

CALVARY REFORMED CHURCH  
BYLAWS

ARTICLE 1 – AUTHORITY AND FAITH

Calvary Reformed Church (Church) of Ripon, California shall be committed to the Christian faith. This faith is fully explained and defined in the historic Reformed Creeds of the Heidelberg Catechism, Belgic Confession and the Canons of Dort, as well as those confessions officially adopted by the Reformed Church in America, which we believe properly interpret and explain the Bible as our authority for life and faith. This faith affirms the dignity of all human life and the need of every person to experience eternal life and the forgiveness of sin through belief in the death and resurrection of Jesus Christ.

The Church shall be governed in agreement with the resolutions of the Consistory of the Church, the Classis of Central California (Classis), and the Reformed Church in America (RCA).

ARTICLE 2 – MISSION OF THE CHURCH

The mission of the Church is based upon the Great Commission recorded in Matthew 28:18-20 and the New Commandment recorded in John 13:34-35. The Church shall be focused on transforming people into fully devoted followers of Jesus Christ. This mission drives us to make new disciples, help them grow in spiritual maturity and welcome them into a congregation that is healthy, growing, and multiplying while striving to plant other congregations with the same mission. In summary form, the mission is Reaching the Disconnected, Growing the Connected, and Serving our Community.

ARTICLE 3 – AFFILIATION

The Church shall be a covenantal member of the Classis and of the RCA. This relationship is defined in the Book of Church Order (BCO) of the RCA. Notwithstanding anything to the contrary contained in these Bylaws, Calvary Reformed Church is a member church in the Reformed Church in America; is, and at all times shall be, subject to and governed by the Constitution of the Reformed Church in America; and agrees that the provisions of these Bylaws shall not be amended in any manner without the prior written consent of the classis of which Calvary Reformed Church is a member.

ARTICLE 4 – CHURCH MEMBERSHIP

Eligibility: Confessing Membership in the Church shall be open to persons baptized in the name of Jesus Christ who are confessing followers of Jesus Christ. Congregants shall be considered members of the Church as defined in these Bylaws and as provided in the California Corporations Code. Membership shall entail no definitions, rights, or responsibilities other than those explicitly stated in these Bylaws. Only active Members shall have a right to vote.

Registry: The names of all persons who have been received as communicant members shall be published to the church, and they shall be registered as communicant members in the church records.

Termination of Membership: Membership in the church may be terminated only by death, or by transfer to another church, or by a procedure of discipline, or by lack of participation as outlined in the BCO. A member whose address has been unknown for one year may be placed upon an absent list according to the Constitution of the Reformed Church in America.

Submission to Church Discipline: All members of the Church, including all who have been baptized therein are under the care of the Church, and subject to its government and Christian discipline administered by the elders, together with the Lead Pastor if there is one. A person who persistently rejects admonitions of the Consistory may be suspended from the privileges in the Church. Should such person, having been repeatedly admonished and then suspended, fail to show marks of repentance, the Consistory, with the permission of Classis, may proceed to excommunicate that person.

## ARTICLE 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 Lead Pastor, Consistory, Elders, Deacons, Staff, and Congregation distinct and effective for church health, growth, and multiplication. These Bylaws shall be reviewed periodically by the Calvary Leadership Team for any changes to the structure that may increase the effectiveness of the Lead Pastor and the Church.

- A. The role of the Congregation is to serve as the primary ministers of the Church.
- B. The role of the Calvary Leadership Team is to establish Guiding Principles for the Pastor's leadership and as defined in the BCO.
- C. The role of the Ministry Elders is defined by the Guiding Principles and the BCO.
- D. The role of the Ministry Deacons is defined by the Guiding Principles and the BCO.
- E. The role of the Leadership Elders shall be as specified in the Bylaws and the BCO.
- F. The role of the Leadership Deacons shall be as specified in the Bylaws and the BCO.
- G. The role of the Lead Pastor is to lead the Church to accomplish its mission and as defined by the BCO.
- H. The role of the Staff is to manage the ministries of the Church as directed by the Executive Pastor under the leadership of the Lead Pastor
- I. The role of the Executive Pastor is to support the Lead Pastor and to direct the staff to manage the ministries of the Church that enable it to accomplish its mission.

## ARTICLE 6 – CONSISTORY SELECTION

The Calvary Leadership Team of the Consistory shall consist of four Governing Elders, four Governing Deacons, the Executive Pastor, and the Lead Pastor. In addition to the Governing Elders and Governing Deacons, there shall be Ministry Elders and Ministry Deacons, the exact number of which shall be determined annually by the Consistory and the Congregation. The Ministry Elders and Deacons are also members of the Consistory, but shall have the roles described herein. The number of Governing Elders and Governing Deacons may be amended upon an affirmative vote of a majority of the members at any annual congregational meeting. All members of the Consistory shall be active members of the Congregation with the exception of the Lead Pastor, who is a member of the Classis. Immediate family members of the Lead Pastor, Executive Pastor or Staff shall not serve on the Calvary Leadership Team. The Elders and Deacons shall be selected for their terms by the following process:

- A. The Calvary Leadership Team shall appoint a Nominating Committee to prepare a list of eligible candidates for the Consistory. The Nominating Committee shall be made up of 4-7 members of the Church who understand the vision, values, and mission of the Church. At least one member shall be on the current Calvary Leadership Team and at least one member shall be a person who has previously been an Elder or Deacon. The remaining members of the Nominating Committee shall be selected from the Congregation at large.
- B. Any active member of the Congregation may submit a name to the Nominating Committee to recommend a person of good character, and who is respected for their spiritual leadership in the Church for the position of Elder or Deacon.
- C. The Nominating Committee shall submit a list of eligible candidates to the Full Consistory. The Full Consistory shall then appoint from that list the appropriate number of candidates to fill the open Elder and Deacon positions on both the Calvary Leadership Team and the Ministry Board.
- D. The Lead Pastor shall present the list of candidates that have been certified by the Lead Pastor, the Nominating Committee and the Full Consistory as qualified to serve as Consistory members to the Congregation for a vote of affirmation at the Annual Meeting.

The beginning of the term in office for any member of Consistory shall coincide with the fiscal year.

Each Governing Elder and Governing Deacon may serve a maximum of two consecutive three-year terms and may serve again after a break of at least 2 years. Governing Elders and Governing Deacons shall serve staggered terms. Elections of Governing Elders and Governing Deacons shall be conducted in an ongoing cycle as follows: In the first full year after adoption of these Bylaws, the term of one Governing Elder and one Governing Deacon shall expire, and they shall be either replaced or re-elected as provided herein. The next (2<sup>nd</sup>) year, the term of one Governing Elder and two Governing Deacons shall expire, and they shall be either replaced or

re-elected as provided herein. The next (3<sup>rd</sup>) year, the term of two Governing Elders and one Governing Deacon shall expire, and they shall be either replaced or re-elected as provided herein. Each year thereafter, the cycle set forth above shall be repeated.

One third of the Ministry Elders and Ministry Deacons shall be elected or re-elected annually, with the exact number of candidates to be determined by the Nominating Committee based upon the needs of the congregation. There shall be no limit on the number of consecutive terms which may be served by a Ministry Elder or Ministry Deacon.

The term of a Consistory member may be vacated by resignation, by removal as a Church member, or by action of the Full Consistory. The remainder of a vacated term shall be filled by recommendation of the Calvary Leadership Team and approval of the Full Consistory and shall not be counted toward any applicable term limit.

#### ARTICLE 7 – ANNUAL MEETING

- A. Each year, the Lead Pastor shall preside over the Annual Meeting of the Congregation. The Annual Meeting shall provide the Congregation with an update of the stewardship of the time, talent and financial resources of the Church, a report highlighting the achievement of the goals defined in the Guiding Principles, the slate of names for Elders and Deacons, and the budget for the next fiscal year.
- B. The Congregation will be asked for a vote of affirmation of the slate of eligible members for the positions of Elders and Deacons, and the budget. A vote of affirmation is a simple majority of those members of the Church who are present at the Annual Meeting.
- C. The annual meeting shall be scheduled for a date at least four (4) weeks prior to the end of the fiscal year.

#### ARTICLE 8 – ROLE OF THE CALVARY LEADERSHIP TEAM, MINISTRY BOARD AND FULL CONSISTORY

Role of the Calvary Leadership Team: The primary role of the Calvary Leadership Team of the Consistory shall be to provide accountability and support to the Lead Pastor by writing, updating and monitoring concise Guiding Principles in three categories:

- 1. Mission Principles shall define for the Lead Pastor what ends the Church exists to achieve.
- 2. Boundary Principles shall define for the Lead Pastor what means may not be used in pursuit of achieving those ends.
- 3. Accountability Principles shall define how the Calvary Leadership Team is to establish the Guiding Principles and to monitor the Lead Pastor's compliance with them.

The Calvary Leadership Team shall determine the compensation of the Lead Pastor based on achieving the Mission Principles and respecting the Boundary Principles. The Calvary Leadership Team shall influence all other operating and financial decisions through written policy in the Guiding Principles.

Meetings of the Calvary Leadership Team: Calvary Leadership Team meetings shall occur monthly and at other times when called by the Lead Pastor. A quorum of the Calvary Leadership Team, consisting of a simple majority of current members, shall be required for any meeting. Action of the Calvary Leadership Team shall be by simple majority of all Board members present at the meeting.

Role of Ministry Elders and Ministry Deacons: The Ministry Elders and Ministry Deacons shall act on matters under their purview as set forth herein and including all respective functions of the office of Elder and Deacon as set forth in the Book of Church Order, as amended from time to time, save and except those tasks which are specifically delegated herein to the Calvary Leadership Team.

Meetings of the Ministry Boards: The Ministry Elders and Ministry Deacons shall meet on a quarterly basis to review and assess the manner in which congregational care is being provided, ministry needs are being met, church property is being utilized, as well as such other matters as may be within their purview. A quorum of the Ministry Elders and Ministry Deacons, consisting of a simple majority of current members, shall be required for any meeting.

Composition and Role of Full Consistory: The Governing Elders, Governing Deacons, Ministry Elders and Ministry Deacons shall collectively comprise the Full Consistory. The Full Consistory shall meet twice annually, at times to be determined by the Calvary Leadership Team. The purpose of Full Consistory meetings shall be for the Full Consistory to receive reports from the Calvary Leadership Team, the Ministry Board and the Lead Pastor as to matters pertaining to the life and mission of Calvary Reformed Church, to vote on the Consistory nomination slate, to approve the annual budget, and to approve the calling of the Lead Pastor.

## ARTICLE 9 – CONSISTORY OFFICERS

- A. Each year the Calvary Leadership Team shall appoint a Vice-President, a Clerk, and a Chairman of the Deacons, each of which shall be members of the Calvary Leadership Team. The Pastor shall be designated as President of the corporation, the Clerk shall be designated as the Secretary of the corporation, and the Chairman of the Deacons shall be designated as the Chief Financial Officer of the corporation. These designations shall in no way alter the functioning of the Calvary Leadership Team, the Ministry Board or the Full Consistory as defined in these Bylaws.
- B. The Vice-President shall enforce the Accountability Principles and shall lead the Calvary Leadership Team and will also lead the Full Consistory when discussing the Lead Pastor's performance and compensation; the Lead Pastor shall lead the Consistory in all other discussions.

- C. The Clerk shall maintain and distribute the current edition of the Guiding Principles and other Consistory documents.
- D. Any officer of the Calvary Leadership Team may sign legal documents on behalf of the corporation if so directed by the Calvary Leadership Team in compliance with the Guiding Principles.

#### ARTICLE 10 – LEAD PASTOR RELATIONSHIP AND ROLE

- A. The relationship between the Church and the Lead Pastor will be defined according to the Guiding Principles, these Bylaws, and the BCO. In the event of a vacancy in the position of Lead Pastor, the Calvary Leadership Team shall appoint an interim Lead Pastor from existing ministry staff or a retired pastor of the Reformed Church in America, as soon as practicable.
- B. The role of the Lead Pastor is to lead the Church to accomplish its mission. The Lead Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Lead Pastor shall lead the Consistory by guiding its discussion of mission and boundary principles. The Lead Pastor shall lead the Staff by directing them in their management of all Church operations. The Lead Pastor shall be accountable to the Calvary Leadership Team.
- C. The Lead Pastor shall lead the church consistent with the Guiding Principles. The Lead Pastor shall be responsible to manage the Church, including the Staff and finances, consistent with the Guiding Principles established by the Calvary Leadership Team. In matters of leadership and management that require Calvary Leadership Team action, the Calvary Leadership Team shall approve the motion of the Lead Pastor if consistent with the Guiding Principles. If a Calvary Leadership Team member believes the motion violates the Guiding Principles, the action shall be discussed prior to a vote.
- D. The Executive Pastor shall hire, direct, compensate, and release any and all Staff in compliance with the Guiding Principles established by the Calvary Leadership Team.

#### ARTICLE 11 – CHURCH STAFF

A Staff person appointed by the Executive Pastor shall manage a specific area of Church operation designated by the Executive Pastor. The term “Staff” shall apply to all ministry leaders appointed for this management purpose, whether they are volunteers, part-time, or full-time with regard to compensation. 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 Executive Pastor, who must answer to the Calvary Leadership Team for the effectiveness of the Staff.

#### ARTICLE 12 – LIMITATION OF LIABILITY

- A. Consistory members (defined for purposes of this Article 12 as Governing Elders, Governing Deacons, Ministry Elders and Ministry Deacons) 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 Consistory member, 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. The Consistory shall 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.

#### ARTICLE 13 – AMENDMENTS TO THE BYLAWS OR ARTICLES OF INCORPORATION

Subject to, and in addition to the requirements of Article 3, the Bylaws or the Articles of Incorporation may be amended in whole or in part if each of the following requirements are met:

- A. The amendment is proposed by a member of the Consistory.
- B. The amendment is consistent with the BCO.
- C. The amendment has received two readings at regularly scheduled Consistory meetings where the members have affirmed the amendment by a vote of 3/4 of the Consistory membership.
- D. The Congregation affirms the change by a majority vote of those present at a duly noticed congregational meeting.

These Bylaws were adopted by the Consistory on November 8, 2010, modified on May 19, 2018, and supersede all other Bylaws of the corporation.