

WEST VALLEY PRESBYTERIAN CHURCH BY-LAWS  
(Amended as of February 27, 2022)

ARTICLE I. NAME OF THIS CHURCH AND CORPORATION

Section 1: Unnamed

ARTICLE II. CONSTITUTION

Section 1: Unnamed

ARTICLE III. OFFICERS

Section 1: The Session

Section 2: The Board of Trustees/The Board of Directors

Section 3: The Board of Deacons

ARTICLE IV: CONGREGATIONAL MEETINGS

Section 1: October Meeting

Section 2: Annual Meeting

Section 3: Other Meetings

Section 4: Quorum

ARTICLE V. BUDGET PREPARATION

ARTICLE VI: ADMINISTRATION

Section 1: Departments

Section 2: Report to the Session

Section 3: Department Names

Section 4: Duties

Section 5: Unnamed

ARTICLE VII: NOMINATING COMMITTEE

Section 1: Unnamed

Section 2: Nominations

Section 3: Floor

ARTICLE VIII: WEST VALLEY PRESBYTERIAN CHURCH FOUNDATION

Section 1: Name and Fiscal Year

Section 2: Purposes

Section 3: The Board of Managers

Section 4: Membership

Section 5: Term of Office

Section 6: Quorum

Section 7: Voting and Vacancies

Section 8: Powers and Duties

Section 9: Liability of Managers

Section 10: Meetings

Section 11: Compensation

Section 12: Officers  
Section 13: Allocation of Monies to Endowment or Support Funds and  
Disposition of Principal and Income  
Section 14: Voting of Securities

ARTICLE IX: AMENDMENTS  
Section 1: Unnamed

ARTICLE X: MEMBERSHIP  
Section 1: Unnamed

ARTICLE XI: NON-PROFIT STATUS

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 1 The form of government of the Constitution of ECO: A Covenant Order of Evangelical Presbyterians 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 at least four (4) Elders on the Session, or such greater number as may be chosen by the members of the Congregation from time to time. In the event an Elder on the Session vacates his or her term before it is completed, the remaining Elders may elect an Elder to the Session to serve the remainder of the term so vacated. The Congregation may call a meeting at any time to increase the number of Elders on the Session, to appoint Elders to the Session, or to replace Elders on the Session by delivering to the Session Elders at the Church address a written request for such a meeting signed by not less than ten (10) percent of the membership as of December 31st of the preceding year, and the Session Elders shall cause such meeting to be held as soon as practicable thereafter.

Section 1-a The Elders shall be elected for a term of three years. Elders may be considered for re-election as prescribed in ECO Polity and Discipline, 1.0601. 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 selected as set forth under Article III, Section 2-a of these Bylaws.

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 the members of the Congregation and shall include a President, a Treasurer, a Secretary who shall also serves as Clerk of Session, and any Vice Presidents that Session shall deem appropriate.

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 real property, subject to approval by the Congregation at a Congregational meeting.
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 Presbytery, 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 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-h 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-i 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-j 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-k Decisions of the Board of Trustees shall be binding when passed by a majority of those present and voting.
- Section 2-l 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 be called by the President at the request of the Session. Notice of Special Meetings shall be given in writing at least five days in advance.
- Section 2-m 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 ECO Polity 2.03.
- 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, or such other date as determined by the Session, 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, or such other date as determined by the Session, at a time and place to be determined by the Session. The Session shall present the compensation recommended for each Pastor/Head of Staff or Co-Pastor/Head of Staff or Associate Pastor for approval or amendment by the Congregation.
- 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 (2) 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 PURPOSES



- Section 2-a The purposes for which the Foundation is established are (a) to accumulate and manage specially contributed gifts as endowments or other types of funds to support the needs of the West Valley Presbyterian Church in perpetuity, (b) to challenge the people of God with the privilege of responsible Christian stewardship of money, (c ) to acknowledge and thank donors, and (d) to familiarize Covenant Partners with methods for giving bequests, annuities, endowments and other gifts, beyond current tithes and offerings.
- Section 2-b A specially contributed gift to the West Valley Presbyterian Church (WVPC) Foundation is defined as a voluntary transfer of assets (whether real, personal, stocks, bonds, or other financial instruments) by a donor (or group of donors) to effect a charitable purpose. These Foundation gifts are not the same as regular giving by Covenant Partners and other friends of the congregation in the form of tithes, offerings, and periodic gifts to support the individual departments of the Church such as Buildings and Grounds, Christian Education, etc, which are not received by the Foundation. Rents and facilities use fees are not gifts, and are not received by the Foundation. Gifts to the Foundation shall be managed by its Board of Managers according to the policies spelled out in the Bylaws.
- 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, or other administrative committee as designated by Session.
- Section 4 MEMBERSHIP
- Section 4-a The BOM shall select their own successors who must be active Covenant Partners of 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 five (5) years. The term will expire at the end of fifth (5<sup>th</sup>) calendar year of the expiring term. Successors for managers whose term of office expires at the end of the calendar year shall be elected at the last meeting of the BOM in the calendar year.

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 to 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 out the term of the predecessor, and be eligible for election for a subsequent term or terms, as long as the total number of years served does not exceed ten (10) years.

Section 8      POWERS AND DUTIES

Section 8-a    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:

1. To receive property by devise or bequest, and otherwise acquire, invest, and hold property, real and personal, including stocks, bonds, and all other securities, and assets, other than annual tithes, offerings, and in-kind items meant to benefit the physical operation of WVPC and/or a particular program of WVPC.
2. To acknowledge and thank donors and families for gifts, bequests, or devises, to record memorial and honorary gifts in Memorial Book, to provide an official receipt for gifts as guided by IRS requirements, and to notify Session and head of staff of significant gifts that require additional acknowledgement and celebration.

3. To reject any offering which carries restrictions for its use such that the use is contrary to Christian moral and ethical principles, or that its use is restricted only for the benefit of certain persons and not for the benefit of the entire Church, or that the gift or its use would place a burden upon the resources of the Church.
4. 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.
5. 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.
6. To do all other acts necessary or expedient for the administration and management of the Foundation funds, including establishing a minimum amount needed to create a new endowment, at least annually.

Section 8-b Funds and other donations received by a church department other than tithes, offerings, rent and associated security deposits, refunds, program fees and revenue from sales, will be considered to be gifts, and an appropriate church department will notify the Foundation of the receipt of such funds so that they can be recorded in the Foundation's records and to ensure acknowledgement of the gift is forwarded to the donor.

#### 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 Meetings of the BOM shall be held quarterly.

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

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 or the immediate family thereof.

## Section 12 OFFICERS

- Section 12-a The officers of the Foundation shall consist of a President, Vice President, Secretary, Treasurer, and Acknowledgement Coordinator. 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, subject to the limitations of their respective terms.
- 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-e 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 12-f The Acknowledgement Coordinator shall send acknowledgements thanking donors for their gifts, maintain the Gifts and Memorial Book, send official receipts for tax purposes for each gift received by the Foundation, and inform Session and Head of Staff (or other program managers) of significant gifts that should be acknowledged and celebrated by WVPC covenant partners.
- Section 13 ALLOCATION OF MONIES TO ENDOWMENT OR SUPPORT FUNDS AND DISPOSITION OF PRINCIPAL AND INCOME
- Section 13-a Subject to the limitations outlined in Section 8, the Foundation shall accept specially presented gifts such as memorials, whether received as cash, stocks, bonds, bequests or devises, or other assets real and personal, to ensure timely acknowledgement and prudent management.

Section 13-b Funds managed by the Foundation include:

- (i) The Support Fund: Receives non-endowment gifts to be acknowledged and directed to the appropriate Church program. In addition, the annual interest on the Support Fund shall be allocated to support the operation of the Foundation.
- (ii) The Christian Education Fund: Interest on this fund shall be used to support children and youth ministries, especially in ways that promote access and participation of the young in WVPC activities, but not excluding support of program costs (e.g. curriculum purchases, teacher training). The BOM will determine the amount and proportion of the previous year's interest at its first meeting of the calendar year; any remaining interest shall be reinvested into the principal. The Christian Education elder shall be informed of the funds available for that calendar year; any unused funds shall be re-invested in the principal at the end of the calendar year.
- (iii) The VBS Fund: Interest on this fund shall be used to support the Vacation Bible School program, especially in ways that promote access to and participation in VBS programs, but not excluding support of the program costs (eg. Curriculum purchases, teacher training).
- (iv) The FirstFruits Fund: Receives undesignated gifts from memorials and other occasions honoring events in the life of the congregation and its covenant partners. The earned income shall be available support the mission of West Valley Presbyterian Church, "To know Christ and to make Him known," and prioritizes capital improvements. However, notwithstanding anything in this document to the contrary, the income on the invested monies in the FirstFruits Endowment Fund shall not be used for general operating expenses as defined by the annual church budget (e.g., salaries, utilities, taxes).

Section 13-c 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, and do not place undue burden or cost of management upon the Church. Such gifts shall flow through the Support Fund to the appropriate Church program, or be added to an existing endowment, or used to create a new endowment (provided the minimum amount for endowment funds set annually by the BOM is met).

Section 13-d The Session, as the controlling body for the administration of church programs, is the agency which may request expenditure of available funds, subject to review by the Board of Managers to determine 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 Constitution of ECO: A Covenant Order of Evangelical Presbyterians covering qualifications for membership.

ARTICLE XI

NON-PROFIT STATUS

Section 1 West Valley Presbyterian Church is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax.

Section 2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from the federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3 Upon the dissolution of West Valley Presbyterian Church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.