

Constitution - Peninsula Covenant Church

PREAMBLE

(A historical statement from the Preamble of the Constitution and Bylaws of the Evangelical Covenant Church as adopted by the Evangelical Covenant Church in 2002.)

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed and Nicene Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service.

This document, which is in harmony with the above preamble, is the Constitution and Bylaws of the Peninsula Covenant Church of Redwood City, California.

ARTICLE I

Name

The name of this church shall be the Peninsula Covenant Church of Redwood City, California.

ARTICLE II

Affiliation

Peninsula Covenant Church (PCC) is a member of the Evangelical Covenant Church (ECC) and its Pacific Southwest Conference (PSWC). It is pledged to work in harmony with the ECC and PSWC, and to faithfully support the mission, ministries, and policies of each.

ARTICLE III

Declaration of Faith

Our Declaration of Faith contains the foundational truths upon which we base all our other beliefs: We believe the Bible is the inspired Word of God and the final authority for Christian life and faith. We believe in the Triune God: Father, Son and Holy Spirit. We believe that Jesus was a real person, fully God and fully human. He lived a perfect life, then died on a cross, paying the penalty for our sins. On the third day, Jesus rose from the grave, conquering death. We believe that repentance from sin and belief in Jesus Christ as Savior and Lord is the only way to salvation. We believe in the resurrection of both the saved and the lost: the saved will be raised to life, and the lost to judgment. We believe in the Biblical teachings of water baptism and the regular celebration of The Lord's Supper. We believe God has supernaturally endowed every believer with spiritual gifts and a unique purpose, and that the Holy Spirit empowers us to live out that purpose through the Church. We believe that the Church is the living Body of Christ on earth. As members of His Body we exist to celebrate the living God, cultivate personal growth in Christ, and communicate Christ's love to the world.

ARTICLE IV

Purpose

We covenant to cultivate a community of worship of the Living God committed to prayer, preaching and study of the Word of God, the celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, we covenant to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ -- evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

ARTICLE V

Membership

Membership in PCC is granted as provided in the Bylaws to those who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized according to the Holy Scriptures, desire to live a Christian life, promise to faithfully

support the mission, ministries, and policies of PCC, and to share in its fellowship and responsibilities.

ARTICLE VI

Governance

The authority of the government of PCC is vested in its membership acting through duly called Congregational Meetings. The management, administration and oversight of business and spiritual affairs are delegated by the congregation to appropriate leadership as delineated in the Bylaws. All elected leadership specified in the Bylaws shall be members of PCC.

ARTICLE VII

Officers

The officers of PCC shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. All officers shall be members of the Leadership Team.

ARTICLE VIII

Congregational Meetings

An Annual Meeting of membership shall be held as near the first of the fiscal year as feasible. At the Annual Meeting, election for offices shall be held and the PCC budget shall be submitted for vote.

Additional Congregational Meetings shall be held not less than semiannually. Items as required by the Constitution, Bylaws and policies shall be submitted for congregational action.

ARTICLE IX

Assets of the Church

PCC, as a corporate entity, shall hold title to its own assets.

In the event of schism within PCC, in which there are competing claims to the assets by various factions of the membership, the title of all PCC property, real or personal, shall remain with the group which abides by the constitution and bylaws, as determined by the Executive board of the PSWC.

Disposal of land or facilities requires the approval by a two-thirds majority vote of the voting active members at a Congregational Meeting held for that purpose.

No action for the sale or transfer of assets may be taken when the closure of PCC is under consideration without the prior approval of the PSWC Executive Board. In the event the congregation votes to cease, the property and all assets of PCC shall become and be the property of the ECC and the PSWC, shared equally for the furtherance of the mission of both in that region, primarily through church planting.

ARTICLE X

Amendments

Amendments in harmony with this Constitution, the Model Constitutions for Local ECC Churches, the non-profit laws of California, and not in conflict with ECC principles and policies may be adopted by a two-thirds vote of members present and voting in an Annual Meeting of the congregation, providing the proposed amendment was presented in written form at the preceding Annual Meeting. Articles IX and X may be amended only with the approval of the PSWC Executive Board.

BYLAWS - PENINSULA COVENANT CHURCH

ARTICLE I

Membership

Section 1. Purpose. The purpose of membership is to join with other followers of Christ in building a community of worship of the Living God, committed to prayer, preaching and study of the Word of God, the celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, the membership covenants together to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ – evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

Section 2. Responsibilities. The members of PCC do covenant together by God's grace to live lives in a manner consistent with the standards of biblical teaching, including the support of this congregation in attendance, prayer, service, and giving, to live lives in word and deed that are an encouragement to others to know and be like Jesus Christ, to reflect in all our relationships the servant love of our Lord, and to support the broader mission of Christ through the ECC and its PSWC. Furthermore, members shall be responsible for, and assist in, the governance of PCC through participation in governing bodies such as the Leadership Team and its various committees, and by attending and voting at Annual, and other, Congregational Meetings.

Section 3. Procedure for Admission. Membership in PCC is granted to those who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized according to the Holy Scriptures, who desire to live a Christian life, and who promise to faithfully support the mission, ministries, and policies of PCC and to share in its fellowship and responsibilities. Persons joining PCC as a member shall have attended for at least six months while participating consistently and shall have completed a membership application process designed by the pastoral staff and approved by the Leadership Team. New members shall be duly acknowledged in a timely manner at a worship service or Congregational Meeting.

Section 4. Children. Children of PCC shall be nurtured under its spiritual care. They shall receive instruction in the Word of God, Christian doctrine, and history of the Church. At high school age, they may apply for membership in PCC.

Section 5. Discipline.

- a. Discipline of members. The Leadership Team, in partnership with the pastors, shall be responsible for admonishing members who willfully neglect their responsibilities to PCC or who err in doctrine or conduct.
- b. Erring members. Any member known to err in doctrine or conduct shall be counseled according to the procedure outlined in Matthew 18:15-18, 1 Corinthians 5:11-13, 1 Thessalonians 5:14 and Galatians 6:1. Any member having knowledge of such error shall, in the spirit of Christian love, seek to restore the erring member. If he or she does not heed this counsel, the matter shall be brought to the attention of the Leadership Team and/or pastoral staff, which shall in meekness and gentleness seek to restore the member.
- c. After the above process has been completed, dismissal of a member remaining in gross error in doctrine or conduct may result by a two-thirds vote of all current Leadership Team members. Such action may be appealed by the member to the congregation for consideration at the next Congregational Meeting.
- d. Forfeit of rights. A member who has been properly dismissed from PCC forfeits all rights and privileges of membership.

Section 6. Withdrawal and Removal of Membership. Any member desiring to withdraw from membership shall make such request in writing to the pastors or Leadership Team. Letters of transfer shall be issued by the Pastoral Staff if so requested, and the member is in good standing. The Leadership Team shall annually review the membership roster to determine inactivity. Those

determined to have neglected their responsibilities may be approached under the process outlined in Section 5 of this article.

Section 7. Record of Membership. Under direction of the Secretary, the Pastoral Staff shall annually review the record of membership to determine the status of all members of the congregation. The names of those joining and terminating their membership shall be duly recorded. A roster of members eligible to vote shall be maintained by the Secretary and PCC staff and be available at all Congregational Meetings for the purpose of identifying eligible voters and determining a quorum.

- a. Inactive members. Following the annual review of the record of membership by the Pastoral Staff, any member found to be inactive both in attendance and financial support may be placed in an inactive category of membership by the Leadership Team.

Section 8. Non-members. Non-members are attendees of church services and other activities who have not completed the requirements for membership described in this Article. Non-members shall be part of the constituency whose spiritual needs are served by PCC and who shall be informed of all activities, but who are not permitted to vote in Congregational Meetings. Non-members shall not serve as officers of PCC or as members of the Leadership Team.

ARTICLE II

The Leadership Team

Section 1. Purpose. Empowered by the Holy Spirit and united in Christ, the Leadership Team (LST) will joyfully love, serve, protect, lead and care for the family of God at PCC. The LST will put into place a process for governing with an emphasis on vision, encouragement of diversity in viewpoints, strategic leadership, clear distinction of the roles of the LST, the Lead Pastor, and the LST Chair, collaborative decision-making and providing for the future needs of PCC.

It has three major areas of responsibility:

- a. **Discerning the will of Jesus Christ** and using that discernment to set Goals for PCC and to provide vision, diversity in viewpoints, strategic leadership, and oversight and supervision of the entire life and spiritual welfare of PCC.
- b. **Leading and decision making.** Fulfilling those hands-on responsibilities that have been identified as LST responsibilities in this Constitution and Bylaws and additional responsibilities that it shall assign to itself in the policies it shall establish.
- c. **Directing the Lead Pastor.** The LST shall direct the Lead Pastor through written policies that describe the organizational goals to be achieved, and the rules, constraints and limitations, processes and supporting policies that the Lead Pastor shall implement using reasonable interpretation.

The LST delegates responsibility for leading the Staff to the Lead Pastor.

Section 2. Composition. The leadership team shall consist of no less than five and no more than twelve voting members, one of whom shall be the Lead Pastor (ex-officio). The remainder of the voting members of the Leadership Team shall be elected by the congregation. Notwithstanding these limits, in normal circumstances the Leadership Team shall consist of nine members, with no more than three members entering or exiting each year. Staff members other than the Lead Pastor shall not serve on the Leadership Team. The Leadership Team may appoint other pastors or staff members as non-voting advisors and may remove the same.

Section 3. Qualification. Any member of PCC meeting the biblical standards of character and giftedness for church leaders may be nominated and elected to the Leadership Team (Titus 1, 1 Timothy 3, 1 Timothy 4:12). Leadership Team members shall be members of PCC in good standing who are mature in their walk with God, active in support of the total ministry of PCC, financially and in all other ways. They shall have attended PCC for not less than 18 months, have been a member for not less than one year, and shall have leadership experience in the Church. They shall be

committed to serve in the capacity to which they are elected and to uphold the high calling of their office.

LST members must be willing to abide by biblical standards of conduct, PCC's Constitution, Bylaws and policies, and the policies and standards of the ECC.

Section 4. Conflicts of Interest. Members of the Leadership Team should always act in the best interest of PCC and not permit outside interests to interfere with their duties. LST members are prohibited from using their position with PCC for any type of private gain or to obtain benefits for themselves or members of their family.

No Leadership Team member shall be related to any other Leadership Team member by blood or marriage, and in addition, no elected Leadership Team member shall be related to a PCC employee by blood or marriage.

A potential conflict of interest occurs when an LST member's outside interests (i.e. financial, business, personal, or relational interests) could interfere with PCC's interests or the LST member's duty to serve PCC. An apparent conflict of interest arises when an LST member is involved in a particular matter involving outside parties (including individuals and corporate entities) and the circumstances are such that a reasonable person with knowledge of the relevant facts would question the LST member's impartiality.

Leadership Team members shall disclose any known potential conflicts of interest when they join the LST and shall recuse themselves from any discussion or vote where a real or apparent conflict of interest is present. The Leadership Team shall maintain and follow policies to uphold this section of the Bylaws.

Section 5. Election. Leadership Team members shall be nominated by the unanimous vote of the Nominating Committee and elected by a two-thirds vote of those members present and voting at a Congregational Meeting.

Section 6. Term of Office. Leadership Team members shall be elected for a term of three years and shall not be elected for more than two consecutive terms. After at least one year off, a person may be eligible for consideration for subsequent service. The terms of Leadership Team members shall be staggered so that no more than three members leave the Leadership Team at any one time.

Section 7. Vacancies and Removal. A Leadership Team member may resign. A Leadership Team member may be removed from office by a two-thirds vote of the other LST members, or by a two-thirds vote of congregational members voting at a duly-called Congregational Meeting. Vacancies created by resignation or removal may be filled by appointment through the two-thirds vote of the Leadership Team. A Leadership Team member appointed to serve an unexpired term of less than one and a half years shall not be precluded from being elected thereafter to two full consecutive terms.

Section 8. Meetings. The Leadership Team shall meet not less than four times per year, but may choose to establish more frequent regular meetings. Any meeting may be held in-person or remotely with the advanced agreement of a majority of the LST. For in-person meetings, reasonable efforts must be made to allow LST members unable to attend in-person to participate remotely with reasonable advance notice of the need to do so. Such remote participation shall constitute a personal presence at the meeting.

Additional meetings may be called by a simple majority of the Leadership team and convened according to policies the LST shall maintain.

Section 9. Quorum. A simple majority of Leadership Team members shall constitute a quorum. Members excused from a vote due to a real or apparent conflict of interest shall not count towards a quorum.

Section 10. Decisions. The Leadership Team shall strive for unanimity. If unanimity cannot be achieved, matters shall be determined by a majority vote of a Leadership Team quorum, unless on a matter in which the Constitution and Bylaws require a different percentage.

Section 11. Organization.

The officers of the Leadership Team shall be appointed by the congregation at a Congregational Meeting. The Lead Pastor shall not serve as an officer. The officers shall also be deemed trustees where the law requires the action of trustees.

- a. **Chair.** The Chair shall preside at all Congregational Meetings and those of the Leadership Team.
- b. **Vice Chair.** The Vice Chair shall assume the duties of the Chair in the Chair's absence, assist in the Chair's duties, and represent the LST on the Nominating Committee.
- c. **Secretary.** The Secretary shall keep and preserve the minutes of all Congregational Meetings and of the Leadership Team, conduct and preserve all official correspondence as shall be delegated, and be responsible for the official seal and documents of PCC.
- d. **Treasurer.** The Treasurer shall assist the LST in ensuring proper policies, processes, reporting, and reviewing thereof for all matters related to the finances of PCC, including the submission of monthly financial reports to the Leadership Team. The Treasurer shall chair the Administration and Finance (A&F) Committee.

Section 12. Responsibilities of the Leadership Team. In being responsible to the congregation for pursuing its Purpose (Section 1 of this article), the Leadership Team shall:

- a. Ensure that annual and long-term mission and ministry Goals are developed in collaboration with the Lead Pastor, communicated to the congregation, pursued, and accomplished.
- b. Set policies (rules, constraints and limitations, processes and supporting policies) that the Lead Pastor shall use reasonable discretion and judgment to implement. Policies set must not be in conflict with the Bylaws, but in the event such conflict is discovered the Bylaws will govern.
- c. Monitor compliance with PCC policies and ensure accountability for their implementation.
- d. Be responsible for representing the congregation in certain staff relationships including:
 1. Ensure that Human Resource policies are ethical, fair, spiritually sound, compliant with applicable laws, and consistent with Articles III and IV of these Bylaws, and monitor the Lead Pastor's compliance with these policies.
 2. Conduct an annual performance evaluation of the Lead Pastor and provide counsel or propose corrective action as needed.
 3. Ensure that fair and ethical processes for the annual review and approval of staff compensation, development of proposed compensation for new staff, and approval of other personnel expenses for any staff member or activity are established and monitor their use.
 4. Ensure that appropriate Human Resource policies require current job descriptions for all staff, and ensure that these policies are implemented.
- e. Be responsible for overseeing the preparation and submission of a proposed budget for each fiscal year to the membership for approval. Upon approval of the budget by the membership, the Leadership Team shall monitor that the budget is carried out as approved. The Leadership Team shall have the authority to approve the adjustment of budget items and amounts where ministry objectives necessitate but in no event shall total expenditures be expected to exceed the total approved budget by more than two-and-one-half percent without prior notification of the membership.
- f. Ensure that an appropriate, independent assessment of the Church's financial records is conducted by a qualified reviewer at least every other year and that findings are reported to the LST and the Congregation.
- g. Hear and respond appropriately to the concerns of members.

- h. Carry out the discipline responsibilities outlined in Article I, Section 5 that are designated as Leadership Team responsibilities. Ensure that all other discipline matters are administered through pastoral leadership.
- i. Serve as the trustees of PCC for the advancement and protection of its assets. The Officers and Lead Pastor shall be authorized to sign legal documents on behalf of PCC. The Leadership Team shall establish and maintain policies that may designate additional authorized signers for specific categories of legal documents.
- j. Be responsible for final approval of membership recommendations made under Article I, Section 3 of these Bylaws.
- k. Ensure that PCC continuously maintains adequate insurance policies to protect PCC in all appropriate areas.
- l. Serve as the corporate Board of Directors to fulfill the legal responsibilities required by the state, local and federal governments.
- m. Appoint delegates to the Annual Meetings of the Evangelical Covenant Church and its Pacific Southwest Conference.

Section 13. Compensation. Leadership Team members shall not receive compensation for service on the Leadership Team. The Leadership Team may provide for the reimbursement of reasonable expenses related to meeting attendance (such as for travel costs or meeting-related meals).

Section 14. Attendance at Leadership Team Meetings. If a PCC member wishes to have an item heard at a Leadership Team meeting, the member must provide written notice to the Chair at least 14 days prior to the next regularly scheduled meeting. The Chair may deny such a request but may not unreasonably do so. Individuals wishing to attend a meeting of the Leadership Team for the discussion of such an item may do so by making prior arrangements with the Chair and shall be present at the meeting only for the discussion of such item. The Chair may limit the time allotted for any such discussion.

Section 15. Unity. Action by the Leadership Team shall be taken in such a manner as to preserve the peace, purity and unity of the church.

ARTICLE III

Staff

Section 1. Purpose. Pastoral and additional ministry staff positions are created to help the congregation fulfill Christ's purposes in the world and among its members. They shall respect the leadership of the Lead Pastor and the authority of the LST and shall, both in word and precept, work in harmony with each other, with the Leadership Team and other lay leaders, with the ECC, and with the PSWC.

Section 2. Pastoral Qualifications. Pastors of PCC shall meet the qualifications for character, giftedness, and call set forth in the Holy Scriptures. Pastors shall be credentialed by the ECC in accordance with their qualifications and duties. A Pastor shall be a member of PCC by virtue of the call to serve PCC. By accepting a call to serve as a Pastor at PCC, all Pastors shall agree to abide by biblical standards of conduct, PCC's Constitution, Bylaws and policies, and the policies and standards of the ECC, including the ministerial code of ethics.

Section 3. Call for Pastors. When the Lead Pastor, in consultation with the Leadership Team, identifies a need to call additional permanent, pastor positions (positions reporting to the Lead Pastor requiring pastoral or ministerial credentials), they shall be called at a congregational business meeting, the purpose of which shall be announced at least two weeks in advance. The meeting shall include the budget implications of the proposed position if not already included in an

approved budget. The Leadership Team will recommend one candidate for a call, and the vote shall be by written ballot, with a two-thirds vote required for a call to be extended. The Lead Pastor, in consultation with the rest of the Leadership Team shall establish the search process in accordance with policies developed by the LST. The call shall be for an indefinite period of time unless otherwise noted at the time of call. Transitional or Interim Pastors need only be called by a two-thirds majority vote of the LST.

Section 4. Call for Senior Staff. When the Lead Pastor identifies the need to hire additional permanent staff who will report directly to the Lead Pastor, the Leadership Team shall participate in the call or approval process as outlined in Leadership Team-approved hiring and call policies.

Section 5. Call for Additional Staff: Additional staff for which there is an established budget may be hired with notification of the Leadership Team following policies established by the LST and PCC's established Human Resources policies and procedures.

Section 6. Resignation of a Pastor or Ministry Staff Member. A pastor or ministry staff member may resign by submitting a letter of resignation to the appropriate individual or body in accordance with PCC's personnel policies.

Section 7. Charges Against a Pastor or Staff Member.

- a. **Charges against the Lead Pastor.** Charges against the Lead Pastor shall be submitted in writing to the Leadership Team and the Superintendent of the PSWC. Charges could include indiscretion, immoral conduct, doctrinal error, unethical behavior, or disloyalty to PCC or to the ECC. The Superintendent shall confer with the Executive Minister of the Board of Ordered Ministry of the ECC. These two officers shall confer and determine the order of responsibility in pursuing the matter according to the Rules and Regulations of the Board of Ordered Ministry regarding discipline, prior to further action by PCC. The Lead Pastor may be suspended by the ECC during this process. Nothing in this section limits the Leadership Team or its Officers from placing the Lead Pastor on immediate administrative leave or restricting duties as a temporary protective measure when circumstances warrant, pending the outcome of denominational review and investigation.
- b. **Charges against a Pastor or Staff Member credentialed by the ECC.** Charges against a Pastor or Staff Member who is credentialed in the Evangelical Covenant Church shall be submitted in writing to the Lead Pastor, the Leadership Team and the Superintendent of the PSWC of the ECC. Charges could include indiscretion, immoral conduct, doctrinal error, unethical behavior, or disloyalty to PCC or to the ECC. The Superintendent shall confer with the Executive Minister of the Board of Ordered Ministry of the ECC. These two officers shall confer and determine the order of responsibility in pursuing the matter according to the Rules and Regulations of the Board of Ordered Ministry regarding discipline, prior to further action by PCC. Nothing in this section limits the Lead Pastor, the Leadership Team or its Officers from placing the Pastor or Staff Member on immediate administrative leave or restricting duties as a temporary protective measure when circumstances warrant, pending the outcome of denominational review and investigation.
- c. **Charges against a Pastor or Staff Member who is credentialed with a denomination or organization other than the ECC, or who does not hold a credential.** Charges against a Pastor or Staff Member who is credentialed with a denomination or organization other than the ECC, or who does not hold a credential shall be submitted in writing to the Lead Pastor and to the Leadership Team. Such a Pastor or Staff Member may be suspended or recommended for dismissal at any time without prior notice to the Leadership Team consistent with Section 8 of this Article. The Leadership Team may also place such individuals on immediate administrative leave pending further inquiry or investigation.

Section 8. Dismissal. The grounds for dismissal of a pastor shall include charges made under Article III, Section 7, a decision of the Lead Pastor, or action by the Leadership Team as described in this section. The Lead Pastor shall be responsible for dismissals of staff in compliance with established Human Resource policies. Dismissal should be undertaken only after appropriate

avenues of remediation have been pursued, except where immediate action is required for safety, legal, or ethical reasons.

- a. **Dismissal of Pastors and Senior Staff.** Pastors and senior ministry staff who report directly to the Lead Pastor may be dismissed by the Lead Pastor with the approval of a majority vote of the Leadership Team, provided the recommendation is logical, ethical, and in compliance with Human Resource procedures. If circumstances warrant action independent of the Lead Pastor—such as misconduct, legal concerns, breach of fiduciary duty, or failure of the Lead Pastor to act appropriately—the Leadership Team may dismiss a pastor or senior ministry staff member by a two-thirds vote, following established church policies.
- b. **Dismissal of other Staff.** Other staff may be dismissed by their supervisor in accordance with the policies of PCC.

ARTICLE IV

The Lead Pastor

Section 1. Purpose. The Lead Pastor will provide biblical, wise, prudent, and lawful leadership to PCC under the authority of God, and under the earthly authority of the Leadership Team, in recognition of congregational polity, and consistent with the mutual covenant with the congregation. The Lead Pastor shall be responsible to:

- a. Lead in shaping the culture of PCC for the accomplishment of its mission.
- b. Accomplish PCC's short and long-term Goals as established with the LST.
- c. As head of staff, lead the staff in missional effectiveness. Provide counsel, encouragement, and Christian discipline so as to assist in the accomplishment of objectives for each staff member. All staff shall be responsible to the Lead Pastor.
- d. Act as PCC's primary preacher and ensure the preaching and teaching of the Word of God and administration of the sacraments.
- e. Be the primary interpreter of mission, vision and direction to the staff, volunteers, congregation and public.
- f. Ensure that PCC is making fruitful disciples throughout its ministries and endeavors.
- g. Provide missional leadership and faithfully carry out pastoral work.
- h. Provide leadership in strategic national, denominational, regional and local arenas.
- i. Act as PCC's chief development officer.
- j. Be an ex-officio member of the Leadership Team, of the Nominating Committee, and of any other ministry team or committee in PCC (except the Pastoral Search Committee). Participation in any team or committee is at his or her discretion.

Section 2. Call of the Lead Pastor. The Lead Pastor shall be called at a regular or special Congregational Meeting, the purpose of which shall be announced to Membership two weeks in advance. The Lead Pastor shall be nominated by a Pastoral Search Committee as described in, Article V, Section 5 of these Bylaws. The Lead Pastor shall be called by written ballot with a two-thirds vote of members present and voting required for passage. The call shall be for an indefinite period of time.

Section 3. Cooperation. The Lead Pastor shall, both in word and precept, work in harmony with the Leadership Team, with the ECC, and with the PSWC. The Lead Pastor shall ensure that the Leadership Team is fully informed and supported in its work. Only decisions of the LST, acting as a body, are binding on the Lead Pastor.

Section 4. Resignation. The Lead Pastor may resign by submitting a letter of resignation to the Leadership Team in accordance with PCC's personnel policies.

Section 5. Dismissal. The dismissal of the Lead Pastor may be based on charges against a pastor consistent with Article III, Section 7 of the Bylaws of PCC, upon the recommendation of the Leadership Team by a two-thirds majority, or through a petition by the membership as described in this Section. The dismissal of the Lead Pastor should be undertaken only after avenues of remediation have been pursued.

The dismissal of the Lead Pastor shall be by congregational vote at a special Congregational Meeting called solely for that purpose. Such an agenda item cannot be a part of, or added to, the agenda of any other Congregational Meeting. The Congregational Meeting for such a vote may be called by the two-thirds action of the Leadership Team (LST), or through the request of the congregation accomplished by a petition for such a meeting signed by twenty percent of the membership. The quorum for such a meeting shall be fifty percent of the membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor shall be allowed to speak to the matter. The vote shall be by written ballot. Only a simple majority vote of members present and voting is necessary to dismiss the Lead Pastor.

Section 6. Vacancy of the Lead Pastor. In the event of vacancy in the office of Lead Pastor, the Leadership Team shall:

- Organize, lead a search for, and appoint a Transitional Lead Pastor. The Leadership Team shall work with the PSWC of the ECC as part of their search.
- Ask the Nominating Committee to recommend to the congregation the members of a Pastoral Search Committee for a permanent Lead Pastor.
- Organize a Congregational Meeting where the recommended members of the Pastoral Search Committee shall be voted on.

ARTICLE V

Committees

Section 1. Purpose. Committees are standing bodies established by and responsible to the Leadership Team to support it in the fulfilment of the Leadership Team's governance of PCC and its mission.

Section 2. General Qualifications For Committee Membership. While the requirements for membership of any individual committee may vary, committee members shall typically be drawn from those members of the Congregation who have been members for not less than one year and who exhibit a vibrant connection to PCC and a commitment to fellowship with other members, as determined by the LST in consultation with the Pastors. These may be demonstrated, among other ways, by physical attendance at church services, regular giving to PCC and other PCC meetings and events. Exceptions to these criteria can be made by a majority vote of the LST.

Section 3. Executive Committee.

- a. **Composition.** The Executive Committee by definition consists of the Lead Pastor and the Officers of the LST.
- b. **Responsibilities.** The Executive Committee shall be responsible for collaborating to set the agendas for LST meetings, to provide the Lead Pastor with counsel related to critical and sensitive staff matters, and to perform any other duties assigned to it by the LST by Policy or written decision. Its guidance is not binding on the Lead Pastor - only the policies and votes of the LST are binding on him or her.

Section 4. Nominating Committee.

- a. **Composition.** The Nominating Committee shall consist of one Leadership Team member designated by the Leadership Team, the Lead Pastor, or another staff member designated by the Lead Pastor, and four to seven members at-large elected by a majority of the

members voting at a Congregational Meeting. One member is elected as secretary to take minutes and organize documents. The Nominating Committee shall elect one of its at-large committee members to serve as chair of the Nominating Committee, subject to approval by the LST.

- b. **Term.** The term of the member from the Leadership Team shall be determined by the Leadership Team. At-large members of the Nominating Committee shall be elected to three-year terms in such manner that approximately one-third of the members' terms shall expire each year. All Nominating Committee members will serve a three-year term with an option to serve for a second term of three additional years, subject to LST approval. A committee member shall not be considered for re-election after a second term unless the committee member was elected to serve the remainder of an unexpired term for their first term. A committee member shall be eligible for re-election to the Nominating Committee after a lapse of one year.
- c. **Responsibilities.** The Nominating Committee shall be responsible to prayerfully seek, review and nominate congregational members to fill the offices of Leadership Team, the at-large members of the Nominating Committee, the at-large members of any Pastoral Search Committee when required, and any other positions assigned to it by the Leadership Team.
- d. **Quorum.** All recommendations by the nominating committee shall be by unanimous vote. If no candidate can be agreed upon for a particular position, none shall be forwarded and the LST may appoint an interim candidate, if it deems necessary, until a candidate is found with unanimous support and presented to the congregation for vote.
- e. **Procedure.**
 - i. Any active member of appropriate character, giftedness, and call may be considered for any position.
 - ii. The Nominating Committee shall prayerfully consider candidates for leadership positions at PCC and provide meaningful disclosure to the candidate of the job duties of the position for which the person is being considered.
 - iii. The Nominating Committee shall obtain a written description of each position under consideration to assist in the review and recommendation process. The written description of each position shall not be more than three years old.
 - iv. The Nominating Committee shall thoroughly determine the candidate's qualifications for office, and confirm the candidate's character, willingness, giftedness, and passion to serve in accordance with policies set by the LST and willingness to abide by biblical standards of conduct, PCC's Constitution, Bylaws and policies, and the policies and standards of the ECC.
 - v. The Nominating Committee shall ensure a written position description and a written statement of any person recommended by the Nominating Committee, is provided for Congregational review, disclosing the person's qualifications for service, at least two weeks prior to any vote on such recommendation.
 - vi. The Nominating Committee shall ensure a ballot, listing qualified candidates for offices to be filled, is presented for a congregational vote at the Annual Meeting of the PCC congregation. In recommending the candidates on the ballot the Nominating Committee represents to the Congregational Meeting that the candidates on the ballot have gone through the process for consideration as outlined in this section of the Bylaws. Though the Nominating Committee may review multiple candidates for the positions to be filled, the Committee shall only recommend one person on the ballot for each position to a Congregational Meeting for a vote.
- f. **Unity.** Actions by the nominating committee shall be taken in such a manner as to preserve the unity of the Spirit in the bond of peace.

Section 5. Pastoral Search Committee. The Pastoral Search Committee is an ad hoc committee responsible for nominating a candidate for the office of Lead Pastor and is formed upon a vacancy in this office as called for in Article IV, Section 6 of these Bylaws.

- a. **Composition.** The Pastoral Search Committee shall be nominated by the Nominating Committee to ensure diverse representation of the membership of the Congregation and shall be elected by the membership at a duly held and conducted Congregational Meeting. The Committee shall have five to nine members of PCC including the Leadership Team Chair or their nominee as an ex-officio member, and up to one further member of the Leadership Team, as determined by the LST.
- b. **Term.** The Pastoral Search Committee shall form following a vacancy in the position of Lead Pastor and disband when a candidate it selects for the role shall have accepted the PCCs offer to work at PCC and been voted into the position at a Congregational Meeting convened for that purpose.
- c. **Procedure.** The Committee shall define its procedures when formed in consultation with the Superintendent of the PSWC of the ECC.
- d. **Confidentiality.** The Committee shall ensure that its proceedings and the identities of prospective candidates are kept in confidence from all those outside its membership until its procedures dictate otherwise.

Section 6. Administration and Finance Committee. The Administration and Finance (A&F) Committee is a standing committee of the LST. The purpose of the A&F Committee is to serve the LST in its governance of matters related to finances, human resource policies, legal review, and property management, freeing the LST to focus on matters related to PCC's mission to make disciples. The Commission will be chaired by the Treasurer. The A&F is both an advisory committee for the staff and a governance arm of the LST.

- a. **Composition.** The A&F Committee shall consist of the Treasurer, ex-officio, the Lead Pastor or a delegate, and three to five other PCC members appointed by the LST. Additional staff members may be appointed as non-voting advisors by the A&F Committee, in consultation with the Lead Pastor.
- b. **Term.** All A&F Committee members will serve a three-year term with an option to serve for a second term of three additional years, subject to LST approval.
- c. **Responsibilities.** The A&F Committee is responsible to the LST to:
 - i. Ensure that the handling of all PCC financial, physical and human resources is conducted in a manner above reproach, and in compliance with the federal, state and local laws for churches and 501(c)3 organizations.
 - ii. Support the Staff in their work, particularly those engaged in PCC's finance, human resource, insurance, and property management matters.
 - iii. Oversee, on behalf of the congregation and the LST, the creation and implementation of operational and capital budgets by Staff and recommend final budgets to the LST.
 - iv. Monitor the progress of actual income and expenditures versus the approved budget during the year and report any significant deviations to the LST as appropriate.
 - v. Ensure that robust policies and procedures are produced, maintained, and followed in the course of church operations for any aspects of PCC's financial and administrative activities that the LST deems important.
- d. **Meetings.** The A&F Committee shall meet at least quarterly and may meet more often as it deems necessary or when its help is requested by the LST or Staff.

Section 7. Housing Committee. The Housing Committee is responsible to determine whether housing benefits of any kind shall be awarded to current Pastors and Staff or be included as part of any offer of employment, whether transitional or otherwise. It exists to ensure firstly that there is a body with which Staff can feel comfortable sharing their full financial situation, knowing that it will be held in confidence and secondly that its recommendations arise from the even-handed administration of policy rather than from the demands of expediency.

- a. **Composition.** The Housing Committee is a standing committee of the LST, chaired by its Vice Chair. Its other members may not be Staff or current members of the LST. The members of the Housing Committee shall be at least three, but no more than five.

Members shall be appointed as needed by the LST or, at its discretion, the LST may also call for the Nominating Committee to nominate Housing Committee members. All members of the Housing Committee will be members of PCC not related by blood or marriage to current members of staff or those employed at PCC less than 10 years previously.

- b. Term.** All Housing Committee members will serve a three-year term with an option to serve for a second term of three additional years, subject to LST approval.
- c. Responsibilities.** The housing committee shall:
 - i) Determine the terms, conditions, and amounts of any housing benefit including rental subsidy, housing assistance, and co-tenancy agreements (including equity shares, down payment assistance, or other home purchase program) provided to any employee or offered to any prospective employee of PCC based on factors such as salary, strategic significance to PCC, and financial need.
 - ii) Determine the rates, conditions, and obligations under any rental agreement between PCC and its employees.
 - iii) Coordinate with entities administering the housing assets of PCC to ensure that those assets are utilized in keeping with its policies.
 - iv) Review and recommend annual clergy housing allowance designations, in compliance with applicable IRS regulations, for approval by the LST.
- d. Meetings.** The Housing Committee shall meet when a housing decision for current or prospective staff is needed, or when a request for a change in housing arrangements from a member of staff is made. It shall thoroughly review the request and shall apply its quantitative and qualitative model in making its determination. The detailed minutes of the Housing Committee and its interviews with the employees of PCC (including all underlying financial information) shall remain confidential.
- e. Communication.** The Housing Committee shall report promptly after any Committee meeting to the LST on its decisions (before any decision shall take effect), and any other information the LST deems appropriate.
- f. LST responsibility.** The LST shall approve the recommendations of the Housing Committee based on policy compliance, fairness, and fiduciary responsibility. The LST's approval shall be based on the Committee's summary report and assurance of a thorough review process, without access to confidential staff information. Approvals must be made prior to the effective dates of the recommendations.

Section 8. Ministry Team Advisory Committees. While in no way interfering with the assignment of responsibility for the leadership of staff to the Lead Pastor, the LST may form committees to represent it in setting policy and monitoring adherence in pursuit of individual ministries. The formation of such committees; their responsibilities, leadership and composition; the policies governing the activities of the ministry to which they are attached; and the time for their dissolution will be determined by policy of the LST. For the removal of doubt, at the time of writing such committees include the Missions Committee and the Community Center Advisory Committee

Section 9. Other Special Committees. The Leadership Team may establish other committees to address specific concerns. Any such committee shall report to the Leadership Team and shall terminate upon the completion of its assigned duties as determined by the Leadership Team.

ARTICLE VI

Congregational Meetings

Section 1. Annual Meeting. An Annual Meeting shall be held as near the first of the fiscal year as feasible. Reports on any independent review of financial records occurring since the last Annual Meeting, as defined by LST policy, shall be submitted by the Treasurer for PCC and each of its organizations. Election for offices shall be held. PCC's budget shall be submitted for approval by a majority of a quorum of Members present.

Section 2. Other meetings. At least one additional Congregational Meeting shall be held each year, at a time set by the Leadership Team. Further Congregational Meetings may be called by the Leadership Team or by written request signed by 10% of the membership, unless otherwise noted in these Bylaws.

Section 3. Notification of meeting. All Congregational Meetings shall be announced by written communication to the membership at least two weeks prior to the meeting date. The notice of the meeting shall be accompanied by an agenda for the meeting identifying matters to be discussed with specific identification of matters on which members will be asked to vote.

Section 4. Conduct of meeting. The Chair of the Leadership Team or such other person as may be designated by the Leadership Team shall serve as Chair of any Congregational Meeting.

Section 5. Voting. Only active members of PCC shall be allowed to vote with each member having one vote. Voting by proxy is not allowed. Voting on matters identified for decision at an Annual Meeting shall normally be conducted by members present and voting either by acclamation or by confidential written ballot. Congregational voting is typically conducted by a vote of those present, but a different method, such as by secure electronic methods, may be used if the following conditions are met:

- a. The method of voting is pre-approved in advance by a two-thirds majority of the Leadership Team and its use is communicated in announcements of the Congregational Meeting.
- b. Any vote must follow promptly the Congregational Meeting where the matters requiring a vote were discussed. The mechanism for and timing of the vote must have been clearly presented at the Meeting.
- c. The results of the vote shall be communicated promptly to members.

Section 6. Quorum. Twenty percent of the active membership shall constitute a quorum at all Congregational Meetings unless otherwise stated in these Bylaws. The Chair of the Leadership Team or a designate shall, prior to any vote, confirm that a quorum is present.

Section 7. Rules of order. All Congregational Meetings of PCC and of any other committees or organizations shall be conducted according to the current edition of Robert's Rules of Order, subject to the provisions of this Constitution and Bylaws.

Section 8. Final voice. The congregation reserves for itself the ability to add items to the agenda of a congregational meeting. A member may advance an item to the agenda of a Congregational Meeting by the majority vote of the active membership at that meeting, providing that the item is not in conflict with other provisions of the Constitution and Bylaws. However, the congregation may not amend a budget by motion at the Annual Meeting, but may only vote a budget up or down. An item brought to the agenda in this way shall be decided by a majority vote of the membership, unless the item requires a different percentage as outlined elsewhere in the Constitution and Bylaws, in which case that percentage shall be used.

ARTICLE VII

Transactions of PCC

Section 1. Contracts and Legal Instruments. The Leadership Team sets the policies for who, under what circumstances, may enter into a contract or execute and deliver any instrument in the name of, or on behalf of, PCC. This authority may be limited to a specific contract, instrument or transaction or it may extend to any number of contracts, instruments or transactions. Nobody may take this authority other than provided in the LST-approved policies and procedures of the PCC.

Section 2. Deposits. All funds of PCC shall be deposited to the credit of PCC in banks or other financial institutions following LST-approved policy. The Leadership Team, supported by the A&F Committee, shall develop and implement appropriate financial policies including investment and reserve policies upon the approval of the Leadership Team.

Section 3. Contributions and Gifts. PCC may accept any contribution, gift, grant or bequest for the general or special purposes of PCC except that PCC shall not accept any such contributions, gifts, grants or bequests that contain conditions that would restrict or violate any of PCC's religious, charitable, or educational purposes, or require PCC to compromise its mission.

Section 4. Prohibited Transactions. PCC shall not make any loans to a Leadership Team member or officer. PCC shall not borrow money from a Leadership Team member or PCC employee.

ARTICLE VIII

Assets

Section 1. Title. PCC, as a corporate entity, shall hold title to its own assets.

Section 2. Acquisition and Disposal. Assets acquired or disposed of through budgetary provisions do not need additional congregational approval. Assets of land or facilities to be purchased or disposed of require the approval of the congregation by two-thirds vote of a quorum of active members at a Congregational Meeting.

Section 3. Disputed Assets. In the event of schism within PCC, in which there are competing claims to the assets by various factions of the membership, the title of all church property, real or personal, shall remain with the group which abides by the Constitution and Bylaws, as determined by the Executive Board of the PSWC.

Section 4. Assignment of Assets. No action for the sale or transfer of assets may be taken when the closure of PCC is under consideration without the prior approval of the Executive Board of the PSWC. 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 private person. In the event the membership votes to cease, the property and all assets of PCC shall become the property of the ECC and its PSWC, shared equally for the furtherance of the mission of both in that region.

ARTICLE IX

Closure

Section 1. Action Needed. PCC may terminate its existence by a two-thirds majority vote of the membership present and voting at a Congregational Meeting called for that purpose.

Section 2. Meeting Provisions. The decision on whether to close PCC cannot be a part of, or added to, the agenda of any other Congregational Meeting. The Congregational Meeting for such a vote may be called by the Leadership Team or through the request of the congregation, accomplished by a petition for such a meeting signed by 20 percent of the membership.

Section 3. Notification. All active members of record must be notified of the special Congregational Meeting through First Class Mail and email using the most recent addresses held on file at least two weeks in advance.

Section 4. Quorum. The quorum for such a Congregational Meeting shall be all active members who are present at the meeting.

Section 5. Asset Distribution. Upon the vote to close, the assets of the congregation shall be transferred according to Article VIII, Section 4 of these Bylaws.

Section 6. Collaboration. Should congregational attendance stand below 25, the PSWC executive board may appoint an ex-officio member to the Leadership Team.

ARTICLE X

Amendments

Section 1. Procedure. These Bylaws may be amended by a vote of two-thirds of the active membership present and voting at a duly-called Congregational Meeting convened for that purpose. Only amendments not in conflict with the Constitution may be adopted. A proposed amendment to the Bylaws must be presented in writing to the membership not less than 90 days prior to the Congregational Meeting called for the purpose of voting on bylaws changes. Article VIII, Sections 3 and 4, Article IX and Article X may only be amended with the prior approval of the PSWC Executive Board.

ARTICLE XI

Application

Section 1. Interpretation. In the event of dispute, the LST's interpretation of these Bylaws and the policies of the LST shall govern unless that interpretation is in conflict with federal, state and local laws governing churches and 501(c)3 organizations.

Section 2. Severability. In the event that any part of these Bylaws shall be found in conflict with the laws of the state of California or of the United States of America, the part in conflict shall be removed immediately, with notice to the congregation. The removal of any part of these Bylaws for such reasons will not invalidate any other part and the remainder shall remain in force.

Section 3. Conflict. The LST develops and/or approves a number of policies outside of these Bylaws to govern the detailed operations of the church. While it must always be the intention to develop policies that do not conflict with these Bylaws, a conflict may be discovered and, in that event, these Bylaws govern.