

BYLAWS
FELLOWSHIP CHURCH, INC.
A California Nonprofit Religious Corporation

Article I

Name.

As both a "Congregation" and a "Corporation," this Church shall be identified by the name: FELLOWSHIP CHURCH, INC. (also known as "Fellowship Monrovia").

Principal Office.

The principal office for the transaction of the business of both the Congregation and the Corporation shall be located in the County of Los Angeles, State of California. The Board may also change said principal office from one location to another as desired.

Purpose.

This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes. The purpose of this corporation is to principally promote the gospel of Jesus Christ through free will assembly, community outreach, and all other applicable legal methods of promulgation.

Article II – The Board of Elders

1. The Board of Elders (herein called the "Board") is granted full power and authority and shall act as the Board of Directors of this corporation. It has responsibility for every significant strategic decision regarding personnel, finances, and property, and crisis management. It is responsible for hiring the Lead Pastor.
2. The Board is composed of 7-10 Elders, at least 5-7 of which are active, in-person participants in the congregation's life and ministry, the Lead Pastor (also an Elder), and up to two outside Elders with relevant expertise. The exact size of the Board is the determination of the Board each year. The Lead Pastor is a voting member of the Board.
3. The Board elects Elders to serve one three-year term, renewable as approved by the Board. Congregational nominations are welcomed according to an established procedure. Upon application and interview, they are duly elected in May of each year.

4. The Board is divided into three classes of approximately three Elders each, with terms expiring at the end of each fiscal year. Those elected to fill vacancies shall be elected for the unexpired term(s) of such vacancies. A break of at least a year shall occur before an Elder may be considered for another term. Elders may be removed by action of a plurality of the Board.
5. The Board shall hold at least six stated meetings each year as determined by the Board. Meetings are primarily in-person, although virtual meetings and participation by phone are permissible. A quorum shall be defined as 4-5 Elders, decisions may be carried by a simple majority.
6. The time and place of all meetings and the method of calling special meetings shall be prescribed by resolution of the Board. Notice of stated meetings need not be given. Communication of Board decisions will be at the discretion of the Board.
7. The Board shall have power to make and to amend such rules and regulations, not in conflict with these Bylaws, as may from time-to-time be deemed necessary to enable it to perform efficiently the duties for which it is responsible. Said rules and regulations may be adopted, amended, or rescinded at any stated meeting of the Board by a majority vote of those present.
8. The Board will annually review the Bylaws and amend them as necessary.

Article III – Organization of the Board

1. The Board is responsible for electing its leadership. The officers of the corporation shall be a Chair, a Secretary and a Treasurer (the "Executive Committee"). All officers will serve for a two-year term which may be renewed once.
2. The Chair shall set the agenda and preside over meetings of the Corporation and have the overall responsibility for reports to the congregation. The Secretary shall keep a full and accurate record of all the minutes of the meetings of the Board. The Treasurer shall sign all deeds, mortgages, and other contracts and instruments on behalf of the Corporation. The Executive Committee shall maintain a separate meeting schedule apart from regular Board meetings.
3. The Board may establish advisory committees. Standing advisory committees shall be: Personnel, Finance, Ministries, and External Advisors. Such committees will be chaired by a currently-serving Board Elder. The committee's size and function is determined by the Board and reports or recommendations are sent to the Board for its consideration. A committee shall have such powers of the Board as may be expressly delegated to it by resolution of the Board. The standing committees will present written reports at each board meeting.

4. The Lead Pastor is an Elder, especially entrusted with the preaching and teaching ministry of the church, as well as for the leadership of the staff and congregation. The Lead Pastor reports to the Board at its meetings and is accountable to the Board in character and in oversight for the staff and congregational culture and ministry, and for vision implementation and ministry practices. The Lead Pastor's principle responsibilities are to the geographically local congregation in and near Monrovia, CA.. Ministry beyond this will be subject to review and approval by the Board.
5. The Board shall organize an annual board retreat which shall be mandatory for all Elders.

Article IV – Congregational Meetings

1. The Board shall call an annual congregational meeting each October with notice given two Sundays preceding the meeting. One week prior to that meeting the Board shall distribute an Annual Report to the regular participants of Fellowship which will include a complete summary financial report (presented by the Finance Advisory Committee), and will be distributed by mail, email, or website.
2. The Board Secretary shall prepare the minutes of the Annual Meeting which minutes shall be reviewed by the Board at its next following regular meeting. When approved by the Board, the minutes shall be authoritative for the Corporation and available upon request.
3. Special meetings of the Congregation may be called by the Board by notice in the church calendar on the two successive Sundays immediately preceding the meeting.
4. Article V Conflict of Interest

A Conflicts of Interest Policy shall be adopted by the Board to apply to the elders and officers of this corporation. This Conflicts of Interest Policy shall be reviewed by, and a Conflicts of Interest Disclosure Statement completed by, every elder and officer of this corporation on an annual basis. Each completed Disclosure Statement shall then be reviewed annually by the Board. The Board shall determine, with the advice of legal or accounting professionals, if necessary, if any conflict of interest that has been disclosed, either in the Conflicts of Interest Disclosure Statement or at any other time pursuant to the Conflicts of Interest Policy, requires further Board action beyond mere disclosure to this Board of the conflict of interest.

Article VI Fiscal Year

The Fiscal year of the Corporation begins on the first day of July and ends on the last day in June in each year, or as otherwise established by the Board of Directors.

Article VII Compensation for Board Service

Board members shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement to Board members for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

Article VIII – Amendments

1. Amendments to the Bylaws may be made at any regular or special meeting of the Board by a majority vote provided that, with the notice of such meetings, the proposed amendment shall be stated.

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of THE FELLOWSHIP CHURCH, INC., does hereby certify that the above Bylaws are, as of the date of this certification, the adopted and existing Bylaws of this corporation.

Dated: April 4, 2024

Mark Robertson, Secretary

PROVISIONS FROM OLD BYLAWS - INCLUDE IN SOME WAY?

Instruments in Writing.

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer(s), agent(s) or employee(s) as the Board may from time to time by resolution designate.