

JV BY-LAWS

PREAMBLE

This agreement constitutes the
BY-LAWS FOR THE
JOINT VENTURE CHURCHES OF ALMADEN, INC.,
a basic plan for the shared Christian ministry of the member congregations:
The ALMADEN VALLEY UNITED CHURCH OF CHRIST (or AVUCC),
a member church of the Northern California Conference, United Church of Christ,
THE PROTESTANT EPISCOPAL BISHOP OF THE DIOCESE OF EL CAMINO REAL,
a corporation sole, for and on behalf of the Episcopal Church in Almaden (ECA)
and those congregations who subsequently enter this membership.

STATEMENT OF RATIONALE

The member congregations:

1. In their desire to move toward an expression of the Oneness of the Church of Christ;
2. Out of the scarcity of resources available to satisfy the needs for Christian Ministry to this rapidly growing community and;
3. In recognition that the unusual community requirements today, for those services which are rendered only by the Christian Mission, demands united effort;

Do declare and affirm that essential to their individual existences and functioning as Christian congregations is the kind of tangible, ongoing and unfolding cooperation provided by their membership in the Joint Venture Churches of Almaden, Inc. The essential nature of this understanding finds concrete expression in the manner in which the member congregations divest themselves of certain agreed assets in favor of the Corporation without recovery upon withdrawal from the Corporation.

NOW, THEREFORE, the members of the Corporation:
THE ALMADEN VALLEY UNITED CHURCH OF CHRIST
AND
THE EPISCOPAL CHURCH IN ALMADEN

agree to sustain a cooperative venture to jointly develop, support, administer, and maintain the facilities and program necessary to implement the Christian ministry in the Almaden area according to the following Articles.

ARTICLE I: ECCLESIASTICAL RELATIONSHIPS

The Member Churches shall relate ecumenically in their support of a common facility and program and individually honor their affiliation with the denomination which represents the Christian tradition, understanding, and practice of each congregation.

It is understood that the AVUCC, its clergy and its membership have the right to retain their affiliations with the Northern California Conference of the UCC. The ECA, as constituted by its clergy and membership, will retain its affiliation with the Episcopal Church in the U.S.A. through its relationship to the Bishop of the Diocese of El Camino Real and its membership in the convention of the Diocese of El Camino Real.

It is recognized that due to the implications of the different policies represented, the decision making process and transaction of business will have different bases and take different forms in the

two congregations. The AVUCC is understood to be chiefly bound by its own constitution and by-laws, the actions of its Council and those decisions made by its congregation as a whole. The ECA is understood to be chiefly bound by the Constitution and Canons of the Episcopal Church in the U.S.A. and those of the Diocese of El Camino Real and the actions of its Vestry. No decisions or transactions by the JVC will be taken in opposition or contradiction to these prior commitments.

The Rector of the ECA is bound by the doctrine, discipline, and worship of the Episcopal Church in the U.S.A., and in working toward deepening cooperation with the AVUCC, looks to the Bishop of the Diocese of El Camino Real for the definition of increasing latitude in regard to allowable Episcopal practice.

The Pastor of the AVUCC is committed to the position of the autonomy of the local church and therefore operates in cooperation within the constitution and by-laws of the AVUCC. S/He holds his/her ministerial standing in the Northern California Conference of the UCC by virtue of his/her membership in the local church. S/he is a representative of the AVUCC to his/her Conference and s/he is responsible to the Conference for the actions of his/her church; in particular, the Joint Venture agreement in the spirit of ecumenism.

Other denominations may become participants in the Joint Venture. In such instance, it is understood that they will not be expected to relinquish their prior commitments to the tradition, understanding, and practice of their denominational affiliation. In matters of support of facility, they will bear their share, and in participation in program, they will, under their prior commitments, strive to extend the latitude of participation allowed by their affiliation.

ARTICLE 11: CORPORATE ORGANIZATION

1. The Joint Venture Churches of Almaden, Inc. shall be organized and operated as a non-profit corporation under the laws of the State of California.
2. The corporation consists of:
 - A. Board of Directors
 - Chairperson
 - Vice-Chairperson
 - Directors
 - B. Officers of the Corporation
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - C. Member Churches
 - The Episcopal Church in Almaden, the Almaden Valley United Church of Christ, and any other Christian Body included under the provisions of Article VI II, hereafter known as the Member Churches.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Responsibilities

1. Establish policies governing development, operation, administration and maintenance of the assets of the Joint Venture.
2. Establish and maintain the objectives of the Joint Venture.
3. Review and approve requests for unbudgeted Corporation expenditures.
4. Establish those Committees required to develop and implement the policies and programs of the Joint Venture.

5. Hold an Annual Meeting in January to fulfill the Corporation's legal requirement to do the following:
 1. Review and approve the Corporation's final annual budget.
 2. Elect from its membership the President and Vice-President of the Corporation, who shall also serve as Chairperson and Vice-Chairperson of the Board, respectively. When possible, the Vice-President shall succeed to the Presidency, and the Presidency shall alternate between the Member Churches each year.
 3. Appoint, from the members of the Member Churches, a Secretary of the Corporation and a Treasurer of the Corporation, who shall also act as Secretary and Treasurer of the Joint Venture Board.

Section 2: Officers and duties

1. The Officers of the Corporation shall be chosen, as specified in Section 1 of this Article, at the Annual Meeting in January.
2. The President shall call and preside at all Board meetings and shall execute all deeds, contracts and other documents and perform all other duties required, as the legal representative of the Corporation.
3. The Vice-President shall perform the duties of the President in his/her absence, inability or refusal to perform said duties. In case both the President and Vice-President are absent, unable to, or refuse to perform these duties, the Board of Directors shall appoint a President pro-tem. The Joint Venture Vice-Chairperson shall be responsible for liaison between the staff and the Executive Committee and shall be available to staff for counsel and advice. S/he shall also ensure that evaluations are made annually.
4. The Secretary shall:
 - A. Sign with the President such legal documents requiring both signatures.
 - B. Keep a permanent, accurate, complete and legible record of all transactions and correspondence of the Corporation.
 - C. Act as Secretary for the Board of Directors.
5. The Treasurer shall:
 - A. Receive and be custodian of all funds provided to the Corporation and disburse these funds in accordance with the approved Annual Budget. Unbudgeted disbursements require Board approval.
 - B. Act as Treasurer for the Board of Directors.
 - C. Maintain a current record of the property rights of each Member Church (ref. Article IX).
 - D. Submit a written report of the current financial status of the Corporation at each Regular Meeting of the Board.
 - E. Make an annual report to the Board by February meeting, accompanied by an auditor's certification, of the correctness of accounts.
 - F. Be bonded in such sum as the Board may require.
6. The Cleric Directors shall not be eligible to serve as officers of the Board or Corporation.

Section 3: Board Membership

1. The Board of Directors will be made up of a staff cleric and six lay members of each Member Church.
2. Lay Directors are to be elected or appointed of equal representation in accordance with the traditions or canons of the Member Churches. Their term of service shall be two calendar years, except for the ECA Vestry representative, whose term may be one year. They may not serve for two consecutive

two-year terms except as necessary to maintain a turnover of one-half the board each year. Vacancies shall be filled according to the traditions or canons of the appropriate Member Church.

3. The Board may, by a two-thirds majority vote of all Directors, recall an officer of the Corporation, or Board, or a Director upon evidence of gross negligence, incompetence or dishonesty in the discharge of his/her duties.

Section 4: Regular Meetings

1. Board shall meet at least bimonthly beginning with January Annual Meeting. The regularly scheduled meeting day and time shall be established at the January Board meeting.
2. Meetings shall be open to all members of the Member Churches and held in a facility large enough to accommodate all attendees.
3. At least seven days prior to meeting, Chairperson shall cause to be prepared and distributed to each Director for review prior to meeting:
 - A. Call/notice
 - B. Agenda
 - C. Minutes of last meeting
 - D. Other data as appropriate
4. Agendas may be amended by a majority vote of the Board.
5. Fifty percent plus one of Board membership shall constitute a quorum.
6. A simple majority of all Board members present at a meeting shall prevail in all matters in which a vote is taken, except as noted elsewhere in these By-Laws or as decided by the Board. The simple majority must include at least one vote by a Director from each Member Church.

The Board may call an Executive Session during a meeting, according to the law of the State of California, to discuss matters relating to Joint Venture personnel or litigation. During an Executive Session, only voting members may be present, and the discussion must be kept confidential among them. A record of the session must be kept and attached to the regular minutes, but it should be limited to a brief description of the subject matter and any action taken by the Board. Notice of the intent to call an Executive Session and its purpose shall be included in the regular meeting notice. If the need for an emergency Executive Session should arise, the presiding officer shall try to give at least 24 hours' notice, and the Board shall proceed as described in Section 5.

Section 5: Special Meetings

1. Special Board meetings shall be called by Chairperson, or Vice-Chairperson in his/her absence:
 - A. Of his/her own volition
 - B. When so requested by four (4) or more Directors.
2. Special meetings shall be presided over by Chairperson or Vice-Chairperson in his/her absence.
3. Attendance at special meetings may be limited to members of the Member Churches.
4. Before a special meeting, Chairperson shall cause to be prepared and distributed to each Director the call and purpose of the meeting. No other business shall be conducted.
5. The rules of quorum and voting shall be the same as for regular meetings.
6. Minutes of special meetings shall be recorded into the official record of the Board at its next regular meeting.

Section 6: Operating Committees

1. The Board shall organize the following standing committees to assist in formulating and implementing the policies of Joint Venture Churches, Inc.:
 - A. Executive Committee
 - B. Finance Committee
 - C. Property Committee
 - D. Memorial Committee

The Chairpersons of these committees shall be Directors.

2. The members of each committee (except the Executive Committee) shall be drawn from the general membership of the Member Churches, approved by the Board and selected by the Chairperson of the committee. Each committee will seek to balance the committee membership between the Member Churches.
3. The members of the Executive Committee shall be:
 - A. Chairperson of the Board, who is also Chairperson of the Executive Committee.
 - B. Vice-Chairperson of the Board.
 - C. One senior clergy of each congregation.
4. The Executive Committee shall be responsible for conducting the business of the Board of Directors between regular meetings on matters that, in the opinion of the Chairperson, do not require board action or for business that may require future ratification by the Board.
 - A. Executive Committee actions taken between regular meetings shall be recorded into the official record of the Board at the next regular meeting.
 - B. Conduct annual evaluations of Joint Venture employees and make recommendations to the Board. The Vice-Chairperson shall provide the interface between the staff and the Executive Committee.
5. The Finance Committee shall be responsible for developing the financial policies and programs of the Corporation, including:
 - A. Preparing and submitting to the Board of Directors for approval, first the proposed Annual Budget of the Corporation for the coming year and second, reconciling a final budget dependent upon the budget committed by the Member Churches.
 - B. Supervising the office of Treasurer of the Corporation. The Treasurer will be a member of the Finance Committee.
6. The Property Committee shall be responsible for the Joint Venture properties, including acquisition, maintenance and modification of properties to ensure optimum service to the member churches.
7. The Memorial Committee shall be responsible for assisting prospective donors of memorial gifts. For that purpose, it shall, after consultation with appropriate groups from the Member Churches, maintain a list of possible gifts. The committee shall be appointed by the Joint Venture Board and shall consist of six members of the Member Churches, three from each church. They shall serve three-year, renewable terms, two terms to be renewed each year. A member of the Board shall be appointed annually to be a 7th voting member and to act as liaison between the committee and the Joint Venture Board. Notwithstanding Subsection 1 of this Section, the chairperson may be a non-Director. The committee will bring all proposed memorials to the Board for its approval.
7. Ad Hoc committees shall be established as needed.

ARTICLE V: STAFF

1. The Corporation may employ a staff to support the operations and maintenance needs of the Corporation.

2. This staff will include, but not be limited to:
 - A. Secretary
 - B. Custodian
 - C. Organist
 - D. Youth Coordinator
3. The staff shall be approved by the Board of Directors.
4. The Vice-Chairperson of the Board shall act as liaison with staff as defined in Art. 111, Sect. 2.3.

ARTICLE VI: ASSETS & LIABILITIES

1. Formation of the Corporation included acquisition of the following:

From the AVUCC:

- A. Title to the property, improvements thereto, facilities erected thereon and jointly used furnishings contained therein, located at 6581 Camden Avenue, San Jose, California as of January 1, 1972.

From the ECA:

- A. An amount of cash, title to property with actual cash investment value or combination thereof equal to the actual cash investment of the AVUCC in the above, as agreed to by the AVUCC.

2. The Corporation shall be responsible for:
 - A. All financial obligations related to the assets of the Corporation.
 - B. All financial obligations associated with repairs, modifications, improvements and additions to the properties and facilities and others acquired or developed.
 - C. The need and means for acquisition or development of additional properties, facilities and furnishings to accommodate the growing needs of the Corporation shall be determined by the Board of Directors.

ARTICLE VII: BUDGETS AND FINANCES

ANNUAL OPERATING BUDGET

1. Prepared by Finance Committee based on requests from the committees.
2. Submit proposed budget to Board by September for review and revision.
3. Approved by Board and communicated to Member Churches by October 1.
4. Ratified by incoming Board at January Annual meeting.
5. Shall include, but not limited to:
 - A. Principal and interest payments on all financial indebtedness of the Corporation.
 - B. All expenses for maintenance, repair and modification of properties held by the Corporation.
 - C. All other expenses required for operation of the facilities and the programs of the Corporation.
 - D. Salaries and expenses of staff personnel.
 - E. An allocation to capital reserves account.

BUDGET FINANCING

1. The annual Operating Budget shall be a financial obligation of the Member Churches shared on a co-

equal basis.

2. Each Member Church shall provide monthly to the Treasurer of the Joint Venture an amount of cash equal to 1/12 of its allocated share of the Annual Operating Budget.
3. In the event of additional participants in this Joint Venture, the financing of the budget shall be as determined in ARTICLE VIII, Sect. 3C

DONATIONS

1. The Corporation may receive memorials, donations or gifts of property, cash, etc., which may be designated or undesignated.
2. These items shall be received by the Board of Directors and in the name of the Joint Venture and retained for its sole use.

ARTICLE VIII: ADDITIONAL PARTICIPANTS

1. The Board of Directors may accept for consideration application for membership in the Corporation, review said application and submit said application and the results of review to the clergy and governing lay councils of the then Member Churches for their review and evaluation before final acceptance.
2. The acceptance of an additional participant as a Member Church shall be based on approval by each member Church and the Board of Directors of the Corporation.
3. Acceptance of a candidate Member Church shall be contingent upon compliance with the following criteria as a minimum:
 - A. A religious and community mission complementary to those of the current Member Churches.
 - B. The determination of a schedule for facilities usage acceptable to all churches concerned.
 - C. Establishment of an acceptable arrangement for financial support of the Corporation by the candidate Member Church. The financial arrangement shall be established by the Board of Directors on the basis of the current and projected resources of the additional participant and the additional requirements imposed upon the facilities of the Corporation.
4. Additional Member Churches shall be bound by these By-Laws and shall so state their agreement.
5. An additional participant accepted as a Member Church shall have representation on the Board of Directors co-equal with that of the other Member Churches.
6. In the event a "trial" period of joint involvement of a candidate Member Church prior to acceptance as a member Church be deemed desirable by the Board of Directors, the terms and conditions of said joint involvement shall be established by the Board of Directors and approved by the Board of Directors and the governing lay council, or other appropriate authority, of each Member Church.

ARTICLE IX: OWNERSHIP

1. Each Member Church shall have property rights in the Joint Venture in proportion to the contribution of capital investment which each Member Church bears to the total capital investment of all Members. The Treasurer of the Joint Venture shall maintain a current record of said property rights.

ARTICLE X: WITHDRAWAL

1. As the withdrawal of a Member Church from the Corporation represents to some degree a denial of its original commitment to the rationale of the Joint Venture and to a very large degree a financial crisis to the remaining Member Churches, the conditions for withdrawal are severe.

2. The terms and conditions for withdrawal shall be:
 - A. 12 months notice of the intent to withdraw to the Board of Directors.
 - B. Forfeiture of claim to all investments of property, cash, fixed assets, etc., in the Joint Venture.
 - C. Subsequent to the withdrawal date, elimination of any liability to the Joint Venture.

ARTICLE XI: DISSOLUTION

1. In the event of the dissolution of the Joint Venture Churches of Almaden, Inc., the assets of the Corporation remaining after paying or adequately providing for its debts and obligations shall be divided between or among the Member Churches in proportion to their property rights of record provided that if any such Member Church is not then qualified for the Welfare Exemption under present Section 214 of the Revenue and Taxation Code its share shall be paid and delivered to such fund, foundation or corporation organized and existing for religious purposes as shall be determined by the Superior Court in a proceeding under Section 9801 of the Corporations Code of the State of California, or the code sections currently applicable.
2. Property rights of the Member Churches will be adjusted to reflect accrued deficits or overages which a Member Church contributed to the Corporation relative to the other Member Churches. Article VII (Budget Financing).

ARTICLE XII: MISCELLANEOUS

ECA Participation

1. There are no implied relationships between the participation of the ECA in the Corporation and the position of the ECA in the structure of the Diocese of El Camino Real.
2. The Rector of the ECA is a voting participant on the Board of Directors of the Joint Venture as a representative of the ECA and advises the Board on matters which are related to the ECA and its Canonical constraints.

ARTICLE XIII: AMENDMENTS

1. Amendments to these By-Laws shall be approved by each Member Church in accordance with its established procedures.
2. Amendments may be proposed by:
 - A. The Board of Directors.
 - B. The governing lay council of a Member Church.