

**BYLAWS
OF
CHURCH OF THE VALLEY**

(As Amended and Restated on April 25th 2010)

ARTICLE I IDENTITY

Having originally incorporated as "Danville Baptist Church" in 1964, the name of this Corporation is **AMERICAN BAPTIST CHURCH OF THE VALLEY** (hereinafter "Church of the Valley"), and is so incorporated under the laws of the State of California as of May 20, 1976. This Corporation will be further referred to in the Bylaws as the "Church." The Church maintains its principal office at 19001 San Ramon Valley Boulevard, San Ramon, California. If any change of this location shall occur, this section shall be amended to state the new location.

ARTICLE II MISSION AND VISION

Section 1. MISSION

Matthew 28:19-20 (NIV), Jesus says – "Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age."

Therefore, Church of the Valley's mission is to make obedient disciples of all nations.

Section 2. VISION

John 14:6 (NIV), Jesus says – "I am the way and the truth and the life. No one comes to the Father except through me."

2 Corinthians 5:1-17-18 (NIV) – "Therefore, if anyone is in Christ, he is a new creation; the old has gone, the new has come! All this is from God, who reconciled us to himself through Christ and gave us the ministry of reconciliation."

Therefore, Church of the Valley's vision is, "changing lives everywhere by building bridges to Jesus".

ARTICLE III BELIEFS, VALUES, AND PRACTICES

Section 1 CORE BELIEFS AND VALUES.

1. About God. God, the One, holy and eternal Creator exists as Father, Son and Holy Spirit. *Genesis 1:1,26,27, 3:22; Psalm 90:2; Matthew 28:19; 1 Peter 1:2; 2 Corinthians 13:14.*
 - i. Therefore, we will: **Put God first in our lives.**

2. About God the Father. God, the loving Father desires a personal relationship with all people. *Psalm 103:19; Isaiah 44:6; Hebrews 4:13; Jeremiah 23:24; Ephesians 3:20; Hebrews 13:8; Psalm 111:1-3; 2 Timothy 4:8; John 3:16; Psalm 33:4*
 - i. Therefore, we will: **Love God and love all people.**

3. About Jesus. Jesus Christ, God's Son, is the only way to a relationship with the Father. *Matthew 1:22, 23; Isaiah 9:6; John 1:1-5; 14:10-30; Hebrews 4:14,15; 1 Corinthians 15:3,4; Romans 1:3,4, Acts 1:9-11; 1 Timothy 6:14,15; Titus 2:13.*
 - i. Therefore, we will: **Follow Jesus and introduce others to Him.**

4. About the Holy Spirit. The Holy Spirit draws unbelievers into a relationship with Christ and empowers believers to do God's will. *John 16:7-14, Acts 5:3-4, Romans 8:9, 1 Corinthians 12:13; Ephesians 5:17-21; Acts 1:8; Galatians 5:19-24; Ephesians 5:18; Hebrews 11:1, 6.*
 - i. Therefore, we will: **Submit to the Holy Spirit.**

5. About the Bible. The Bible is God's perfect message revealing Christ and His transforming power. *2 Timothy 3:16; Romans 10:17; Hebrews 4:12; Proverbs 2:1-5; Luke 8:15; Revelation 1:3; Acts 17:11; Psalm 119:9-11; Joshua 1:8; Psalm 1:1-3; James 1:22.*
 - i. Therefore, we will: **Study, teach and live by the Bible.**

6. About The Church. Christ established His church to transform the world by bringing hope and salvation to everyone. *Romans 12:5, 10; John 13:35; Galatians 5:13; Ephesians 4:2; 1 Thessalonians 5; 11; Philippians 2:2-5.*
 - i. Therefore, we will: **Join together to share Christ's hope and salvation with our world.**

7. About Worship. Worship is recognizing God's presence and consciously honoring Him in everything we do. *Jeremiah 7:23; 1 Samuel 15:22; Hebrews 12:1; Colossians 3:17.*
 - i. Therefore, we will: **Passionately pursue a life of worship.**

8. About Prayer. Through prayer believers discover God's will and experience His presence and power. *Jeremiah 33:3; John 14:13; 1 Thessalonians 5:17; Philippians 4:6; John 15:7; 1 John 1:9; Psalm 100:4; Colossians 1:9-12; John 14:14; James 1:6-8*
 - i. Therefore, we will: **Live lives of prayer.**

Section 2. ADDITIONAL BELIEFS AND PRACTICES

This church believes that every person needs to experience forgiveness of sin through a new birth into the family of God. The Senior Pastor and the Elders shall be responsible for the oversight of the teaching and conduct regarding the tenants of faith and character.

1. Autonomy of Each Local Church. We recognize Christ as head of our church, not any person, group, or religious organization. While recognizing the value of associating and cooperating with other groups of Christians, we believe every local church should be self-governing and independent from any denominational control. *Colossians 1:18.*
2. Tithing: We believe in and practice the principle of tithing. *Malachi 3:8-11.*
3. Baptism: We believe in and practice believer's baptism by immersion. *Colossians 2:12.*
4. Communion: We celebrate Communion in memory of the suffering of Christ. We practice open communion and invite all believers to participate in its celebration. *1 Corinthians 11:23-26.*
5. Sexuality: We believe that human sexuality is designed for physical expression only in the bonds of marriage between a man and a woman. We believe that human sexuality is designed for physical expression between a man and a woman exercised solely within marriage. Hence, sexual activities, such as, but not limited to, adultery, sodomy, fornication, incest, homosexuality, bisexuality, pedophilia and bestiality are inconsistent with the teachings of the Bible and the church. Further, lascivious behavior; the creation, distribution, and/or viewing of pornography; and efforts to alter one's own gender are incompatible with the biblical witness. Marriage has been established by God and, therefore, this church recognizes marriage as exclusively the legal union of one man and one woman in which such union is a lifetime commitment. *Romans 1:27.*
6. Life: We affirm the sanctity of all human life. *Psalms 139:13-16.*

Further instruction regarding lifestyle actions and teachings are addressed in a membership class.

ARTICLE IV AFFILIATION

Church of the Valley shall be a cooperating member of Growing Healthy Churches (GHC). As such, this Church shall participate in training and support programs, contribute financially to the mission of GHC, and help promote the ministry of GHC. This membership shall be a voluntary, covenant relationship among like-minded congregations that remain legally autonomous yet interdependent in mission efforts.

ARTICLE V ORGANIZATIONAL STRUCTURE

It is the purpose of these Bylaws to provide an effective organizational structure to aid the Church in accomplishing its mission. The sections that follow specify a model that keeps the roles of Senior Pastor (also referred to as the Pastor), Board, Staff, Elders, and Congregation distinct and effective for church health, church growth, and church multiplication. These Bylaws shall be reviewed at least annually for any changes to the structure that may increase the effectiveness of the Senior Pastor and the Church.

1. The Congregation shall serve as the primary ministers of the Church.
2. Elders shall serve as the spiritual overseers of the church. Board members will be selected from the Elders. Spiritual oversight of the church includes guarding the core beliefs and values, preaching, teaching and administration according to each one's spiritual gifts.
3. The Board shall serve as officers of the corporation. They are responsible for establishing Guiding Principles which provide accountability and support for the Pastor (as outlined in Article IX of the Bylaws).

4. The Senior Pastor shall be the primary leader of the Church in accomplishing its mission.
5. The role of the Staff shall be to manage the ministries of the Church under the direction of the Senior Pastor.

ARTICLE VI MEMBERSHIP

Section 1. GENERAL The Congregation of this Church shall consist of all persons who have met the qualifications for membership (Article VI, Section 2) and the membership responsibilities (Article VI, Section 3); therefore they are the members of this nonprofit Corporation. The primary role of the members of the congregation shall be to serve as the ministers of the Church, fulfilling the Church's Mission and Vision. (Article II)

Section 2. QUALIFICATIONS FOR MEMBERSHIP

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the Membership Covenant presented in the Church membership class.
5. The Pastor shall develop, implement, and communicate the process for membership to the Congregation.

Church membership requires approval of the Board following completion of the above qualifications. The Church members as defined in these Bylaws are the Congregation. Membership shall entail no definitions, rights, or responsibilities other than those explicitly stated in these Bylaws.

Section 3. MEMBERSHIP RESPONSIBILITIES

1. Members will protect the unity of the Church:
 - a. By acting in sincere love toward other members.
 - b. By refusing to gossip or participate in any divisiveness.
 - c. By following and working with the Pastors, Staff, and Elders.
2. Members will share the responsibility of the Church:
 - a. By praying for its ministry and growth.
 - b. By inviting the un-churched and unsaved to attend.
 - c. By warmly welcoming those who visit and attend.
3. Members will serve the ministry of the Church
 - a. By discovering and using their gifts and talents.
 - b. By being equipped and willing to serve with their Pastor.

- c. By developing a servant's heart.
4. Members will support the testimony of the Church
- a. By demonstrating faithfulness in tithing/giving, serving and attending.
 - b. By demonstrating a godly life.
 - c. By demonstrating a desire to grow in relationship with God.

The responsibilities of membership are described further in the Membership Covenant.

Section 4. VOTING RIGHTS OF MEMBERSHIP Each Member 16 years or older is eligible to one vote. A simple majority vote of the eligible Members present at a meeting is required for matters to become an act of the membership. Votes must be cast by verbal, written, or visual sign. No abstentions or votes by proxy will be counted. An eligible Member has the right to vote on the following matters:

1. Approval of the annual budget of the Church and amendments to the budget;
2. The election of the Elders and Board Members;
3. The disposition or acquisition of all, or substantially all, of the major assets of the Church (i.e., merger or dissolution of Church, acquisition or disposition of all real property and related indebtedness, etc.);
4. Additionally any acquisition, disposition or encumbrance of a single expenditure of \$30,000 or more relating to facilities and grounds improvements, as well as repairs of and/or purchases of equipment;
5. Amendments to the Articles of Incorporation or Bylaws of the Church; and
6. The calling of the Senior Pastor.

Meetings of Congregation: Meetings of the Congregation for voting shall occur at least annually. Special meetings may be called by the Pastor or Board with proper notice to the Congregation. A quorum must be present in order for the Congregation to act.

Notice: The Congregation shall be given at least two week's notice of any action requiring membership approval by announcement at regular services and/or electronic or postal mail.

Quorum: Ten percent (10%) of the eligible Members shall constitute a quorum for the Members to act at any regular or special membership meeting, provided that the number voting is not less than twenty-five (25). For the call of a Senior Pastor, one-third (1/3) of the eligible Members shall constitute a quorum.

Other Decisions: The Pastor or the Board may bring to the Congregation decisions not listed above for a nonbinding vote or a less formal expression of support, as deemed appropriate.

Section 5. TERMINATION OF MEMBERSHIP The membership roll will be reviewed by the staff on a periodic basis considering the Membership Covenant and Membership Responsibilities. Members who are not meeting these expectations will be contacted regarding their responsibilities. If changes are not made, they may then be recommended to the Board for a decision regarding removal from membership.

ARTICLE VII ELDER SELECTION

A man, who is appointed as Elder, according to the process outlined in these Bylaws, will be considered an Elder for life. He will be eligible for a position on the Board and minister in the full capacity as Elder until his death or until he is officially removed from that role in accordance with the procedure described in the "Elder Manual".

1. Any active Member of the Church may submit a signed letter to recommend a potential Elder whose character meets the biblical standards as outlined in the "Elder Leadership Manual" and who is committed to the mission of the Church.
2. Elders will review the recommendation. If approved, the individual will be required to complete the Elder Candidate process before being presented by the Elders to the congregation for approval.
3. The Elder candidate must successfully complete training courses supervised or taught by the Senior Pastor covering: eldership, mission and vision, and the structure and governance of the Church.
4. The Elder candidate must sign the Elder Covenant agreeing to abide by the principles described in the Elder Leadership Manual.

* Refer to "Elder Leadership Manual" for biblical description of Elder leadership.

ARTICLE VIII BOARD SELECTION

The Board shall consist of four to five members selected from the Elders* of the Church, including the Senior Pastor. The number of Board Members may be revised as necessary. The Senior Pastor shall be the only paid Staff person on the Board. The other three to four Board Members shall be selected by the following process:

1. Names of potential Board Elders will be submitted to the Nominating Committee who will consult with the Chairman of the Board and Senior Pastor.
2. The Board shall present the candidate to the Congregation for approval.
3. If no Elder is available for recommendation to the Board, the Congregation may vote to allow an additional term for Elders currently serving on the Board.

Each Board member may serve a maximum of two consecutive three-year terms. They may serve again after a break of one or more years. Immediate family members of the Pastor, the Staff, or other Board members shall not serve on the Board. The term of a Board member may be vacated by resignation, or by action of the Board. The remainder of a vacated term shall be filled by recommendation of Elders and approval of the Board. This shall not count toward the limit of two consecutive terms.

ARTICLE IX BOARD ROLE

The primary role of the Board shall be to hold the Senior Pastor accountable and provide support for the Senior Pastor by writing concise Guiding Principles in three categories:

1. Mission Principles shall define for the Senior Pastor what goals the Church exists to achieve.
2. Boundary Principles shall define for the Senior Pastor what means may not be used in pursuit of achieving those goals.

3. Accountability Principles shall define for the Chairperson how the Board is to establish the Guiding Principles and to monitor the Senior Pastor's compliance with them. Accountability Principles also define the Board's role in the Church.

The Board shall determine the compensation of the Senior Pastor based on achieving the Mission Principles and respecting the Boundary Principles. The Board shall influence all other operating and financial decisions through written policy in the Guiding Principles. The Board shall leave the primary leadership of the Church to the Senior Pastor. The Staff shall manage the Church's ministries and activities under the direction of the Senior Pastor.

In matters that require Board action according to State and Federal law, a vote shall be required. Action of the Board shall be by simple majority of all Board Members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, described in Article VI, Section 4 of these Bylaws, or as required by state law. A majority of the Board members present, which includes participation by electronic or written means, shall constitute a quorum for action by the Board.

Board meetings shall occur at least quarterly. The Senior Pastor or Chairman may call special meetings. Notification of meetings shall be sent at least 24 hours in advance by electronic, verbal, or written means. However, such notice may be waived by unanimous consent.

ARTICLE X BOARD OFFICERS

Each year the Board shall appoint a Chairman, Secretary, and a Chief Financial Officer for the corporation in accordance with the California State Law. These name designations shall in no way alter the functioning of the Board as defined in these Bylaws.*

The Chairman shall enforce the Accountability Principles and shall lead the Board when discussing the Senior Pastor's performance and compensation; the Senior Pastor shall lead the Board in all other discussion. The Secretary/CFO shall maintain and distribute the current edition of the Guiding Principles and other Board documents. Any Board member may sign legal documents on behalf of the corporation as directed by the Senior Pastor in compliance with the Guiding Principles established by the Board and subject to congregation approval when required by Article VI, Section 4 of these Bylaws.*

[*These Bylaws satisfy California requirements for officers. California requires a President or Chairman, a Chief Financial Officer, and a Secretary; it allows the latter two offices to be combined in one person but neither of them to be combined with a President or Chairman (CCC9213).]

ARTICLE XI SENIOR PASTOR CALL AND DISMISAL

In the event of a vacancy in the position of Senior Pastor, the Chairman shall invite GHC to help guide the Board in the process, which will include congregational representation, of finding and calling a new Senior Pastor who has demonstrated the ability to lead this Church to the next level of effectiveness in the achievement of its mission. Calling a new pastor shall require a vote by the Board to propose a new pastor candidate to the congregation for approval. The Board may call an Interim Pastor, recommended by GHC, to fulfill the role of the Senior Pastor until a permanent Senior Pastor is in place.

Dismissing the Senior Pastor shall require a vote by the Board. When the Senior Pastor is dismissed or resigns, the Board shall consider severance payments consistent with Human Resources Policy.

ARTICLE XII SENIOR PASTOR ROLE

The role of the Senior Pastor is to lead the Church to accomplish its mission. The Senior Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Senior Pastor shall lead the Board through prayer and Bible study guiding its discussion of mission and boundary

principles. The Senior Pastor shall lead the Staff by directing them in their management of all Church operations. With regard to compensation based on performance, the Senior Pastor shall be accountable to the Board. The Senior Pastor shall hire, direct, compensate, and release any and all Church Staff in compliance with the Guiding Principles established by the Board. The hiring of paid ministerial staff shall be subject to approval of the Board. The Senior Pastor must consult with the Board before releasing a paid member of the staff.

ARTICLE XIII CHURCH STAFF

A Staff person appointed by the Senior Pastor shall manage each area of Church operation, as assigned by the Senior Pastor, including property and finance. The term "Staff" shall apply to all ministry leaders appointed for this management purpose, whether they are unpaid, part-time, or full-time with regard to compensation. Among these appointments shall be a Treasurer for disbursements, Financial Secretary for receipts, and a Property Manager. Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Senior Pastor, who must answer to the Board for the effectiveness of the Staff.

ARTICLE XIV STANDING COMMITTEES

The Board, in accomplishing its responsibilities and outcomes and in carrying out its Ministry Objectives, shall utilize Standing Committees as it deems necessary. These committees, formed of Members, shall include:

1. Nominating Committee which shall assist the Board in selection of Board Members/Elders as outlined in Articles VII and VIII and with the call of a Senior Pastor as outlined in Article XI.
2. Finance Committee which shall assist the Board in financial planning and in fulfilling its fiduciary and other legal responsibilities as required by the State and Federal law.

ARTICLE XV AUXILIARY ORGANIZATIONS

The Church may establish ministries for auxiliary (outside of the normal operation of the Church) organizations in the community. These ministries will be governed by these Bylaws and other policies as may be established by the Board. Each ministry will be organized within a functional department/ministry of the church and will be under the general direction of a Staff person who shall be considered the "pastor" of that ministry. Participants in an auxiliary organization will be encouraged to become members of the Church pursuant to Article VI, Section 2. No other formal membership will be recognized.

Elders may be nominated from within each auxiliary organization upon recommendation of that ministry's pastor provided the qualifications established in Article VI, Section 2 are met. Elder candidates so nominated will stand for election by the Church pursuant to Article VII

A Memorandum of Understanding shall be established with each Auxiliary Organization prior to the initiation of the relationship in order to ensure mutual understanding of the principles, policies, and procedures.

If at any time an auxiliary organization is not fulfilling the terms and requirements necessary to function appropriately within the Church, the Board shall have the right to terminate such relationship and use of Church facilities by that ministry group.

ARTICLE XVI INDEMNIFICATION OF ELDERS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Personal Liability Elders and officers shall not be personally liable for the debts, liabilities, or other obligations of the Church.

Indemnification of Expenses To the extent that a person who is, or was, an Elder, officer, employee, volunteer or other agent of this Church has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Church, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

Judgment If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Church but only to the extent allowed by, and in accordance with state law.

Insurance The Board shall adopt a policy in the Board Guiding Principles authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent against such liability under the provisions of state law..

ARTICLE XVII RECORDS, REPORTS, AND RIGHTS OF INSPECTION

The Church shall maintain the following records and reports:

Accounting Books and Records: Adequate and correct books and records of accounts (financial records, including contribution statements of contributors).

Membership List: A record of each member's name, address, list of current Elders and Board members, and Officers of the Board.

Minutes: Written minutes of the proceedings of the Board and membership meetings (including separate written minutes of proceedings of personnel and confidential matters).

Articles and Bylaws: The Church shall keep at the Church office the original or a copy of the Articles of Incorporation and Bylaws as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours.

Minutes and Accounting Records: A member may inspect the accounting books and records, the minutes of the proceedings of the membership meetings and the Board meetings during normal Church office hours. Records relating to personnel and other confidential matters will not be available for inspection.

ARTICLE XVIII AMENDMENTS

Subject to the provision of Section 9150 of the California Nonprofit Religious Corporation Law, these Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted,

The following requirements must be met:

1. The amendment is proposed by the Senior Pastor, the Church Board, or a petition signed by one-third of the active Members of the Congregation.
2. The congregation is given at least two weeks notice of the vote by announcement at regular services and electronic or postal mail.
3. GHC is given the opportunity to offer its non-binding recommendation to the Congregation in person or in writing.
4. The Congregation votes to approve the amendment in accordance with normal voting procedures described in Article VI, Section 4 of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected Secretary of CHURCH OF THE VALLEY, a California Nonprofit Religious Corporation; and
2. That the foregoing Bylaws comprising ten (10) pages, constitute the Bylaws of said corporation, as amended and restated, and as duly adopted at a meeting of the Membership of the Church thereof, held on April 25th, 2010.

Dated: 4-25-10

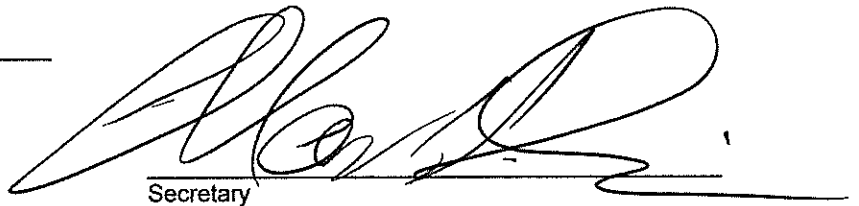

Secretary

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