

AMENDED BYLAWS OF  
VALLEY COMMUNITY PRESBYTERIAN CHURCH, INC.

ARTICLE I STATEMENT OF PURPOSE

Valley Community Presbyterian Church (the “Church”) has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world.

ARTICLE II RELATION TO THE PRESBYTERIAN CHURCH (U.S.A.)

Valley Community Presbyterian Church is a member Church of the Presbytery of the Cascades, an Oregon corporation, or its successor (“Presbytery”), in the Synod of the Pacific of the Presbyterian Church (U.S.A.)

ARTICLE III GOVERNANCE OF THE CHURCH

This Church shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.). Consistent with that Constitution, these bylaws shall provide specific guidance for this Church. *Robert’s Rules of Order* (Newly Revised) shall be used for parliamentary guidance.

ARTICLE IV OFFICES AND REGISTERED AGENT

The principal office of the Church and corporation in the state of Oregon is at 8060 S.W. Brentwood Street, Portland, Oregon 97225. The Church may have such other offices within or without the state of Oregon, as the Session may designate or as the business of the Church may require from time to time.

The registered office of the Church and corporation required by the Oregon Nonprofit Corporation Law to be maintained in the state of Oregon may be, but need not be; identical with the principal office in the state of Oregon, and the address of the registered agent may be changed from time to time by the Session.

The registered agent of the Church and corporation required by the Oregon Nonprofit Corporation Law shall be an individual resident of the state of Oregon. The registered agent of the Church may be changed from time to time by the Session.

ARTICLE V MEMBERSHIP

There shall be three classes of members: baptized, active, and affiliate. Persons shall be received by the Session into one of the three classes of membership in accordance with the qualifications of membership set forth in the Constitution.

Members shall have the rights set forth in the Constitution. Only active members shall be entitled to vote at meetings of the congregation or to be elected to the offices of elder or deacon.

The congregation shall welcome all persons who respond in trust and obedience to God's grace in Jesus Christ and desire to become part of the membership and ministry of his Church. . No persons shall be denied membership because of race, ethnic origin, worldly condition, or any

other reason not related to profession of faith. Each member must see the grace of openness in extending the fellowship of Christ to all persons. Failure to do so constitutes a rejection of Christ himself and causes a scandal to the gospel.

## ARTICLE VI MEETINGS OF THE CONGREGATION

There shall be an annual meeting in the Church building at the address of the principal office of the Church in the first quarter of the year, or at such other time and place as the Session may set, at which at least the following business shall be presented: hearing reports of the Session along with plans for the coming year, hearing reports from the Board of Deacons and other organizations of the Church, financial report for the previous year, budget for the current year, changes in the terms of call for the pastor(s), and transacting other business as appropriate. At the annual meeting, the congregation shall review the adequacy of the compensation of the pastor or pastors upon report of the prior review by the Session.

Special meetings of the congregation may be called by the Session or the Presbytery and shall be called by the Session when requested in writing by one-fourth or more of the active members of the congregation. Such calls shall state clearly the purpose of the special meeting, and no other matters except those specified in the call may be considered at such meeting.

There shall be a special meeting of the congregation within ninety days prior to June 1, or at such other time and place as the Session may set, at which at least the following business shall be presented: the nominating committee report for Church officers; and electing members to serve on the nominating committee.

Public notice of the meetings shall be given in printed and verbal form on at least two successive Sundays prior to the meeting. When the meeting is called for the purpose of electing a pastor, the notice shall be given in printed and verbal form at least ten days in advance, which shall include two successive Sundays. Written notice stating the place, hour, day of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven and not more than 50 days before the date of the meeting, either personally, by email or regular mail, by or at the direction of the president or secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting.

A pastor shall be the moderator of all meetings of the congregation. If the Church is without a pastor, the moderator of the Session appointed by the Presbytery shall preside at congregational meetings. If it is impractical for the pastor or the moderator of Session appointed by Presbytery to preside, he or she shall invite, with the concurrence of Session, another minister of the Presbytery to preside. In addition, the moderator of the Session with a vacant pulpit may request an elder who is a member of the Presbytery's commission on ministerial connections, the stated clerk, executive or co-executive presbyter, or associate executive presbyter, to preside; such elder may not be a member. The pastor may moderate meetings during corporate business or may delegate the chair to one of the members of the Session.

The Clerk of Session shall be secretary of the meetings of the congregation. If the clerk is unable to serve, the congregation shall elect a secretary pro tem. The minutes of each meeting of the congregation shall be attested by the moderator and shall be entered into the minute book of the Session.

All active members who are present at a congregational meeting shall be entitled to vote. Voting by proxy is not allowed. . In the case of a tie vote, the moderator shall put the question a second time. If there is a second tie vote, the motion is lost.

The quorum of a meeting of the congregation shall be the moderator, secretary and at least one-tenth of the active members of the congregation. The secretary shall determine that a quorum is present.

All meetings of the congregation shall be opened and closed with prayer.

## ARTICLE VII ELECTION OF OFFICERS

There shall be a representative nominating committee chosen in accordance with the Constitution, which shall include if possible both women and men, giving fair representation to persons of all age groups and all racial ethnic members and persons with disabilities who are active members of the congregation. The congregation shall form a nominating committee in the following manner:

- (1) There shall be at least five and up to seven members of the nominating committee
- (2) One of the members shall be a currently serving elder designated by the Session and shall serve as the moderator of the committee
- (3) One of the members shall be designated by the Board of Deacons
- (4) Three to five of the members, not persons currently serving on the Session or the Board of Deacons, shall be nominated and elected at a meeting of the congregation
- (5) Members of the committee shall be elected annually, and no member shall serve more than three years consecutively
- (6) The pastor shall be a member ex officio without vote
- (7) The nominating committee shall bring to the congregation nominations only for the number of positions to be filled
- (8) The floor shall be open for nominations at the meeting of the congregation

Vacancies on the Session or the Board of Deacons may be filled at a special meeting of the congregation or at the annual meeting.

## ARTICLE VIII ELDERS

The congregation shall elect twelve (12) elders divided into three classes, as nearly equal in size as possible, one class of whom shall be elected each year for a three year term, which shall begin June 1 and end on May 31. Additionally, the congregation may elect one high school student to serve a one year term as an elder each year that a qualified student is nominated. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection to the Session for a period of at least one year.

The Session, at its first meeting following election of officers, shall elect an elder, who may or may not be currently serving, to serve as clerk and shall form such committees as necessary to carry out its work. At that same meeting of the Session, the Session shall annually elect a president and treasurer of the corporation.

A quorum for the Session shall be the pastor or other presiding officer and one-half of the elders, except that for the purpose of receiving new members, a quorum shall be a pastor and two elders.

Any active member of the congregation is welcome to attend and observe Session meetings. The Session may authorize any visitors to have privileges of the floor, but only elected members of the Session, the pastor, co-pastors, or associate pastors are entitled to vote.

#### ARTICLE IX DEACONS

The congregation shall elect eighteen (18) deacons divided into three equal classes, one class of whom shall be elected each year at a congregational meeting for a three year term, which shall begin on June 1 and end on May 31. Additionally, the congregation may elect one high school student to serve a one year term as deacon each year that a qualified student is nominated. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the Board of Deacons for a period of at least one year.

The Board of Deacons, at its first meeting following the election of officers, shall elect a moderator and a secretary from among its members and shall form such committees as necessary to carry out its work.

A pastor shall be an advisory member of the Board of Deacons. A quorum for the Board of Deacons shall be one-half of its members, including the moderator.

#### ARTICLE X INCORPORATION

In accordance with the laws of the state of Oregon, the congregation shall cause Valley Community Presbyterian Church, Inc., a corporation, to be formed and maintained. The purposes of the corporation shall be: to receive, hold, encumber, manage, and transfer property, real and personal, for the Church; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the Church, all subject to the authority of the Session and under the Constitution, provided that in buying, selling and mortgaging real property, the trustees shall act only after the approval of the congregation has been granted in a duly constituted meeting.

Only the elected members of Session shall, by reason of their membership on the Session, be trustees of the Corporation with the authority of directors under the Oregon Nonprofit Corporation law. Meetings of the Session may also constitute meetings of the Board of Trustees, and acts of the Session related to corporate matters shall also be acts of the Board of Trustees.

There shall be a president, a secretary and a treasurer of the corporation who shall be elected each year by the Session for terms of one year. Any two or more offices may be held by the same person. Officers shall serve without salary unless they are also employees of the Church. Expenses incurred in the performance of their duties may be reimbursed to officers upon approval of the Session.

The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall supervise and control the business affairs of the Corporation. The president may sign, with the secretary, contracts or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general the president shall perform in corporate matters such other duties as may be prescribed by the Board of Trustees from time to time.

The secretary shall: (a) keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the Constitution and the provisions of these Bylaws and as required by law; (c) be custodian of corporation records; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Trustees. Unless otherwise determined by the Session, the Clerk of Session shall serve as secretary.

The treasurer or a financial staff member responsible to the treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Church and/or corporation; (b) receive and give receipts for moneys due and payable to the Church and/or corporation from any source whatsoever, and deposit all such monies in the name of the Church and/or corporation in such banks, trust companies, or other depositories as shall be designated by the Board of Trustees; (c) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Trustees; and (d) keep true and accurate books of account, which shall be reviewed annually by a public accountant, public accounting firm, or committee of members versed in accounting procedures. Such reviewers should not be related to the treasurer. The treasurer shall be directly responsible to the Session and shall submit a monthly report of receipts and disbursements. . .

The session may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the Church and/or corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Trustees and the congregation. Such authority may be general or confined to specific instances. No loans shall be made by the Church and/or corporation to its directors or officers.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Church and/or corporation shall be signed by such officer or officers as shall from time to time be determined by resolution of the session. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the treasurer and countersigned by the president. All funds of the Church and/or corporation not otherwise employed shall be deposited from time to time to the credit of the Church and/or corporation in such banks, trust companies or other depositories as the board of trustees may select.

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or and special purpose of the corporation, and any such contribution, gift, bequest, or devise is subject to the Board of Trustees' acceptance. The Session may establish any foundation, permanent special fund, or other account or mechanism for the furtherance of the purposes of the Church, to provide for the acceptance of such gifts, bequests, or devises.

## ARTICLE XI FISCAL YEAR

The fiscal year of the Church and corporation shall begin on the first day of January and end on the last day of December in each year. Elders and deacons may serve terms of office different from the fiscal year.

## ARTICLE XII AMENDMENTS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, subject to the Articles of Incorporation, the laws of state of Oregon and the Constitution of the Presbyterian Church (U.S.A.) by a two-thirds vote of the voters present, providing that the proposed changes in printed form have been distributed at the same time as the call of the meeting of the congregation at which the changes are voted upon.

## NONPROFIT CORPORATION RESTATED ARTICLES OF INCORPORATION VALLEY COMMUNITY PRESBYTERIAN CHURCH, INC.

### ARTICLE I

The present name of this corporation, hereafter referred to as the Church, is the Valley Community Church, United Presbyterian, and the new name of the Church is Valley Community Presbyterian Church, Inc. The duration of the Church shall be perpetual.

### ARTICLE II

The Church is a particular church within the Presbyterian Church (U.S.A.), an incorporated organization, and shall be governed in every respect by the Constitution of the Presbyterian Church (U.S.A.), as amended (“Constitution”). All property held by or for the Church, whether legal title is held by the Church or the trustees, and whether the property is used in programs of the Church or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church(U.S.A.) or any successor organization. Upon the dissolution of the Church, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Church, dispose of all of the assets of the Church to the Presbytery of the Cascades, an Oregon corporation, or any successor organization.

### ARTICLE III

The members elected to the Session of the Church shall during their term of service on the Session serve as trustees of the Church. The number and manner of election of the members of the Session shall be set forth in the bylaws. The trustees of the Church shall have the powers and duties of directors under the Oregon Nonprofit Corporation Law, including full power to recommend the congregation adopt, alter, and amend bylaws and to make proper rules and regulations for the transaction of the affairs of the Church, and the powers and duties of trustees under the Constitution.

### ARTICLE IV

The Church is organized exclusively for charitable, religious, and educational 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 of 1954 (or the corresponding provision of any future United States internal revenue law). In connection

therewith, the Church may exercise any of the powers granted to nonprofit organizations by the Oregon Nonprofit Corporation Law.

#### ARTICLE V

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Church 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 Article IV hereof. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church 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 these restated articles, the Church shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

#### ARTICLE VI

These restated articles of incorporation (“Articles”) supersede all existing articles of incorporation and amendments thereto.