who meet the qualifications of deacons in I Timothy 3:8-13.

Section 4. COMBINED DEACON, GLOBAL MISSIONS, AND TRUSTEE MEETINGS

The Deacon Service Team, Global Missions Advisory Team, and Board of Trustees shall hold at least two combined meetings annually for communication and coordination of ministry and strategic planning. One of these meetings shall be held in the first quarter of the calendar year and the second meeting shall be held in the third quarter of the calendar year. Additional combined meetings can be scheduled as needed by request to the Lead Pastor or Trustee Chair.

ARTICLE XIII MEETINGS

Section 1. MEETINGS OF WORSHIP AND TEACHING

- a. The church shall, at a minimum, meet each Sunday for worship and the teaching of God's Word except at times, upon the recommendation of the pastoral staff, when external events warrant the cancellation of a particular service. Such events may include, but not be restricted to, cases of natural disasters or pandemic diseases. Other worship services in various formats may be scheduled at the discretion of the pastoral staff.
- b. The church shall observe the Lord's Supper typically once a month or as often as the Lead Pastor and leadership team deem it wise. The church shall meet regularly in small groups for prayer, Bible study, Christian instruction, training, and discipleship.

Section 2. BUSINESS MEETINGS

- a. The Annual Meeting of the church shall be held in November or December at a date to be determined by the Lead Pastor and Trustee Chair of the church.
- b. Special business meetings may be called at any time by the Lead Pastor and Trustee Chair, or upon written request signed by at least one hundred (100) active members of the church and submitted to the Trustee Chair, Lead Pastor, or Chief Business Officer. In the event the church has fewer than two hundred (200) active members, the request would need to be signed by 50% of the active membership.
- c. Those considered members for the purposes of notification of and voting at a business meeting are any persons who are active members 21 days prior to the date of the business meeting.
- d. Notice of any congregational business meeting shall be given in the worship service for the two Sundays prior to the meeting and be communicated broadly to the membership in advance of the meeting.
- e. The Trustee Chair shall preside at any and all business meetings. The Vice Chair of the Board of Trustees shall preside if the Trustee Chair is unable to do so.
- f. The quorum shall be established as the number of active members present at the convening of the meeting only and shall prevail through adjournment of the meeting with a minimum of fifty (50) active members. Arrival and/or departure of members during a meeting at which a quorum has been determined to be present shall not affect the establishment of a quorum for the purposes of conduct of announced items of business. In the event that the church has fewer than 100 active members, the quorum would be 50% of the active membership.
- g. Only active members age 18 and above shall be considered part of the quorum and be eligible for voting at all business meetings. Voting by proxy shall not be permitted.
- h. For the purchase, sale, or encumbrance of property, a three-fourths affirmative vote of all active members duly qualified, present, and voting shall be required. The quorum shall be no fewer than one hundred (100) active members duly qualified and present. In the event the church has fewer than two hundred (200) active members, the quorum would be 50% of the active membership.

- i. In the event that a quorum is not present for such a meeting, a new business meeting shall be scheduled at least two weeks later at which the quorum shall be composed of the number of duly qualified active members present, according to item h. in this section.
- j. Any action that could be taken at a member meeting may be taken by written ballot without a meeting when following the procedures and quorum requirements provided in the California Corporate Code.
- k. In the event that emergency situations make the convening of a congregational business meeting impossible, an electronic or digital meeting using a commonly available digital platform may be held and may conduct any business that could be conducted in a normal congregational business meeting. Such a digital meeting would need to be noticed through whatever media is being used for the regular church services at least two Sundays prior to the meeting. Such a digital meeting would have the same quorum requirements consistent with the requirements for a normal in person meeting. Voting at such digital meetings will be done, if possible, on the digital platform or by email if the digital platform does not have capability for voting.

ARTICLE XIV ELECTIONS

Section 1. ANNUAL ELECTIONS

The annual election of church officers and Board of Trustees shall be held at the Annual Meeting in November or December.

Section 2. PROCEDURE

- a. At the annual election, the nominations will be read. Additional nominations may be made from the floor, providing the consent of such nominees has been given. In the case of two or more nominations for an office, such vote shall be by ballot; otherwise vote may be by voice vote or a show of hands.
- b. Officers and Board members shall begin their terms on January 1.

Section 3. TERM OF OFFICE

- a. Members of the Board of Trustees shall be elected to a term of up to three (3) years. The three-year terms should be staggered so that every year one third of the board will transition on and off. Following his/her service, a member is ineligible for reelection until the lapse of one year.
- b. The following church officers: Trustee Chair, Vice Chair, Treasurer, and Secretary shall be elected for a one-year term and can be re-elected for up to their maximum term on the Board of Trustees. Following service, a member is ineligible for reelection until the lapse of one year.
- c. Members selected to fill unexpired terms of office of one year or less may be elected to a full three-year term at the end of the unexpired term. Following this, the member is ineligible for reelection until the lapse of one year.
- d. No person shall hold more than one elected church position at any time.

Section 4. VACANCIES

- a. Events Causing Vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: the death, resignation, or removal of any Trustee.
- b. Removal. The Board may by resolution declare vacant the office of a Trustee who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under Corporations Code. The Board may, by a ($\frac{3}{4}$) three-fourths vote of the Trustees who meet all of the required qualifications to be a Trustee, declare vacant the office of any Trustee who fails or ceases to meet any required qualification that was in effect at the beginning of that Trustee's current term of office.
- c. No Removal on Reduction of Number of Trustees. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires unless the reduction also provides for the removal of that specified Trustee in accordance with these Bylaws and Corporations Code.

- d. Resignations. Except as provided in this section, any Trustee may resign by giving written notice to the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Trustee may resign if the church would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the California Attorney General (the “Attorney General”).
- e. Filling Vacancies. If there is a vacancy on the Board, including a vacancy created by the removal of a Trustee, the Board may fill such vacancy by selecting an additional trustee as soon as practicable after the vacancy occurs, assuming candidates fulfill the requirements of Articles X and XI (above). Additional trustees may be selected to fill such vacancies by the affirmative vote of a majority of the Trustees in office at a meeting held according to notice or waivers complying with section 5211 of the Corporations Code.

ARTICLE XV CALLING AND DISMISSING A LEAD PASTOR

Section 1. LEAD PASTOR SELECTION

- a. Interim Lead Pastor Selection - When there is a vacancy in the Lead Pastor position, an interim Lead Pastor may be selected and approved by the Board of Trustees and serve until released by the Board of Trustees or a permanent Lead Pastor has been chosen. The interim Lead Pastor may be an existing staff pastor or come from outside the church. The interim Lead Pastor will not be a candidate for the permanent Lead Pastor position and will work to prepare the church for the new Lead Pastor. The interim Lead Pastor may hire and dismiss staff only upon the approval of the Board of Trustees.
- b. If the Board of Trustees chooses to not select an interim Lead Pastor, an interim leadership team may be appointed by the Board of Trustees to provide guidance and direction during the interim period. The team shall be responsible for securing speakers for worship services, for overseeing the ministries of the church and ministerial services that would normally be overseen or provided for by the Lead Pastor.
- c. Church Assessment - The Board of Trustees shall commission the creation of a church assessment and the development of a Lead Pastor profile and job description.
- d. Appointment of Search Committee - The Board of Trustees shall appoint the members of the Pastoral Search Committee. A retiring Lead Pastor cannot serve on the Search Committee. The members of the Pastoral Search Committee shall consist of at least one member from the Board of Trustees, Deacon Service Team, Global Missions Advisory Team, and two church staff, one of whom is a pastor. The rest of the members may be selected from these groups and other members of the congregation in good standing. No member of the Search Committee may be a candidate for the position. The trustees also shall choose the chair of the Pastoral Search Committee. All members of the Pastoral Search Committee will serve until a Lead Pastor is called. A minimum of seven (7) members shall be required and no more than eleven (11) members is recommended
- e. Candidates for the Lead Pastor position may come from the current pastors of the church, from persons suggested by members of the congregation, Transformation Ministries, and other ministry networks.

Section 2. CALLING A PASTOR

- a. The calling of a Lead Pastor shall come before the church at a business meeting, notice of such meeting and its purpose having been announced to the congregation on two preceding Sundays and communicated to the membership via U.S. mail. Only

one candidate shall be presented at a time. A ($\frac{2}{3}$) two-thirds vote, by ballot, of all active members present and voting shall be necessary to extend a call. The quorum shall be no fewer than 100 active members duly qualified and present. If the church has fewer than 200 active members, the quorum would be 50% of the active membership.

- b. The Lead Pastor shall be called for an indefinite period of time. The relationship between the pastor and church may be dissolved by mutual consent after reasonable notice.

Section 3. DISMISSING A PASTOR

When it seems necessary to dismiss the Lead Pastor, the Board of Trustees, absent the Lead Pastor, shall prayerfully consider such action. If a ($\frac{2}{3}$) two-thirds majority of the Board feels such a procedure is necessary, they shall request the Trustee Chair to go to the active membership for final action. Notice of this meeting and its purpose shall, at minimum, be communicated to the active membership via U.S. mail. A ($\frac{2}{3}$) two-thirds ballot vote of all active members present and voting shall be necessary to dismiss the Lead Pastor. Before each step set forth in this section, the Lead Pastor shall be notified of the anticipated action by the Trustee Chair and be given the opportunity to resign.

ARTICLE XVI DEDICATION OF ASSETS

Section 1. PROPERTY DEDICATED TO RELIGIOUS PURPOSES

The property of the church is irrevocably dedicated to religious purposes. No part of the net income or assets of the church shall ever inure to the benefit of any of its Trustees or Officers, or to the benefit of any private person. The church is authorized and empowered to pay reasonable compensation for professional, business, or commercial services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 2. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of this church, its assets remaining after payment, or provision for payment, of all debts and liabilities of this church shall be distributed to Transformation Ministries. In the absence of Transformation Ministries, the assets will be distributed to another like-minded Christian church, nonprofit fund, foundation, or corporation organized and operated exclusively for charitable, educational, and/or religious purposes and which has established its tax-exempt status.

ARTICLE XVII

INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. MAINTENANCE OF INDEMNIFICATION INSURANCE

The church shall continuously carry comprehensive insurance that indemnifies Trustees, Officers, Employees, and Agents of the church against any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative in which they are named when said individual(s) have made a good faith effort to execute their official duties based upon the information available at the time.

Section 2. LIABILITY OF TRUSTEES

Trustees are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The trustees have no liability for actions taken or omitted by the advisor if the Board of Trustees acts in good faith and with ordinary care in selecting the advisor. The Board of Trustees may remove or replace the advisor, with or without cause.

ARTICLE XVIII MISCELLANEOUS PROVISIONS

Section 1. LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS

The Bylaws shall be construed in accordance with the laws of the State of California. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. LEGAL CONSTRUCTION

If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 3. HEADINGS

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 4. ELECTRONIC SIGNATURES

To the fullest extent permitted by the Act and other law, electronic signatures (such as e-mail) of Members, Trustees, officers and committee members, as between each other or each of them and the Church, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Member, Trustee, or officer submits a written refusal to conduct any or certain transactions by electronic means.

Section 5. POWER OF ATTORNEY

A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

Section 6. PARTIES BOUND

The Bylaws shall be binding upon and inure to the benefit of the Trustees, officers, committee members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

ARTICLE XIX AMENDMENTS

This Constitution may be amended or changed at any regular or called business meeting of the church provided that notice of such amendment(s) shall have been given from the platform on two preceding Sundays and the proposed changes are made available on those Sundays and to the active membership via electronic distribution and/or other means at least two Sundays prior to the vote. A two-thirds vote, by ballot, of all active members present and voting shall be necessary. The quorum shall be no fewer than one hundred (100) active members duly qualified and present. If the church has fewer than two hundred (200) total active members, the quorum would be 50% of the active membership.

Certificate of Secretary

I, _____, certify that I am the duly elected and acting Secretary of the First Baptist Church of Pomona; that these Constitution and Bylaws, consisting of _____ total pages, are the bylaws of this Corporation as approved by the membership as well as approved and adopted by the Board of Trustees on _____, 20__ and that these Bylaws have not been amended or modified since that date. The effective date of these Constitution and Bylaws is March 1, 2023.

Executed on _____ at _____ California.

Secretary