

BY-LAWS OF THE ALMADEN VALLEY

UNITED CHURCH OF CHRIST

**6581 Camden Avenue
San Jose, CA 95120**

APPROVED

Fall Annual Meeting – November 10, 2002

PREFACE

The Almaden Valley United Church of Christ is located at 6581 Camden Avenue, San Jose, CA 95120. The Almaden Valley United Church of Christ is known also by its abbreviation “AVUCC,” which will be used in this document. AVUCC shares church premises, facilities, and real estate with the Episcopal Church of Almaden, also known as “ECA.” Sharing is managed by the Board of Directors of the Joint Venture. The Joint Venture is more frequently referred to by its abbreviation, “JV.” The Joint Venture is an incorporated entity with volunteer membership serving both congregations.

The abbreviation UCC stands for the United Church of Christ, and the abbreviation NCNC stands for the Northern California Nevada Conference, UCC.

FOREWORD

These By-Laws present the organization, purpose, and governing rules adopted by the congregation of the Almaden Valley United Church of Christ (AVUCC). These By-Laws form the Constitution of this church. These By-Laws support and undergird the Corporate Charter, are kept in consonance with the By-Laws for the Joint Venture Churches of Almaden, Inc., and are supplemented by AVUCC Policies and Procedures, which delineate approved organizational and operating details of concern to other elements of the church. In these By-Laws, “the church” or “this church” refers to the AVUCC.

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ARTICLE I: PURPOSE

The Almaden Valley United Church of Christ seeks to bind together followers of Jesus Christ in covenant to live individually and together in accordance with the will of God, to proclaim the good news of God's love, to render service to humankind, and to strive for truth, justice and peace in our world.

ARTICLE II: FAITH

(Approved by the Executive Council in 1981 for use in the United Church of Christ in connection with the 25th anniversary of Almaden Valley United Church of Christ.)

The following statement of faith of the United Church of Christ is an expression of the spirit in which the Church interprets the Word of God:

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God and to your deeds we testify.

You call the worlds into being, create persons in your own image, and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues and races.

You call us into your Church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the Gospel to all the world and resist the powers of evil. to share in Christ's baptism and eat at his table, and to join him in his passion and victory.

You promise to all who trust you forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end.

Blessings and honor, glory and power be unto you. AMEN.

ARTICLE III COVENANT

The covenant by which the Church exists as a distinct body, and which every member accepts, is as follows:

Acknowledging Jesus Christ as our Lord and Savior, accepting the Holy Scriptures as our rule of faith and practice, and recognizing then privilege and duty of uniting ourselves for Christian fellowship, the enjoyment of Christian ordinances, the public worship of God, and the

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advancement of His kingdom in the world, we do now, in the sight of God and invoking his blessing, solemnly covenant and agree with each other to associate ourselves to be a Church of the Lord Jesus Christ.

We agree to maintain the institution of the gospel, to submit ourselves to the orderly administration of the affairs of the Church, and to talk together in Christian love, mutually endeavoring to aid one another in the needs of life and the ways of Christian living.

ARTICLE IV: POLITY

Section 1 Membership

This church welcomes into its membership any person who loves the Lord Jesus Christ, who proposes to live according to His law of love and has publicly accepted its covenant, who intends to be faithful to all duties essential to the Christian life and to share in the work and support of the church. After a suitable instruction period, a member may be received (a) on confession of faith, (b) by reaffirmation of faith, (c) on presentation of letter of transfer from another church, or (d) confirmation.

Section 2 Status of Membership

2.1 Active Members. Everyone received into the church as a member is designated an “active member” until redesignated as an inactive member or released from membership.

2.2 Inactive members. Members may request designation as inactive members if they cannot participate in the life of the church and yet wish to be retained in membership.

Members who, over a period of one year or more as noted by the Membership Committee Chair, the Pastor, and the Recorder, haven't participated in the life of the church, or haven't communicated with the church, may by vote of the Church Council be designated inactive. Such persons shall be notified of this designation by a letter from the Moderator.

2.3 Transfer, departure or release of members.

(a) Transfer

On a member's request, that member may be granted a letter of transfer to any specified Christian Church. The transfer will remove the member from membership in the AVUCC.

(b) Request

On a member's request, that member may be removed from membership by the Membership Committee or the Council. The Membership Committee Chair or the Moderator shall notify the Recorder of this action.

(c) After extended inactivity

Members who have continued to be inactive for at least one year after having been designated inactive may be removed from membership by vote of the Church Council. Such persons shall be notified of this action by mail.

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Section 3 Government

3.1 Congregational Authority. The government of this church is vested in its members who exercise the right of control in all its affairs, subject however to the laws of the State of California and to the requirements of these by-laws relating to nonprofit corporations. It accepts the obligations of mutual counsel, comity, and cooperation involved in the free fellowship of the churches of the United Church of Christ, and pledges itself to share their common aims and work. Day-to-day governing authorities, responsibilities and accountabilities are vested in the Council, certain elected committees, and the AVUCC delegates to the Joint Venture.

3.2 Board of Directors and Corporate Officers. As provided in the Articles of Incorporation for this church, the Council also serves as the Board of Directors of the Corporation. The elected officers of the church serve as the officers of the corporation:

<u>Elected church officers</u>	<u>Corporate officers</u>
Moderator	President
Vice Moderator	Vice President
Recorder	Secretary
Treasurer	Treasurer

3.3 Electing church officers, at-large members, and church delegates. The Nominating Committee shall present a list of nominees for elective offices to the congregation for election during the Fall annual (elections) congregational meeting. (See Article XI Par. 3.1, "Nominating Committee.") The list of nominees to the extent then identified shall be published and posted two weeks in advance of the Fall annual congregational meeting. Additional or alternative nominees may be added to the list of nominees from the floor during the congregational meeting by motion offered by an active member of the church, seconded by another active member, and approved by majority voice vote of the congregation. Terms of office shall start January first of the next year after the elections.

Section 4 Relationships

This church is a member of the United Church of Christ (UCC). This church, as a member of the UCC, is also a member of the Santa Clara Association of the Northern California Nevada Conference (NCNC), UCC. The Vice Moderator is a delegate to the NCNC and the Santa Clara Association. Other delegates may also be named as needed, by the congregation at meeting or by the Church Council as appropriate. This church maintains relations in voluntary activities with the Council of Churches of Santa Clara County. This church is a member of the Joint Venture Churches of Almaden Valley, Incorporated. (See also Article X, "Joint Venture Delegates.")

Section 5 Fiscal Year

The fiscal year of the Church shall be the Calendar Year (January 1 through December 31).

ARTICLE V: WORSHIP SERVICES

The times of services of worship shall be designated by the Church Council.

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ARTICLE VI: CONGREGATIONAL MEETINGS

Section 1 Regularly Scheduled Meetings

Two regularly scheduled congregational meetings shall be held during the year.

- 1.1 Fall Annual Meeting. A meeting shall be held annually, with the principal business being (1) the election of church officers and certain elected committee positions, and (2) affirming and/or modifying the draft annual budget presented by the Treasurer. Other church business may also be addressed.
- 1.2 Mid-Year Review. A meeting shall be held in June or July, to review the status of church finances relative to budget and obligations, and to review progress of church organizations relative to planned activities for each. Other church business may also be addressed.

Section 2 Special Meetings

Special meetings of the Congregation may be called by the Pastor, by vote of a majority of the Church Council, or by written request of not less than twenty active members. Notice shall be given in accordance with Section 3 of this Article.

Section 3 Notice of Meetings

The Moderator shall announce the schedule, time and place for each congregational meeting at two prior Sunday worship services, and direct that a written notice of each meeting be provided to the membership at least two weeks in advance of each meeting. For a special meeting, the announcements and written notice shall indicate who is requesting the meeting and the purpose and/or agenda of the meeting. A special meeting agenda may not be altered or added-to except by vote of two thirds of the members present at that meeting.

Section 4 Conduct of Meetings

Congregational meetings shall be conducted according to "Roberts Rules of Order, Revised." The meeting shall be presided over by the Moderator, Vice Moderator in the absence of the Moderator, or other person designated by the Council.

Section 5 Quorum

At both regularly scheduled and special congregational meetings, a quorum shall consist of 20% of the active Church membership or twenty (20) active members, whichever is greater. A quorum must be present in order that business can be legally transacted. The count of active members from which a quorum is established shall be the count provided in the most recent report of the Recorder to the Council.

Section 6 Minutes of Congregational Meetings

The Recorder shall document or cause to be documented, minutes of each regularly scheduled or special congregational meeting. Minutes of such meetings shall be retained safely for an indefinite number of years. Minutes shall be accessible to active members.

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Section 7 Eligibility to Vote, and Voting

Voting at congregational meetings shall be by ballot or acclamation. An attending active member may call for written (secret) ballot for any motion to be voted on. At each congregational meeting, active AVUCC members shall be eligible to vote on the business of the meeting. Inactive members and invited guests may be heard in meeting discussion at the discretion of the Moderator, (inserted in Section 4 Conduct of Meetings), but they shall have no vote.

ARTICLE VII: PASTOR

Section 1 Pastorate

The Pastor of the AVUCC shall be an ordained minister with standing in the Northern California Nevada Conference, UCC. The AVUCC Pastor shall maintain ministerial standing within the Santa Clara Association and the Northern California Nevada Conference. Termination of standing in the Conference will automatically terminate the Pastor's position with the AVUCC.

Section 2 Calling

When a vacancy occurs in the pastorate, the Council shall form a Pastoral Search Committee. This committee, working with the UCC NCNC, shall seek out and review potential candidates. The committee shall report progress to the Council periodically. The committee, upon selecting a candidate, shall notify the Council. The Council shall meet with the candidate, preferably at least one week prior to presenting the candidate to the congregation. If two thirds or more of the Council members vote approval, the Council shall introduce the candidate to the congregation at a specially called congregational meeting. A two-thirds or more vote of active members present at the congregational meeting shall be necessary to offer the Call. The Pastor shall be called for an indefinite period of time, but his/her employment shall at will be terminable at any time in accordance with Article VII, Section 7.

See also ARTICLE XI, paragraph 3.5, "Pastoral Search Committee."

Section 3 Duties of the Pastor

The duties of the Pastor shall be as set out in the Letter of Call and as presented herein. These may include at least the following:

The Pastor shall have charge of the worship services of the church; and shall nurture the spiritual welfare of the church through a ministry of preaching, administration of the rites and sacraments of the UCC, teaching, pastoral care and leadership.

The Pastor shall conduct weddings, baptisms, memorial services and funerals for members of the church where practicable. The Pastor at his/her choice and discretion may also conduct weddings, baptisms, memorial services, and funerals for persons who are not members of the church. The Pastor may authorize another recognized minister of the UCC or another denomination to perform a wedding, memorial service or funeral on the premises of the AVUCC.

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The Pastor may represent the AVUCC and the UCC denomination to the public, the community, and organizations and activities of the UCC as may be appropriate, subject to the constraints of Article XIII.

Section 4 Freedom of the Pulpit

The Pastor enjoys freedom of the pulpit.

Section 5 Membership of the Pastor in church organizations

As ordained leader of the congregation and as a member of the church, the Pastor shall be an ex-officio member, with voice but without vote, of the Church Council and of all Boards and Committees of the church, and shall be entitled to be present and heard at any meeting of any AVUCC church-related group except as noted below. The Pastor shall be given timely notice of all forthcoming meetings of all church organizations.

EXCEPTIONS to the Pastor's ex-officio membership and presence include:

- (1) Meetings of the congregation or the Council when the Pastor's tenure or salary is under discussion;
- (2) Meetings of the Pastoral Relations Committee if the members so vote;
- (3) Meetings of the Council if the members so vote;
- (4) Meetings of the congregation if the members so vote.

Section 6 Resignation by the Pastor

If the Pastor must, or chooses to resign, he/she shall give written notice of resignation to the Moderator (or Council in the absence of the Moderator) not less than thirty days prior to the effective date of resignation. The Pastor's term of office shall expire not less than thirty days after the resignation is accepted by the Council on behalf of the congregation.

Section 7 Termination of the Pastor

A Pastor serves at the pleasure of the church congregation, and the Pastor's call may be terminated by action of the congregation: A vote of two thirds of the Church Council to recommend termination, or a written termination recommendation submitted to the congregation by twenty or more active members of the church, subsequent to discussion with the Pastoral Relations Committee, shall initiate a special congregational Meeting to consider termination. The process of calling a meeting as delineated in Article VI Section 3, above, shall apply. After deliberations at this meeting, if two thirds or more of the members present vote for termination by secret, written ballot, the Pastor's call shall be considered terminated.

The Council may, on behalf of the congregation, require the terminated minister to depart immediately from the church premises and cease pastoral activities in the church, if circumstances compel such action. The Council may arrange for the departing pastor to be placed on unpaid leave as part of the negotiated agreement.

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Section 8 Ministerial Ethics

8.1 Significant Ethical, Moral, or Criminal transgressions (not sexual). In event the Pastor or another ordained or licensed minister of the church is convicted of a felony such as assault, theft or fraud, whether involving harm to the church and/or its members, or to people and organizations in the larger community, the church may terminate that person's ministerial relationship immediately.

8.2 Matters of Sexual Harassment or Exploitation By a Minister of the Church.

8.2.1 Restriction. Any coercive or exploitive sexual contact by clergy persons with parishioners or clients in a professional relationship is totally inappropriate.

8.2.2 Procedure. Allegation of any such violation of professional ethics will be immediately addressed. The moderator after timely consultation with the Pastoral Relations Committee will immediately contact the Northern California Conference of the United Church of Christ to seek its support and assistance in investigating this matter. It is expected that the Conference will immediately initiate an investigation as stipulated by the Conference Policy on Sexual Harassment as adopted in September 1987.

- Following consultation with the Conference, the church Council can call for and enforce immediate leave of absence of the clergy person pending resolution of such charges. This can be done with, or in conjunction with, or independent of, related Conference action.
- One of the church's first concerns is for the support, welfare, and protection of the complainants and immediate prevention of further abuses to others. Equally important is the need for the accused to have an opportunity for a fair hearing.

Any implementation of these policies and procedures will be communicated with the maximum candor and caring to the whole congregation on a continuing basis. The NCNC/UCC policy and procedures governing these matters will be followed in carrying out the church's responsibilities until the investigation is completed and the case is closed by the NCNC.

Section 9 Ethical Treatment Of Church Ministers By The Congregation and its Organizations

The Pastoral Relations Committee and the Council cannot enforce ethical behavior on the part of members of the church. Individual members are covenanted to act in ethical, Christian spirit and behavior toward others in the church and toward the ministers and staff of the church. Unacceptable behavior may include but is not limited to the following: Harassment; physical abuse or threats of physical abuse; theft, vandalism, and misuse of ministers' property and church property under the aegis of ministers; malicious gossip, misrepresentation and lying about ministers -- by individuals or as campaigns by individuals, cabals or cliques.

Grievance procedures, to provide resolution and closure when such behaviors occur, shall be accessible to the ministers and staff of the church as well as to members of the congregation.

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ARTICLE VIII INTERIM MINISTER

During the search process for a new permanent pastor, which may extend many months, the church may arrange for an Interim Minister to undertake pastoral duties. The Church Council, or a special committee appointed by the Council, shall solicit candidates, with the support and cooperation of the Northern California Nevada Conference, and shall select an interim minister from among ordained ministers with standing in the Northern California Nevada Conference, preferably from among candidates who are members of the Interim Ministers Guild.

The Council negotiates the terms of the interim ministry with the selected candidate. The Interim Minister serves until a new, permanent pastor is called unless earlier removed by the congregation, in accordance with Article VII, Section 7. By UCC rules the Interim Minister may not be among those considered for the permanent pastorate.

ARTICLE IX THE CHURCH COUNCIL

Section 1 The Executive Body

The Council shall be the Executive Body of the church. Officers and members of the Council include the following: The Moderator, the Vice Moderator, the At-Large Members of Council (5), the Recorder, the Treasurer, and the Youth Representative. The Pastor is an ex-officio member of the Council with voice but without vote.

Section 2 Eligibility, Election and Term

Council members shall be active members in the church. Council members shall be elected by majority vote of the congregation at the Fall annual (elections) meeting of the congregation. (See Article VI, Section 1.)

Council members shall serve two (2) year terms of office and shall be elected by a majority vote of Church members present at the Fall Annual Meeting. With the exception of Moderator, Vice Moderator, and Treasurer, one half (1/2) of the Council members shall be elected each year. If a Council member does not serve out his/her full term, the Moderator shall appoint a replacement to serve until the next Congregational Meeting at which time a replacement shall be selected by a majority vote. Serving members may be reelected to serve on the Council but shall not be reelected to serve in the same position for more than two (2) consecutive terms. Exceptions for additional terms in office may be made by a vote of the Council for the positions of Treasurer and Recorder.

Any vacancy occurring in the Council (because of resignation, etc.) during the Council term shall be filled by the Council voting to approve a candidate proposed by the Nominating Committee, the Moderator, or a member of the Council. The selected member shall hold office for the remainder of the position's term. This Council-selected member may be elected to office for a subsequent full term by the congregation at its regular Fall annual (elections) meeting.

Section 3 Duties and Activities of the Council

The Council shall supervise programs and activities voted on or otherwise supported by the congregation. The Council shall act on behalf of the congregation in all matters except those expressly prohibited or reserved to the congregation. The Council annually develops general objectives and

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overall plan for the coming year. The Council shall promote the spiritual and temporal health and prosperity of the church.

The Council reviews and amends or affirms the draft annual budget presented to it by the Treasurer prior to the Fall annual congregational meeting, and, after receiving the report of the Stewardship Committee regarding the results of pledge drives and contribution campaigns, approves the final budget submitted by the Treasurer at its January or February meeting.

The Council fills Council and elected committee vacancies with assistance from the Nominating Committee, except as otherwise stated in these By-Laws regarding the Nominating Committee (Article XI, Section 2.1) and the Pastoral Relations Committee (Article XI, Section 2.2). The Council may appoint ad hoc special committees of volunteers to address concerns and needed actions not within the purview of standing committees; or to initiate new church campaigns. This activity includes recruiting and retaining an Interim Minister. (See ARTICLE VIII.) The Council, in consultation with the Pastor, will determine procedures for adding ordained or ministerial staff.

The Council annually reviews responsibilities and duties of the officers of the church as stated in the By-Laws and in the Manual of Policies and Procedures, and initiates updating changes as may be found necessary.

Each officer of the church, as a member of the Council, shall submit an annual report to the Recorder not later than December 31st. The Recorder, with volunteer support, shall assemble the reports to be made available to Council members in January, and to the congregation at the next congregational meeting.

The Council shall initiate and arrange for continuation of a program to archivally preserve the key documents of the church.

Section 4 Meetings of the Council

4.1 Regular and Special Meetings. The Council shall meet at least every other month during the year or more frequently as required. A quorum, half the members plus one, is required for an official meeting. Decisions of the Council shall be by motion from the floor, seconded and voted upon by its members present at a properly constituted meeting. Decisions shall be by majority vote of the members present unless otherwise specified by these By-Laws or by the AVUCC Policies and Procedures.

Special meetings of the Council may be held at the call of the Moderator or upon a request of a majority of the Council members. If a special meeting is called, notice of the meeting shall be given all members of the Council and the Pastor at least 48 hours before the meeting. Notice shall clearly indicate who requests the meeting and the purpose for which it is called. A Council member who misses three consecutive meetings without a reason may be removed from the Council by majority vote of the Council at an official meeting.

4.2 Open Meetings. Church members not members of the Council may attend meetings of the Council. Such visitors shall have no vote and may have voice only on approval by the Moderator or acting Chair. EXCEPTION: Meetings or agenda items taking up ordained, professional, or lay church personnel, employment, or personal matters may be declared private by the Moderator.

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4.3 Meeting Minutes. The Recorder shall record the actions and decisions at each meeting of the Council. Minutes may be reproduced or quoted as appropriate to inform church members regarding Council activities. Minutes of Council meetings shall be accessible to active church members. Minutes shall be safely filed and retained indefinitely by the church.

Section 5 Council Officers and Members

Council officers shall plan and execute activities in their areas of responsibility so that the church programs may progress in an harmonious manner. They shall have authority to expend budgeted funds, as available, during the year. Requests for additional funds are to be made to Council for approval before expenditure. Council officers may appoint chairpersons and committees to execute duties under their jurisdiction. Council officers shall prepare periodic reports of their activities and expenditures for Council and membership meetings and are to prepare budget requests regarding the areas of their responsibilities, for inclusion to the proposed annual budget.

5.1 Moderator. The Moderator is an officer of the church. The Moderator presides at meetings of the Council and the congregation, and is an ex-officio member of all standing committees and ministries. The Moderator selects and appoints chairpersons and members of special committees, subject to ratification by the Council and as otherwise established in these By-Laws. The Moderator recruits and fills vacancies in the Pastoral Relations Committee and the Nominating Committee, subject to ratification of the selections by the Council.

5.2 Vice Moderator. The Vice Moderator is an officer of the church. The Vice Moderator presides at meetings of the Council and congregation in the absence of the Moderator. If the Moderator cannot complete his/her term of office, or must be away for an extended time (illness, etc.), the Vice Moderator shall at the request of the Council complete that term, acting with the full authority of the Moderator's position.

The Vice Moderator is a member of the Personnel Committee. (See Article XI, Sect. 2.3.) The Vice Moderator is one of the delegates to the NCNC gatherings and meetings, and to the Santa Clara Association meetings and gatherings.

5.3 At-Large Council Members. Five At-Large Council members shall provide general representation for the congregation. The Moderator shall appoint each At-Large member to serve as the Council's liaison with one or more of the church's standing committees. At-Large Council members maintain monthly contact with the Chairperson and with the members of committees. The At-Large Council members may attend committee meetings, will receive reports of committee plans and activities, and keep the Council informed regularly regarding Committee activities and status.

5.4 Recorder. The Recorder is an officer of the church. The Recorder performs the following duties:

- (a) Keeping (or arranging to have kept) minutes of Council and congregation meetings;
- (b) Supported by the Office Administrator and in cooperation with the Pastor, maintains the register (record) of members of the church, current and past, with dates of reception into membership, of changes of status (to active or inactive membership) and of resignation, release or departure. Records shall include dates of baptisms, confirmations, marriages, and deaths. Whenever possible, records shall include current or most recently known addresses for those listed.

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- (c) Provide reports to the church Council listing and summarizing (totaling) active members and inactive members. These reports form the basis for congregational meeting quorums.
- (d) As Secretary to the Corporation and on behalf of the Council, the Recorder prepares and sends formal church correspondence not accomplished elsewhere.
- (e) The Recorder issues or arranges for issuing letters of transfer and legal notices of meetings if required.
- (f) Working with the office staff and the Council, the Recorder arranges for safekeeping of Council and congregational meeting minutes, membership records, annual reports of committees, these By-Laws, church Policies and Procedures, and other significant church documents.

5.5 Treasurer. The Treasurer is an officer of the church. The Treasurer shall be bonded. The Treasurer oversees the financial affairs of the church, including but not limited to the following activities and responsibilities:

- (a) Maintaining or arranging for the safekeeping of church funds; and for maintenance and safekeeping of the financial records of the church;
- (b) Keeping (or arranging to be kept) accounts of receipts and disbursements of church funds;
- (c) Arranging for or accomplishing timely payment of approved bills and charges;
- (c) Calling for and receiving annual budget expense requests from church organizations and from the JV, as input for the draft annual church budget;
- (d) Preparing the draft annual budget for Council and congregation review, with the assistance of the Chairperson of Stewardship, the Assistant Treasurer, the Moderator, the Vice-Moderator, and the Pastor;
- (e) Overseeing the completion of the final annual budget through the Council and congregation reviews, for presentation to the Council at its regularly scheduled meeting early in each year.
- (f) Arranging for authorizing signatures to be updated as church officers are elected; and shall submit church books and financial records for annual audit.

5.6 Youth Representative. The Youth Representative is an active member of the church, is an elected volunteer, and is a member of the Council. The Youth Representative serves as liaison between the Council and the JV Youth Group. The Youth Representative has voice and vote as a member of the Council.

ARTICLE X JOINT VENTURE (JV) DELEGATES

In accordance with the Joint Venture By-Laws, six (6) AVUCC delegates serve as members of the Joint Venture Board of Directors, with three delegates elected each year by the congregation to serve two (2) year terms. One of the six delegates shall be selected by the delegation to serve as liaison

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to the AVUCC Council. Any vacancy occurring among the JV delegates (because of resignation, etc.) shall be filled by the Council voting to approve a candidate proposed by the Nominating Committee, the Moderator, or a member of the Council. The selected delegate shall hold office for the remainder of the position's term. This Council-selected member may be elected to office for a subsequent full term by the congregation at its regular Fall annual (elections) meeting.

The AVUCC delegates to the JV Board of Directors represent AVUCC needs and interests regarding the facilities and grounds, their maintenance and their uses. Jointly with ECA delegates, they assure that safety and fire protection are maintained throughout the facility and grounds, and that appropriate liability insurance is in force. They work together to fund and improve the shared facilities and grounds; and they jointly plan and execute capital improvements approved by both churches. In concert with the AVUCC Pastor and the Rector of the ECA, they cooperate with ECA members to define, schedule, initiate and accomplish joint celebrations, ceremonies, recognitions and social activities for the continued growth of the spirit of the JV.

ARTICLE XI NON-COUNCIL POSITIONS AND COMMITTEES

Section 1 Elected Positions

1.1 Pledge Recorder. The Pledge Recorder shall receive, record and deposit all monies received from collections and contributions that are cash or checks. The Pledge Recorder shall submit weekly reports to the Treasurer and periodic reports to the Chairperson of the Stewardship Committee (See also ARTICLE XI, Section 3, 3.1, Paragraph 2); shall distribute semi-annual and annual statements to pledging members; and shall record and acknowledge memorial gifts, and inform honorees' families about the receipt of such gifts.

The Pledge Recorder shall be an active member of the church and shall be bonded. The Pledge Recorder is appointed by the Moderator with Council approval and reaffirmed by the Council at the beginning of each new Fiscal year: there is no limit to the terms served. If the Pledge Recorder resigns or leaves the position, a replacement shall be recruited and similarly installed.

1.2 Assistant Treasurer. The Assistant Treasurer's training and participation shall prepare him/her to succeed to the position of the Treasurer. The Treasurer and other officers and Council members shall support training the Assistant Treasurer in all aspects of the Treasurer's responsibilities, so that in the absence of the Treasurer the Assistant Treasurer can perform the duties of the position. If the Treasurer is unable to perform the day-to-day tasks of the position, the Assistant Treasurer is authorized and empowered to sign checks and to perform the other tasks of the Treasurer including voting at council meetings.

The Assistant Treasurer shall be an active member of the church and shall be bonded. The Assistant Treasurer is appointed by the Moderator with Council approval. The term of service shall be two years, as with the Treasurer. The Assistant Treasurer shall work closely with the Treasurer and shall have access to the church financial records utilized by the Treasurer.

1.3 Joint Venture Delegates. See Article X, Joint Venture (JV) Delegates.

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Section 2 Standing Committees

2.1 Nominating Committee. The Nominating Committee annually seeks out candidates, and prepares the list of candidates (“The Slate”) for elective offices and elected delegate positions, to be presented to the congregation at each Fall congregational meeting.¹ The Slate shall be posted and publicized not less than two weeks before the Fall congregational meeting. If vacancies occur during the year in elected positions, the Nominating Committee seeks out, and recommends to Council, candidates to fill the vacancies for the remainder of their terms. (See also Article IX, Section 2, “Eligibility, Election and Term”)

The Nominating Committee shall consist of three active members of the church, with one person elected each year to a three-year term. The senior member shall serve as chairperson. Committee members are not eligible for reelection to consecutive three-year terms. Committee members may not serve as Council members. Any vacancy occurring on the Nominating Committee shall be filled by an active member of the church recruited by the Moderator, with ratification by the Council, to complete the unexpired term of office of the person leaving.

2.2 Pastoral Relations Committee (PRC). The Pastoral Relations Committee serves as interface, liaison and information conduit for the Pastor to the congregation and its members, and from the members to the Pastor, as appropriate. The PRC shall meet at least quarterly, and may be called to meet at unscheduled times by the Pastor or by the chairperson.

The Pastoral Relations Committee (PRC) shall have as members six volunteers who are active members of the church. Members of this committee shall be appointed by the Moderator with the concurrence of the Church Council. Two members are appointed each year, each to serve a three-year term. Terms run from January first of year one to December thirty-first of year three. The committee chooses its chairperson each year. Any vacancy occurring on the PRC shall be filled by a volunteer recruited by the Moderator, with ratification by the Council, to complete the unexpired term of office of the person leaving.

2.3 Personnel Committee. The Personnel Committee prepares personnel evaluations of, and salary recommendations for the Pastor and other staff employed by the church, to be presented to the Council as confidential information. The PRC performs the evaluations annually.

The members of the Personnel Committee shall be the Vice Moderator, the PRC chairperson, and an active member of the church appointed by the Moderator. This active member shall be selected or reaffirmed annually and may be selected or reaffirmed for up to three consecutive annual terms, after which he/she shall not be re-selected for at least one term. The Personnel Committee reports directly to the Council.

2.4 Long Range Planning Committee (LRPC). The LRPC develops a long-term strategy for the church by reviewing the church’s programs and condition, assessing the church’s present goals and future needs within the context of the wider community, and creating proposals to facilitate, grow and improve the church’s ministry. The LRPC submits its recommendations to the Council and the congregation for consideration and action at least once a year in the form of a presentation at a congregational meeting and as a written report.

¹ Elective positions to be nominated include delegates to the UCC NCNC and the Santa Clara Association, NCNC.

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The LRPC shall consist of six active members or friends of the church. Members of this committee shall be appointed by the Moderator with the concurrence of the church Council. Two members are appointed each year, each to serve a three-year term. Terms run from January first of year one to December thirty-first of year three. Any vacancy occurring on the LRPC shall be filled by a person recruited by the Moderator, with ratification by the Council, to complete the unexpired term of office of the person leaving. The committee chooses its chairperson each year.

2.5 Endowment Program Committee.

(See also Article XII for By-laws regarding the Endowment Program.)

2.5.1 Tasks and Responsibilities. The Endowment Committee shall be the custodian of the Endowment Fund created by the Endowment Program. Acting on behalf of the AVUCC, the Endowment Committee shall determine what is principal and what is income according to accepted accounting procedures.

2.5.2 Fund Management, Advice and Support. The Endowment Committee is authorized and empowered to manage the assets of the Endowment Fund on behalf of the church, subject to reviews and approvals as stated herein. Recommendations for financial transactions shall be submitted by the Endowment Committee to the Church Council for approval.

2.5.3 Accountability and Reporting. The Endowment Committee shall present reports quarterly to the church Council and shall present an annual report to the congregation at the annual congregation budget meeting (in January or February).

Membership. The Endowment Committee shall consist of five (5) active church members. The term of each member shall be three (3) years. No member shall serve more than two consecutive three-year terms. After a lapse of one year, a member may be re-elected. In the event of a vacancy on the Endowment Committee, the Moderator shall appoint an active member of the church to fill out the term of the membership vacated. The Pastor and the Moderator shall be advisory members of the Endowment Committee.

Meetings and Quorum. The Endowment Committee shall meet at least quarterly. A quorum shall consist of three or more members. A majority of those present and voting shall carry any motion or resolution.

Liability. Members of the Endowment Committee shall not be liable for any losses which may be incurred upon the investments of the assets of the Endowment Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence. Each member shall be liable only for his or her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member.

Conflict of Interest. No member shall engage in any self-dealing or transactions with the Endowment Fund in which the member has direct or indirect financial interest. Members shall at all times refrain from any conduct in which personal interest would conflict with the interest of the Endowment Fund.

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Section 3. Other Committees and Appointed/Volunteer Positions

3.1 General. Members of special committees are volunteers who serve indeterminate “terms of office,” i.e., volunteers who work together when and as long as they choose and commit. Overlapping of volunteer memberships assures continuing activities and commitments, and can pass on experience and guidelines to newcomers. Special committee and/or Council members recruit new volunteers as needed. Friends of the church are welcome to participate in the Committees of the Church except on specific committees as noted where active membership is required by the bylaws.

Each special committee has a chairperson,² who is selected by the members of that committee and agrees to accept the position, or who volunteers for the position, or who is recruited by the Council. If the Special committee is a standing committee, the chairperson’s position is affirmed annually as part of the slate offered by the Nominating Committee to the congregation at the Fall Annual Meeting.

3.2 Tasks. For each special committee, the chairperson performs the following tasks:

3.2.1 Guides and directs the committee and its members’ participation.

3.2.2 Recruits volunteers for committee membership or for programs, projects and events under the purview of that committee.

- Prepares (or has prepared) and submits a proposed expense budget to the Council for its own annual activities, and monitors (or has monitored) the expenditure of funds within that budget.
- Keeps the Council informed of committee goals and activities, and prepares a summary activity and accomplishment report annually for distribution at the end of the calendar year.

3.3 Stewardship Committee. The Stewardship Committee is a standing committee that acts throughout the year to involve members of the church in the life and programs of the Church through their offering and pledging of time, talents and financial support. This committee also has the following particular responsibilities:

- To maintain the Time and Talent records of the active members and friends of the church.
- To receive periodic reports from the Pledge Recorder regarding the status of monies received, and to report financial giving versus pledges and estimates to the Council. The Pledge Recorder and the Stewardship Committee members shall maintain strict confidentiality of such information as it relates to individual givers.
- To develop and promote an annual pledge drive.
- To work closely with the Treasurer to prepare the draft annual church budget for submittal to the congregation at the Fall meeting; and to report to the Council results of the annual pledge drive, as it prepares the final budget each year.
- To recruit and train new Stewardship Committee members from among the active members of the church.

² There may be two or more chairpersons.

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3.4 By-Laws and Policies & Procedures Committee. The By-Laws and Policies & Procedures Committee is an ad hoc special committee formed from time to time to review the church By-Laws and Policies & Procedures. It is formed in event the Council or Moderator perceives a need to update or add to the By-Laws or the church Policies and Procedures.

To form this committee, the Moderator and/or the Council will recruit volunteers from among active members of the church. Members with prior experience in earlier sessions of this committee will be particularly sought after. There shall be up to four members. The term of office shall be the length of the current updating session, upon submittal of its report to the Council.

Committee findings and recommendations shall be submitted to the Council for review, in a report including suggested text changes and presentation of the considerations leading to the recommendations. Changes to the By-Laws must be ratified by the congregation by a majority vote at a congregational meeting. (See also Article XVII.) Changes to the Policies and Procedures shall be ratified by majority vote of the members of the Council in open meeting. (See also Article XIV.) This committee shall also make periodic progress reports to the Council at its request.

When a By-Laws and Policies and Procedures Committee is not active, there shall be a volunteer By-Laws and Policies and Procedures Custodian recruited and selected by the church Council, for an indefinite term to be affirmed or changed annually. The By-Laws and Policies and Procedures Custodian shall maintain up-to-date versions of both documents and shall provide or have provided copies to active members of the church on request. The By-Laws and Policies and Procedures Custodian shall also retain copies of prior versions of both documents.

3.5 Pastoral Search Committee. When a vacancy occurs in the pastorate, the Moderator shall notify the congregation one month prior to the formation of a Pastoral Search Committee in order to seek congregational input regarding the committee's composition. The Council shall call a congregational meeting. (See ARTICLE VI, Sections 2 and 3, re special meetings). The Council will offer a slate of nominees for the Pastoral Search Committee at the meeting, consisting of not less than four nor more than seven active members of the church. Nominations from the floor will be accepted at the meeting. The congregation, by motion seconded and passed by majority, will elect members to the Pastoral Search Committee.

The duties and responsibilities of the Pastoral Search Committee are stated in ARTICLE VII, Section 2, Calling the Pastor.

3.6 Caring Committee. The Caring Committee, in cooperation with the Pastor, develops and conducts programs and activities to assure support for, sensitivity to, and spiritual solace for church members and families through the times of death, illness, distress, major changes, and family or personal problems. In cooperation with and support of the Pastor, volunteers respond to expressed needs of inquirers, visitors, newcomers, isolates and shut-ins among the church members and friends. Active members and friends of the church may participate on the Caring Committee.

3.7 Christian Education Committee. The Christian Education Committee works with ECA volunteers and with the JV Christian Education Director, if present, to maintain and coordinate Christian Education courses and enrichment programs for all age groups in programs jointly or separately offered to members of both congregations. Active members and friends of the church may participate on the Christian Education Committee.

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3.8 Fellowship Committee. The Fellowship Committee encourages, plans and directs programs, celebrations and events for social fellowship among church members and friends, particularly to plan and accomplish social events and activities to which people in the community may be invited. In cooperation with the Pastor, and with the Caring and Worship Committees, the Fellowship Committee also provides support for memorial services and funerals. Active members and friends of the church may participate on the Fellowship Committee.

3.9 Membership Committee. The membership Committee leads and directs church programs, campaigns, and activities to invite, welcome, and establish new members in the AVUCC.

This committee keeps in touch with members both directly and with the cooperation of the Pastor and the Recorder. Membership works with the Recorder to keep the status of members current. At least annually, Membership shall submit a listing of any apparently inactive members-to the church Council for its actions in accordance with Article IV, Section 2, above. Active members and friends of the church may participate on the Membership Committee.

3.10 Music Committee. The volunteers of the Music Committee support and encourage all music activities in the church such as choirs, soloists and ensembles. When a vacancy occurs in the position of Music Director, The members of the Music Committee, in cooperation with ECA counterparts, recruit, select and recommend a candidate or candidates to the JV Board of Directors for approval to hire. Active members and friends of the church may participate on the Music Committee.

3.11 Outreach Committee. The Outreach Committee undertakes to involve the congregation in Christian outreach in the community and in wider, global missions. Active members and friends of the church may participate on the Outreach Committee.

3.12 Worship Committee. The volunteers of the Worship Committee, in cooperation with the Pastor, plan, arrange for, and accomplish lay participation in weekly and special worship services, particularly to assure the conduct of meaningful worship programs. Active members and friends of the church may participate on the Worship Committee.

3.13 Historian. The Historian, with the help and cooperation of the members and staff of the church, and using outside sources when applicable and available, collects and compiles information, stories and records (documents, photos, etc.) that together can present the history of the AVUCC. When possible and affordable, the Historian will see that copies of significant records of the church are made and stored away from the church, for safety, with all such stored records readily available to the Council, Pastor, church members, etc. An active member or friend of the church shall be appointed by the Council to fill the position of church Historian.

ARTICLE XII AVUCC ENDOWMENT PROGRAM

Section 1 Purpose.

The AVUCC Endowment Program establishes an Endowment Fund to which donations can be given "...to enhance the missions and operations of the Almaden Valley United Church of Christ

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beyond that level provided by normal church income...”³ All assets in the Endowment Fund shall be held in the name of the Almaden Valley United Church of Christ Endowment Fund.

The Endowment Fund Program will be managed and directed by the Endowment Committee, further defined below.

Section 2 Receiving Donations

The AVUCC will accept donations to the endowment program that are free of restrictions as to fund use. The Endowment Committee may exercise the right, on behalf of the church, to decline gifts believed to be inappropriate, or which have restrictions or legal liabilities to the congregation. Major donations offered that include restrictions or requirements for the donation’s use will be considered, case by case, by the Council and congregation, separately from the endowment program.

Section 3 Distributing Endowment Funds and Assets.

3.1 Annual Income. Annual income earned by the Endowment Fund may be distributed annually and at such other times as the Endowment Committee may recommend. The Endowment Committee may select a fraction of the annual income from the accumulated endowment accounts to be disbursed to church activities, but only after and when the total balance of endowment principal exceeds \$50,000.

3.2 Use of Principal. The principal or a portion thereof may be used to meet church needs only on approval of recommendations from the Endowment Committee, endorsed by the Council, and affirmed by two-thirds or greater vote of active members present at a scheduled or special congregational meeting.

ARTICLE XIII SOCIAL AND POLITICAL ISSUES

Section 1 Request to take a public stand

Whenever any church member desires the Church to take a public stand on any social or political issue, the following procedures shall be followed:

- (a) Request. The church member or members shall present a written request to the Moderator stating the proposed position to be taken, with supporting information.
- (b) Review. The Moderator shall arrange for the request to be taken up as a primary item of business at a next scheduled, or special, Council meeting (provided not less than three weeks intervene between receipt of the written request and the meeting that will address it). The Moderator shall have copies of the request immediately distributed to Council members.
- (c) Notice. An announcement of the Council meeting and the received request shall be presented at not fewer than two church services prior to this meeting. Notice shall be included in the church newsletter if its publication schedule is appropriate.

³ From “Amendment to the By-Laws for the establishment of an Endowment Fund (Revised 3/4/01),’ as further amended (e mail from the Recorder, 6/18/01) and then approved in congregational meeting 6/18/01.

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- (c) Meetings and Decision. At the Council meeting addressing the request, Council members will listen to church members' views, discuss the topic, and take action, through motion seconded and carried by a majority of the Council members present. The Council may take one of the following decisions:
- (1) Vote that the church publicly support the position requested;
 - (2) Vote not to support the position requested;
 - (3) Vote to call a special congregational meeting pursuant to these By-Laws.
- (d) Congregational Meeting and Decision. Should the issue be taken to a special meeting of the congregation, a decision to support or not to support the requested position shall require a two-thirds or greater vote of the active members present.

Section 2. Notification to the church community

Following the decision of the Council or of the congregation, the decision shall be published in the next church newsletter, with explanatory details included.

Section 3. Individual Action

This procedure does not bind any individual member of the church, or the Pastor, from acting on his or her behalf. However, no individual shall use the church name or his or her position in the church regarding any social or political issue unless such action shall have been first approved pursuant to the above procedure.

Section 4. The Pastor enjoys Freedom of the pulpit. (See also ARTICLE VII)

ARTICLE XIV: CHURCH POLICIES AND PROCEDURES

All church policies and/or procedures and any subsequent revisions and updates to them shall be approved, prior to use, by vote of the Church Council and shall be in effect until modified or revoked by the Church Council or by the congregation at a congregational meeting. Committees may guide themselves by policies and procedures developed for internal activities and decision-making; these committee policies and procedures need not be affirmed by the Council or congregation.

ARTICLE XV: JOINT VENTURE LAY STAFF

The Joint Venture employs, dismisses, reviews, evaluates, and supports certain lay church staff positions that include:

- Director of Music – (Organist)
- Church Office Administrator – (Secretary) (as of September 15, 2002, hired by AVUCC and ECA separately)
- Youth Group Director – (Youth Coordinator)
- and/or a Facility Maintainer (Custodian)⁴.

Other positions may later be added that serve both congregations.

⁴ Titles in parentheses are found in the JV By-Laws.

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Day-to-day supervision of Joint Venture lay employees is the responsibility of the AVUCC Pastor and the ECA Rector. Any requests by AVUCC members for Joint Venture lay employee assistance that would change or add to their workloads shall be routed through and negotiated with the supervising person.

ARTICLE XVI: DISSOLUTION

Section 1 Act of Dissolution

Dissolution of the Almaden Valley United Church of Christ (AVUCC) may be accomplished by an affirmative vote of three quarters of the active members of the church. Ballots shall be tendered at a special congregational meeting, with ballots from members unable to attend accepted if tendered to the church Council not later than ten days after the special congregational meeting. Balloting shall be by written, secret vote.

Section 2 Disposition of Property and Assets upon dissolution of the Almaden Valley United Church of Christ

2.1 Property and Assets jointly held in custody by the Joint Venture. Property and Assets jointly held in custody by the Joint Venture are handled under the terms of the Joint Venture Agreement (By-Laws). Dissolution of the AVUCC will be recognized as Withdrawal by the JV.⁵

2.2 Assets of the AVUCC Endowment Fund. Disposition or transfer of the assets of the AVUCC Endowment Fund shall be arranged by the AVUCC Council in consultation with the Northern California Nevada Conference, UCC. Consultation with the United Church of Christ may be desirable for continuation of certain Endowment Fund obligations. Otherwise, disposition of Endowment Fund assets shall be to qualified, not-for-profit religious organizations or charities.

2.3 Other Assets and Properties. Upon AVUCC dissolution, other than the Endowment Fund and Joint Venture assets and property, none of the remaining AVUCC assets shall inure to any individual, but shall be transferred to the Northern California Nevada Conference of the United Church of Christ or its successor.

ARTICLE XVII AMENDMENTS

Proposed amendments to these By-Laws may be initiated by written submittals to the congregation by the Council (by two-thirds vote of its members affirming the amendment contents), or by three or more active members of the church acting together to generate and submit amendment text. The text of a proposed amendment shall include the proposed date for the amendment to go into effect.

The Moderator shall have the text published, shall incorporate it into the agenda of a forthcoming congregational meeting, and shall announce the meeting and the proposed amendment in

⁵ See Article X, Withdrawal, in the JV By-Laws.

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accordance with the provisions of ARTICLE VI Section 3, "Notice of Meetings." A proposed amendment shall be presented via motion in a regular or special congregational meeting, by its sponsors. After consideration, the congregation may approve the amendment by two-thirds or more affirmative vote of the active members present.

ARTICLE XVIII PRECEDENCE

If there should be significant and/or harmful disparity regarding contents or interpretations among the guiding documents of the church, the following order of precedence applies:

1. AVUCC Articles of Incorporation
2. AVUCC By-Laws
3. Joint Venture By-Laws/ Agreement
4. AVUCC Policies and Procedures
5. AVUCC Council Minutes
7. Minutes, Joint Venture Board of Directors

If a disagreement, conflict, or ambiguity of interpretation among the guiding documents arises, the AVUCC Council, and JV Board of Directors as applicable, shall immediately undertake resolution. If AVUCC congregational affirmation of a proposed resolution is required (such as a needed change to the By-Laws), it shall be moved at the next regularly scheduled congregational meeting or, if the matter is urgent, at a special meeting of the congregation.