

**AMENDED (April 15, 2014) BYLAWS OF
CHURCH OF THE VALLEY Presbyterian
(Covenant Order of Evangelical Presbyterians)
APPLE VALLEY, CA**

ARTICLE I. CONGREGATION

Section 1.01 Church of the Valley Presbyterian, Apple Valley, California, being a particular congregation of the Covenant Order of Evangelical Presbyterians (ECO), recognizes that the Constitution of said church is, in all its provisions, obligatory upon it and its *covenant partners (members)*. Church of the Valley was incorporated on June 6, 1961, under the auspices of the then United Presbyterian Church in the United States of America.

ARTICLE II. OFFICES

Principal Office

Section 2.01 The principal office of the Corporation for its transaction of business is located at 20700 Standing Rock Avenue in the Town of Apple Valley and County of San Bernardino, California.

Change of Address

Section 2.02 The Board of Directors/Session is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of San Bernardino, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III. COVENANT PARTNERS (MEMBERS)

Section 3.01 (A) All active *covenant partners* of this particular church, who are in good standing, shall be eligible to vote at Congregational/Corporation Meetings held for ecclesiastical purposes.

Section 3.01 (B) By decision of the Session, persons may become *covenant partners* of this church by appearing before a commission of at least 2 elders and 2 deacons for examination at a meeting moderated by one of the Pastors for this purpose. This commission should then recommend those who are candidates for membership by Profession of Faith or Reaffirmation of Faith, and those who are candidates for Baptism, all of whom shall be received by the Session.

Section 3.01 (C) New *covenant partners* shall be publicly received by a Pastor and the Congregation to enjoy all the privileges and be bound by all the obligations in such sacred relationship.

ARTICLE IV. OFFICERS

ELDERS

Number

Section 4.01 (A) The corporation shall have a board of directors with ten (10) elected Elders, who shall serve as the Session with the currently called Pastors. The elected Elders shall serve in multiples divisible by two in order to maintain five classes of equal or nearly equal size, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted and approved by the Session and the Congregation, as that term is defined in Section 5032 of the Corporation Code.

Section 4.01 (B) The Elders with the Pastors, as members of the Session, shall have voting privileges at all its official meetings.

DEACONS

Number

Section 4.01 (C) The Corporation shall have a maximum of thirty (30) directors known as the Deacons, whose function is that of shepherding the *covenant partners* through the various parishes of Church of the Valley Presbyterian. The exact number of Deacons shall be fixed from time to time, in multiples divisible by three in order to maintain three classes of equal or nearly equal size, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted and approved by the Session and the Congregation, as that term is defined in Section 5032 of the Corporation Code.

Section 4.01 (D) The Deacons shall elect two of their members as *Moderator and Vice Moderator* to preside at official Deacons meetings.

Section 4.01 (E) The Deacons do not have voting privileges at Session official meetings, but do have the authority to make recommendations to the Session concerning matters relating to their areas of responsibility. Such matters shall be voted by the Session at official meetings.

Qualifications

Section 4.02 The Elders and Deacons shall be residents of the State of California and covenant partners of Church of the Valley Presbyterian.

Term of Office

Section 4.03 Elders shall normally be elected for a 5-year (5) term and Deacons shall normally be elected for a three-year (3) term to be effective on the Sunday on which they are ordained and/or installed.

Section 4.04 Elders shall be divided into five classes and Deacons shall be divided into three classes, one class of which shall be elected each year at the Annual Meeting of the Congregation/ Corporation.

Section 4.05 The exception to the above-referenced term is that of the Clerk of Session, who shall be elected each year by the Session to serve one (1) year and whose duty shall be to keep a book of minutes of all Session business, both corporate and ecclesiastical, to be kept in accordance with the rules as set forth by the ECO Polity regulations. The Clerk shall maintain the official records of the church.

Section 4.06 Elders and Deacons shall be ordained and/or installed within the first two months of the new calendar year.

Section 4.07 If a vacancy occurs in the Session or Board of Deacons by death, removal, or resignation, the Session may call a Special Meeting of the Congregation/Corporation to fill the vacancy, or wait until the Annual Meeting to elect the needed short-term Elder or Deacon.

Section 4.08 (A) No Elder having served on 2 five-year (5) terms or Deacon having served two three-year (3) terms shall be eligible to be elected to a new term until one (1) year shall have lapsed.

Section 4.08 (B) the regular terms of office for Elders shall be five (5) years from the annual installation date until the fifth following annual installation date. For Deacons the regular terms of office shall be three (3) years from the annual installation date until the third following annual installation date. The regular terms of office of Elders shall be arranged so that one-fifth of their number shall commence on each installation date and of Deacons shall be arranged so that one-third of their number shall commence each installation date.

Nomination

Section 4.09 (A) Persons qualified to serve as Elders or Deacons under Section 4.02 of these Bylaws shall be nominated by the Leadership Ministry Team/Nominating Committee and elected at an Annual Congregational/Corporation Meeting, the names(s) of whom shall be brought before said Annual Meeting properly notified, at which a quorum is present.

Section 4.09 (B) Nominations of persons who qualify under Section 4.02 may be made from the floor by voting church covenant partners.

Section 4.09 (C) The Leadership Ministry Team/Nominating Committee for church officers shall be formed of active *covenant partners* consisting of *ten (10)* members in the following manner: two (2) members shall be designated by and from the Session, one of whom shall be named by the Session as Chairperson; one (1) member shall be designated by and from the Board of Deacons; **seven (7)** other members, none of whom may be in active service on the Session or Board of Deacons, shall be elected from the Congregation at-large during the Annual Congregation/Corporation Meeting, or at any Stated Congregational/Corporation Meeting, in accordance with Article VI of these Bylaws. In addition, the Senior Pastor shall be a member of this Team/Committee ex-officio, without a vote.

Section 4.09 (D) No member of the Leadership Ministry Team/Nominating Committee shall serve more than three (3) years consecutively.

Election

Section 4.10 (A) Elders and Deacons shall be elected at a Congregational/ Corporation Meeting as prescribed by Section 4.09 (A) and 4.09 (B) of these Bylaws. The candidates receiving the highest number of votes are elected.

Section 4.10 (B) The election shall be by secret ballot unless the election is uncontested. A majority vote of those qualified to vote at the meeting elects.

Compensation

Section 4.11 Elders and Deacons shall serve without compensation except they shall be allowed and paid their actual and necessary expenses to meetings, if authorized by the Session.

ARTICLE V. MEETINGS OF OFFICERS

SESSION (ELDERS)

Section 5.01 (A-1) Meetings of the Session may be called by the Moderator or an Associate Pastor or the Clerk and any two (2) Elders. The Session shall consist of the Senior Pastor as Moderator, Associate Pastors, Assistant Pastors and up to 10 Elders (as set forth in Article IV, Section 4.01 A) in active service. The Senior Pastor of the church shall be the Moderator of the Session, and the Session shall not meet without the Senior Pastor. In the absence of the Senior Pastor, the Associate Pastor or an elder invited by the Session may serve as temporary Moderator.

Section 5.01 (A-2) The Session shall be responsible for the total program of Church of the Valley, including that of the Board of Deacons, and shall be the final authority in the church. In Corporation affairs, the Session, as trustees of the Corporation, shall have all the duties and responsibilities incumbent upon the Board of Trustees of a California non-profit religious Corporation and trustees of a local ECO Church.

Section 5.01 (A-3) The Session shall have power to make and to amend such standing rules and regulations, not in conflict with the ECO Polity or 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 standing rules and regulations may be adopted, amended, or rescinded at any regular meeting of the Session by two-thirds vote of those present.

Election of Commissioners/Representatives

Section 5.01(A-4) Election of Commissioners or Elders representing Church of the Valley Presbyterian in other capacities at the Presbytery of Southern California or the Synod of ECO, shall be made by Session at the meeting following the installation of its

new class of Elders, customarily in February of each year, or at a subsequent meeting at which a vacancy needs to be filled.

Place of Meetings

Section 5.01 (B) All meetings of the Session shall be held at the principal office of the Corporation as specified in Section 2.01 of these Bylaws or as changed from time to time as provided in Section 2.02 of these Bylaws.

Date and Time of Meetings

Section 5.01 (C) Regular (Stated) Meetings of the Session shall be held at least every other month, the day and time to be determined from time to time, without notice or by telephone calls,.

Special Meetings

Section 5.01 (D-1) Special (Called) Meetings of the Session may be called by the Moderator, or an Associate Pastor, or the Clerk and any two (2) Elders. Special (Called) Meetings shall be held on four days notice or delivered personally, electronically, or by telephone.

Adjournment

Section 5.01 (D-2) A majority of the Elders of the Session present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders of the Session who were not present at the time of adjournment.

Action without Meeting

Section 5.01 (D-3) Any action required or permitted to be taken by the Session may be taken without a meeting, if all Elders individually or collectively consent, in writing or by electronic message, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Session. Such action by written or electronic consent shall have the same force and effect as the unanimous vote of such Elders of the Session.

Quorum

Section 5.01 (E) A majority of the authorized number of Elders constitutes a quorum of the Session for the transaction of business, except as hereinafter provided.

Section 5.01 (F) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Elders of the Session, present at a meeting duly held at which a quorum is present, shall be the act of the Session, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Elders, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law and the Articles of these Bylaws.

BOARD OF DEACONS

Section 5.01 (G) Meetings of the Board of Deacons may be called by the *Moderator* of said body or by any two Deacons.

Section 5.01 (H) All meetings of the Board of Deacons shall be held at the principal office of the Corporation as specified in Section 2.01 of these Bylaws or as changed from time to time as provided in Section 2.02 of these Bylaws.

Section 5.01 (I) Regular meetings of the Board of Deacons shall be held at least every other month, the day and time to be determined from time to time, without notice or by telephone calls or electronic notice.

Section 5.01 (J) Special (Called) Meetings of the Board of Deacons may be called by the *Moderator or Vice Moderator* of said body or by any two Deacons. Special (Called) Meetings of the Board of Deacons shall be held on four days written notice or delivered personally, electronically, or by telephone.

Section 5.01 (K) The Board of Deacons shall care for the poor, the stranger, and the sick, and shall manage the Deacons' fund of the church. It shall, therefore, receive and distribute all such funds which shall come from sources designated by the Session, and the Board shall present a financial report to the Session annually and at the annual meetings of the Congregation/Corporation. The Board may accomplish such temporal or spiritual functions as may be assigned to it by the Session.

Section 5.01 (L) An Associate Pastor shall act as an advisory member of the Board. The Board shall elect from its membership its *Moderator, Vice Moderator*, its own Secretary and its own Treasurer.

Section 5.01 (M) A quorum for the transaction of business of the Board of Deacons shall consist of the Moderator and one-third of the members of the Board.

ARTICLE VI. CONGREGATIONAL/CORPORATION MEETINGS

Call of Congregational/Corporation Meetings

Section 6.01 (A) Public notice of the time, place and purpose of all meetings of the Congregational/Corporation shall be publicly announced from the pulpit at least two (2) Sundays preceding the date of the meeting and shall be noticed in the bulletin for Sunday worship at least two (2) Sundays preceding the meeting.

Section 6.01 (B) No proposal of the Session shall be brought before a Congregational/Corporation Meeting unless the text of that proposal has been provided in writing to the Congregation at least two (2) Sundays preceding the date of the Congregational/Corporation Meeting.

Annual Congregational/Corporation Meeting

Section 6.01 (C) There shall be an annual Meeting of the Congregational/ Corporation Meeting for the purpose of receiving the reports of all Elders, Deacons, Officers and others as appropriate to be held no earlier than the second (2nd) Sunday of January of each year nor no later than the second (2nd) Sunday of February of each year.

Section 6.01 (D) The Annual Congregational/Corporation Meeting shall also consist of the election of Elders, Deacons, Officers and other matters as appropriate for the conduct of the business of this Congregation.

Stated Congregational/Corporation Meeting

Section 6.01 (E) A Stated Congregational/Corporation Meeting shall be properly noticed to be held no earlier than the second (2nd) Sunday of January of each year and no later than the second (2nd) Sunday of February of each year for the purpose of providing full information by the Session to the Congregation concerning the approved Budget for the General Fund for the new calendar year, and such other business required in a timely manner.

Quorum at Congregational/Corporation Meeting

Section 6.01 (F) A quorum at any meeting of the Congregational/Corporation meeting shall consist of the Moderator, Secretary/Clerk of Session and 10% of the membership to vote.

Conduct of Meetings – Moderator Presides

Section 6.01 (G) The Senior Pastor shall preside at all Congregational/Corporation Meetings in the capacity of Moderator. If the pulpit is vacant or if the Senior Pastor is ill or otherwise unable to be present, the other Pastor(s) presently serving the church shall, in order of seniority, preside in his/her stead. All meetings shall be opened and closed with prayer.

Section 6.01 (H) If there is no active Pastor to replace the Senior Pastor to conduct said Congregation/Corporation Meetings, an Associate Pastor or an Elder of Church of the Valley Presbyterian, or a Minister of the Presbytery of Southern California (ECO) shall be invited by the Session to preside.

Secretary/Clerk of Session Records Meeting

Section 6.01 (I) The Secretary of the Corporation/Clerk of Session or, in his/her absence, any person appointed by the Moderator, shall act as Secretary of the Corporation and record all motions and actions to be entered into the official Minute Book of the church.

Conference Meetings

Section 6.01 (J) Members of the Session may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Proxy

Section 6.01 (K) Voting by Proxy is not allowed.

Rules for Judicatories

Section 6.01 (L) All meetings of the church shall be conducted in accordance with the Roberts Rules of Order.

ARTICLE VII. REMOVAL FROM OFFICE

Removal for Cause

Section 7.01 The Session may declare vacant the office of an Elder/Deacon on the occurrence of any of the applicable events listed in the current ECO Polity.

Removal without Cause

Section 7.02 Any Elder/Deacon may be removed without cause if such removal is approved by the Session within the meaning of Section 5032 of the Corporation Code.

ARTICLE VIII. VACANCIES

Section 8.01 Any Elder/Deacon may resign effective on giving written notice to the Moderator and Clerk of Session, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective,

Causes

Section 8.02 (A) Vacancies on Session shall exist on the death, resignation, or removal of any Elder; whenever the number of Elders authorized is increased; and on the failure of the members in any election to elect the full number of Elders authorized.

Filing Vacancies

Section 8.02 (B) Vacancies on Session may be filled pursuant to Sections 4.09 (a), 4.09 (b) and 4.10 of these Bylaws.

ARTICLE IX. AMENDMENT TO BYLAWS

Section 9.01 Amendments to these Bylaws may be made at any Annual or Called Meeting of the Congregation/Corporation of the church, convened for that purpose, at which a quorum is present, by a majority of those present and entitled to vote.

Section 9.02 (A) Notice of intention to amend Bylaws shall be given in accordance with Section 6.01 (A) and (B) of the Bylaws. Said notice shall cite the Article or Articles or Section(s) proposed to be amended with only the Article/Articles and Section(s) referenced in such notice to be acted upon.

Section 9.02 (B) Amendments may be initiated by any member or organization of the church, but only such as are permitted by the Session shall be brought before the Congregation.

Section 9.03 In all respects, the existing Bylaws not amended shall remain in full force and effect.

ARTICLE X. OFFICERS OF THE CORPORATION

Number and Titles

Section 10.01 The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Session and as may be necessary to enable it to sign instruments.

Appointment

Section 10.02 The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Session. The Treasurer of the Congregation/Corporation shall be elected annually by the Session.

Duties of Officers

President

Section 10.03 The President shall be Chief Executive Officer of the Corporation and shall, subject to the control of the Session, have supervision, direction and control of the business and affairs of the Corporation. The Chair of the Budget and Finance Ministry Team shall be appointed to serve as President of the Corporation by the Session and shall be elected as an elder by the Congregation. Such officer shall perform all duties incident to the office of President, and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Session. The President is hereby authorized to execute any debentures or other evidence of indebtedness of this Corporation. *If the President is unable to carry out his/her responsibilities for any reason, the Session shall appoint a temporary President to carry them out until the President can resume such responsibilities or a new President is chosen.*

Secretary/Clerk of Session

Section 10.4 (A) The Secretary/Clerk of Session shall keep or cause to be kept at the principal office of the Corporation, or such other places as the Session may order, a Book of Minutes of corporation business. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Session; and shall co-sign with the President any debentures for this Corporation that may require more than one signature.

Section 10.4 (B) The Secretary/Clerk of Session shall maintain a Book of Minutes of all meetings of the Session and is required to keep a covenant partnership record,

preserving all records carefully. The Clerk of Session shall be an Elder in active or inactive service, elected by the Session annually.

Treasurer

Section 10.5 (A) The Treasurer of the Corporation shall keep and maintain in written form (or any other form capable of being converted into written form) adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall at all times be open to inspection by any Elder/Deacon of the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Session. The Treasurer shall disburse the funds of the Corporation as ordered by the Session, and shall render to the President and the Session, on request, an account of all such officer's transaction as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Session. The Treasurer and the Session shall respect the confidentiality of contributions.

Section 10.5 (B) *All checks or withdrawals from the principal accounts of the Corporation less than \$1000.00 shall require the signature of one corporate officers or director (Deacon Moderator or Vice Moderator). All checks or withdrawals from the principal accounts of the Corporation equal to or above the amount of \$1000.00 shall require the signature of two corporate officers and or directors.*

Resignation and Removal of Officers

Section 10.6 Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Session or by the affirmative vote of a majority of all the Session (Elders).