

BY-LAWS
of
WESTMINSTER PRESBYTERIAN CHURCH OF SAN JOSE, A CORPORATION

San Jose, California 95126

ARTICLE I GENERAL

SECTION 1. The By-Laws of the Westminster Presbyterian Church of San Jose, California, as a Corporation, shall always be subject to the Constitution of the State of California, and also to the Constitution of the Presbyterian Church (USA).

SECTION 2. The Session, Ruling Elders, of this church shall occupy the office of and perform all the duties of the Directors of this church.

ARTICLE II MEETINGS

SECTION 1. There shall be two regular meetings of the corporation each year, one the First Quarter and one the Last Quarter of the year as determined by the Directors.

SECTION 2. Special meetings of the corporation may be called at the request of any three Directors, the Chairman of the Stewardship Committee or Session, or the Pastor of the church.

SECTION 3. Public notice of the time, place and purpose of all meetings of the corporation as prepared by the Directors shall be publicly announced from the pulpit of the church and published in the church Sunday bulletin on at least two successive Sundays.

SECTION 4. A quorum shall consist of one tenth of the members or twenty five (25) eligible voters, whichever is greater.

SECTION 5. The following persons are entitled to vote for the Directors, and in all meetings of the church which deal with temporalities of the church: All members of the church shall be permitted to vote.

SECTION 6. Voting by proxy is not allowed.

SECTION 7. The order of business at the regular meetings of the corporation shall be as follows:

FIRST QUARTER MEETING

- A. Report of the Chairman of the Stewardship Committee of Session.
- B. Report of the Treasurer.
- C. Report of the Financial Secretary.
- D. Election of Nominating Committee.
- E. Report. of the Auditing Committee.
- F. Miscellaneous Business.

LAST QUARTER MEETING

- A. Presentation of budget and approval of Pastors' salary changes.
- B. Election of Directors.
- C. Miscellaneous Business.

ARTICLE III ORGANIZATION AND OPERATION

SECTION 1. The Chairman of the Stewardship Committee of the Session shall serve as the President of the Board of Directors. He or she, or an elected alternate from the Board of Directors, shall convene the meetings of the corporation and shall preside. The President shall be authorized to execute any contracts or documents on behalf of the Directors.

SECTION 2. The Clerk of the church Session, shall act as secretary of the meetings of the corporation. In his absence, and alternate Director may be appointed by the President of the Board.

SECTION 3. The Treasurer shall be an adult member of the church and shall be appointed by the Board of Directors. The Treasurer shall keep an account of all the financial transactions of the church open to an inspection by authorized church officers at reasonable times. No monies shall be paid out of the treasury except by order of the Directors. All disbursements shall be made by check, signed by the Treasurer or his authorized agent, and countersigned by an authorized member of the Directors. All monies received by the church shall be deposited in a bank in the name of Westminster Presbyterian Church of San Jose, such bank to be designated by the Directors. The Treasurer shall present a written report to the corporation of monies received and paid out during the year.

SECTION 4. The Financial Secretary shall be an adult member of the church and shall be appointed by the Board of Directors. The Financial Secretary shall keep an account of all pledges made to the church, and when requested by the Directors, shall render a statement to each member of his account which may be due. The Financial Secretary shall have such other duties as the Directors shall require.

SECTION 5. The Directors shall arrange for the counting and recording of all offerings by at least two duly appointed persons, or a fidelity bonded person. The Directors shall arrange for an annual audit of the church books.

ARTICLE IV AMENDMENTS

These By-Laws may be amended subject to the Laws of the State of California and the Constitution of the Presbyterian Church (USA), at any regular meeting or at any special meeting, by a two-third (2/3) vote of the voters present, provided that a full reading of the proposed changes, or a printed distribution of the same, shall have been made in connection with the call of the meeting.

ARTICLE V DIRECTORS

Subject to the limitations of the California Corporations Code and the Constitution of the Presbyterian Church (U.S.A.), and any limitations in the Articles of Incorporation and these Bylaws, relating to action required to be approved by the members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The authorized number of directors of the corporation shall be seven (7), which number may be changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to these Bylaws adopted by the approval of the members.