

WEST VALLEY PRESBYTERIAN CHURCH BY-LAWS
(Amended as of October 23, 2011)

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COMBINED STANDING RULES AND BY-LAWS
of the
WEST VALLEY PRESBYTERIAN CHURCH
6191 Bollinger Road, Cupertino, California 95014

ARTICLE I

NAME OF THIS CHURCH AND CORPORATION

Section 1 The name of this Church and Corporation shall be:

WEST VALLEY PRESBYTERIAN CHURCH

ARTICLE II

CONSTITUTION

Section 2 The form of government of the Constitution of the Presbyterian Church in the United States of America is hereby adopted and made a part of the Standing Rules and By-Laws of the West Valley Presbyterian Church.

ARTICLE III

OFFICERS

Section 1 THE SESSION

There shall be between ten (10) and thirteen (13), with twelve (12) being the desired number of Elders on the Session.

Section 1-a The Elders shall be elected for a term of three years. Elders may be considered for re-election as prescribed in the Book of Order G 14.0201. Terms for the class of newly elected Elders shall start at the completion of the Annual February Meeting.

Section 1-b The Clerk of Session shall be an elder elected at the *Session* organizing meeting in February of each year in accordance with the Book of Order.

Section 2 THE BOARD OF TRUSTEES/THE BOARD OF DIRECTORS

Corporate affairs of the Church shall be controlled and directed by a BOARD OF TRUSTEES consisting of all the Elders currently serving on Session who shall be deemed the BOARD OF DIRECTORS of the Corporation, as required by the State of California.

- Section 2-a The officers of the Board of Trustees shall be selected annually by the Session from among its own membership. The Chairman of the Commission for Administration shall be appointed as President of the Board by the Session and the Clerk of Session shall be appointed as Secretary (without power of vote). The Chair of the Personnel Department shall be the Vice President and the Chair of the Finance Department shall be the Treasurer.
- Section 2-b The officers shall hold office until the annual organizing meeting of the Session and until its successors are elected and qualified.
- Section 2-c The Board of Trustees shall exercise all corporate powers and discharge all corporate duties subject to the superior authority of the Session.
- Section 2-d The powers and duties of the Corporation to be exercised by the Board of Trustees shall be as follows:
1. To sue and be sued.
 2. To make contracts.
 3. To receive property by devise or bequest, and otherwise acquire and hold all property, real and personal, including stocks, bonds and other securities.
 4. To act as Trustee under any trust incidental to the principal objects of the Corporation and to receive, hold, administer and expend funds and property subject to such trust.
 5. To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real and personal subject to approval by Presbytery; EXCEPT that the Board shall not lease any of its real property for more than five years without the written permission of the Presbytery of San Jose.
 6. To borrow money, contract debts and issue bonds, notes and debentures, and secure payment or performance of its obligation.
 7. To do all other acts necessary or expedient for the administration of the purposes of the Corporation.
- Section 2-e The Board of Trustees shall present to the members of the Congregation at the Annual Meeting the following:
1. The Financial Report of the previous year.
 2. The Budget for the ensuing year.
 3. A statement of new business as may be necessary.
 4. Compensation Packages of all Ministers of Word and Sacrament.
- Section 2-f The books and accounts of the Corporation shall be open to inspection by the Session and Members of the Congregation at all times, except that demand for inspection by Members of the Congregation must be made in writing to the President or Secretary of the Corporation. The right to inspect includes the right to make extracts.

- Section 2-g Should the Church, for whatever reason, be formally dissolved by the Presbytery of San Jose, all property, both real and personal, it may possess shall become the property of the Presbytery of San Jose.
- Section 2-h The President of the Board of Trustees shall preside at all meetings of the Board and see that all orders and the resolutions of the Board are carried out. The President, with the Secretary, shall sign and execute all contracts and agreements authorized by the Board. The President shall employ and discharge, subject to the approval of the Board, such agents and employees as the business of the Corporation shall from time to time require, and prescribe their duties, terms of employment and compensation. The President shall convene meetings of the Corporation and shall preside at such meetings.
- Section 2-i The Vice-President shall be vested with all the powers, and required to perform all the duties, of the President in the absence of the President.
- Section 2-j The Secretary shall attend all meetings of the Corporation and of the Board of Trustees, and shall act as Clerk thereof and record the proceedings in a book kept for the purpose. The Secretary shall, with the President, sign and execute all contracts and agreements authorized by the Board of Trustees. The Secretary shall keep the Seal of the Corporation and cause it to be affixed to any instrument requiring it. The Secretary shall keep at the principal office open to inspection by members of the Corporation at all reasonable times, the original or a certified copy of the Combined Standing Rules and By-Laws of the Church and Corporation as amended to date. The Secretary shall attend to the giving and serving of all notices by the Corporation required by Law or these By-Laws.
- Section 2-k The Treasurer shall have custody of the funds of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Treasurer. The Treasurer shall deposit or have deposited all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Trustees. The Treasurer shall have such other powers and duties as prescribed by the Board of Trustees or by law.
- Section 2-l Decisions of the Board of Trustees shall be binding when passed by a majority of those present and voting.
- Section 2-m Regular Meetings of the Board of Trustees shall be held when determined and fixed by resolutions of the Board. No notice of regular meetings shall be required. Special Meetings may be called by the President and shall called by the President at the request of the Session or the Presbytery of San Jose. Notice of Special Meetings shall be given in writing at least five days in advance.
- Section 2-n A majority of the entire Board of Trustees shall constitute a quorum.

Section 3 THE BOARD OF DEACONS

There shall be a Board of Deacons sufficient in size to meet the needs of the congregation.

Section 3-a they shall be elected and serve in the same manner as prescribed in the Book of Order G.14.0201.

Section 3-b The Senior Class of the Board of Deacons shall serve as an executive committee. The executive committee shall elect from its constituency a moderator, vice-moderator, secretary, and treasurer to serve the entire Board of Deacons.

Section 3-c The moderator shall appoint members of the executive committee to fulfill specific administrative needs of the Board throughout the year. The pastoral staff shall serve in an advisory role to the Board of Deacons and the executive committee with no vote.

Section 3-d The next executive committee shall meet in September prior to their year of service to elect its officers. The newly elected Moderator shall make other specific appointments as needed by the Board of Deacons.

Section 3-e The Board of Deacons shall have the authority to appoint previously ordained Deacons not currently serving on the Board of Deacons as auxiliary Parish Deacons to assist in congregational care as needed.

Section 3-f The Board of Deacons shall be a component organization of the Commission for Connections.

ARTICLE IV

CONGREGATIONAL MEETINGS

Section 1 A meeting will be held on the last Sunday in October for the purpose of:

1. Electing Elders and Deacons and Nominating Committee Members including the election of any open positions from prior years.
2. Such other business as may be necessary.

Section 2 The Annual Meeting of the Congregation and the Corporation shall be held on the First Sunday in February each year at a time and place to be determined by the Session. The Session shall present the compensation recommended for each Minister of the Word and Sacrament for approval or amendment by the Corporation.

Section 3 Other meetings may be called whenever deemed necessary by the Session.

Section 4 A quorum at a Congregational Meeting shall consist of not less than ten (10)

percent of the membership as of December 31st of the preceding year.

ARTICLE V

BUDGET PREPARATION

Section 1 The Commission for Administration shall prepare and present to the Session at their October meeting the proposed budget for the ensuing year. When approved, the Session will publicize the budget by the Sunday after the January Session meeting.

ARTICLE VI

ADMINISTRATION

Section 1 The administration of the Church shall be carried out by four commissions. The Chairman of each commission shall be a member of the Session, elected by the whole Session. Reporting up to the commissions shall be various departments as from time to time may be required.

Section 2 Each commission shall be directly responsible to, and report as directed by, the Session.

Section 2-a The Pastor and Associate Pastor shall be ex-officio members of all commissions and departments with vote.

Section 2-b The Chair of the Personnel Department and the Chair of the Nominating Department shall be members of Session. The Chair of the Finance Department shall be an Elder.

Section 3 The Commissions shall be:

1. Administration
2. Connections
3. Education
4. Proclamation

Section 4 The duties and responsibilities of each commission and department shall be approved by the Session and published.

Section 4-a Each commission and department may organize as their work dictates. Each commission and department may recruit as many members as may be necessary.

Section 4-b Commission and department meetings shall be open to all members of the Congregation.

Section 5 If any member of the Session or Board of Deacons is absent without excuse from

three successive regular meetings of that body, he will be considered to have submitted his resignation. The moderator will inform the member.

ARTICLE VII

NOMINATING DEPARTMENT

- Section 1 The Nominating Department shall consist of five (5) members to be elected as follows:
- Section 1-a The Congregation shall at its Annual Meeting elect one (1) member for a two (3) year term, this member shall not be in active service on the Session or the Board of Deacons, to serve on the Nominating Department.
- Section 1-b The Session at its organizing meeting shall select one from its own membership to serve on the Nominating Department who shall serve as Chairman.
- Section 1-c The Board of Deacons shall select one of its members to serve on the Nominating Department.
- Section 2 The Nominating Department shall present to the Congregation, at least two weeks prior to the October Congregational Meeting, nominees for election to the offices of Elder and Deacon and Nominating Department.
- Section 3 Nominations of eligible persons may be made from the floor by any eligible voter.

ARTICLE VIII

WEST VALLEY PRESBYTERIAN CHURCH FOUNDATION

- Section 1 NAME AND FISCAL YEAR
- There shall be established as a part of this Church and under its corporate structure a unit which shall be known as the WEST VALLEY PRESBYTERIAN CHURCH FOUNDATION, hereinafter referred to as the Foundation. The fiscal year of the Foundation shall be January through December.
- Section 2 PURPOSE
- The purpose for which the Foundation is established is to accumulate funds to support the needs of the West Valley Presbyterian Church in perpetuity, to challenge the people of God with the privilege of responsible Christian stewardship of money, and to familiarize the members of the Congregation with methods for giving bequests, annuities, endowments and other gifts.
- Section 3 THE BOARD OF MANAGERS

Section 3-a There shall be a Board of Managers (“BOM”) consisting of seven (7) who shall conduct, manage, and control the affairs and business of the Foundation; and make rules and regulations therefore not inconsistent with the law, the Articles of Incorporation and By-Laws of the West Valley Presbyterian Church. The Board shall at all times be subject to the review and oversight of the Session of West Valley Presbyterian Church.

Section 3-b The Board shall nominate one of their managers to serve as a member of the Commission for Administration.

Section 4 MEMBERSHIP

Section 4-a The BOM shall select their own successors who must be continuously members of the Congregation of the West Valley Presbyterian Church.

Section 4-b At no time may more than two (2) members of the Session also be managers of the BOM.

Section 4-c The Pastor/Head of Staff shall be an ex-officio member of the BOM.

Section 4-d Managers shall not be "disqualified persons in control" as defined by the Internal Revenue Code.

Section 5 TERM OF OFFICE

Section 5-a The initial term of office of each manager of this BOM shall be for approximately five (5) years, and such term will expire at the time of the first meeting of the BOM is convened for the calendar year of the expiring term. Successors for managers whose term of office expires in the next calendar year shall be elected at the last meeting of the BOM in the calendar year prior to such terms expiring.

Section 5-b A manager may be elected to succeed himself in office, for a term not less than one (1) year and not more than five (5) years but shall not serve more than ten (10) years consecutively. A manager may be returned to office after the expiration of one year.

Section 5-c A manager may be removed from office, by the vote of a majority of the entire BOM and approval of the Session.

Section 5-d All elections of the BOM shall be subject to the approval of Session.

Section 6 QUORUM

A majority of the members of the Board of Managers shall constitute a quorum

for the transaction of business.

Section 7 VOTING AND VACANCIES

Each manager of the BOM shall be entitled to one vote. A vacancy because of death, resignation, removal, disqualification or otherwise, shall be filled by an election held by the remaining managers of the BOM. A successor manager so elected shall serve a term between four (4) and five (5) years, and such term will expire at the time that the first meeting of the BOM is convened in the calendar year of the expiring term.

Section 8 POWERS AND DUTIES

Notwithstanding the powers and duties granted to the Board of Trustees and corporate Board of Directors under Article III of these By-Laws, there shall be granted to the BOM the following powers and duties relating to the Foundation under their control:

- a. To receive property by devise or bequest, and otherwise acquire and hold all property, real and personal, including stocks, bonds, and all other securities.
- b. To act as trustee under any Foundation agreement incidental to the principal objects of this corporation, and to receive, hold and administer and expend funds and property subject to such agreements.
- c. To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal, in accordance with or incidental to any Foundation Agreement.
- d. To do all other acts necessary or expedient for the administration and management of the Foundation funds.

Section 9 LIABILITY OF MANAGERS

No person who is now or who later becomes a manager of the BOM shall be personally liable to creditors for any indebtedness or liability in connection with the management of the Foundation funds, and any and all creditors shall look only to the assets of this corporation for payment. The corporation shall not allow any manager of the BOM to be personally liable for such liabilities.

Section 10 MEETINGS

Section 10-a In the fourth quarter of each calendar year, the BOM shall convene for the purpose of organization, election of managers to fill terms expiring in the following year and the regular transaction of business.

Section 10-b Regular meetings of the BOM shall be held when and as determined and fixed by resolution of the Board.

Section 10-c Special Meetings may be called at any time by the President of the BOM or by a majority of the managers of the BOM for any purpose. Notice of regular meetings and special meetings shall be given in writing at least five (5) days in advance.

Section 11 COMPENSATION

The BOM shall receive no compensation for their services as managers. No transactions by the Board of Managers shall be made which can directly or indirectly inure to the personal gain of any manager thereof.

Section 12 OFFICERS

Section 12-a The officers of the Foundation shall consist of a President, Vice President, Secretary, and Treasurer. In the first meeting of the BOM convened in the calendar year, these officers shall be elected by the BOM and shall hold office until the first meeting of the next calendar year. Officers may be re-elected without restriction. Officers other than the President and Vice President need not be managers of the BOM.

Section 12-b Subject to the control of the Board of Managers, the President shall have general supervision, direction and control of the business affairs of the Foundation. The President shall preside at all meetings of the Board of Managers and shall have such powers and duties as may be prescribed from time to time by the Board of Managers. A written annual report shall be prepared and submitted to the Congregation two weeks in advance of its Congregational Annual Meeting providing full disclosure of assets, liabilities, investments and earnings of the Foundation funds for the previous calendar year. Additionally a verbal report can be given at the Annual Congregational Meeting.

Section 12-c The Vice President shall be vested with all powers, and required to perform all the duties of the President in the absence of the President.

Section 12-d The Secretary shall attend all meetings of the BOM and keep a record of the proceedings of such meetings. The Secretary shall, together with the President, sign and execute all contracts and agreements authorized by the BOM.

Section 12-ed The Treasurer shall have custody of the funds of the Foundation and shall keep full and accurate records of the receipts and disbursements therefore. The Treasurer shall deposit or have deposited in a separate account all monies and other valuable effects in the name of the Foundation. Such depositories shall be named by the BOM.

Section 13 ALLOCATION OF MONIES TO FUNDS AND DISPOSITION OF PRINCIPAL AND INCOME

Section 13-a At the discretion of the BOM, the Foundation may accept donations to be used for purposes specified by the donor so long as such purposes are compatible with the purposes of this Foundation and the West Valley Presbyterian Church.

Section 13-b Donations to the Foundation, where no purpose for the donation has been specified by the donor, shall be allocated to the First Fruits Endowment Fund. Any monies or liquidated gifts received and allocated to the First Fruits Endowment Fund shall be invested in perpetuity by the Foundation. Only income earned on the invested monies shall be available for disbursement by the Foundation. The BOM, shall determine how much earned income shall be reinvested into the principal balances of the First Fruits Endowment Fund and when, thereafter not being available for future disbursement. The remaining earned income shall be available to support the mission of West Valley Presbyterian Church “To know Christ and to make Him known”. However, notwithstanding anything in this document to the contrary, the income on the invested monies in the First Fruits Endowment Fund shall not be used for general facility or property maintenance, staff salaries, staff benefits, taxes or utilities. The Session, as the controlling body for the administration of church programs, is the agency which shall direct the expenditure of the available funds, subject to the review by the Board of Managers that the expenditure is consistent with the terms of this paragraph and will not jeopardize the trust of fiduciary relationship with any donor, or cause a serious loss of funds or investments adverse to the overall purposes of these Foundation funds.

Section 14 VOTING OF SECURITIES

The President or the Vice President and the Secretary, or other officer as the Board of Managers may select for that purpose, are authorized to vote, represent, and exercise on behalf of this Corporation all rights incident to any and all voting securities of any other corporation standing in the name of this corporation. The authority granted in the By-Laws to the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officers.

ARTICLE IX

AMENDMENTS

Section 1 These Standing Rules and By-Laws may be amended by a two thirds vote of those present at a Congregational Meeting held for that purpose; provided such meetings and purpose shall have been announced at the two previous Sunday worship services.

ARTICLE X

MEMBERSHIP

Section 1 Membership in the Corporation and the Congregation is defined by the Book of Order of the Presbyterian Church of the United States of America covering qualifications for membership.

(All new Article XI to be inserted here.)