

RANCHO BERNARDO COMMUNITY PRESBYTERIAN CHURCH

RBCPC Bylaws

**Rancho Bernardo Community Presbyterian Church
BYLAWS**

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BYLAWS OF RANCHO BERNARDO COMMUNITY PRESBYTERIAN CHURCH

In order to define the rights and responsibilities of its members, boards, officers and ministers, and to provide for the orderly conduct and efficient management of the congregational affairs of Rancho Bernardo Community Presbyterian Church, these bylaws are adopted by the congregation on:

The 24TH day of February, 1991
Amended on the 23rd day of February, 1992
Amended on the 18th day of October, 2000
Amended on the 23rd day of October, 2002

ARTICLE I – GENERAL

Section 1. NAME

- a. Both as “congregation” and “corporation”, the name of this church shall be Rancho Bernardo Community Presbyterian Church.
- b. This church was organized on September 27, 1964, in the city of San Diego, in the County of San Diego, in the state of California, and incorporated by the State of California on May 21, 1965.

Section 2. RELATIONSHIPS

- a. This church is a particular Congregation of the Presbyterian Church (U.S.A.) and recognizes that the Constitution of the Presbyterian Church (U.S.A.) is, in all its provisions, obligatory upon it and all its members, and is subject to the guidance and direction of the General Assembly. The Synod of jurisdiction and the Presbytery of jurisdiction.
- b. These bylaws shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.); as interpreted by the judicatories of jurisdiction, and the corporate laws of the State of California, and shall set forth the ecclesiastical and corporate structure and method of operation of this particular church.

Section 3. PRINCIPAL OFFICE

- a. The principal office for the transaction of the business of this church, including its corporate affairs shall be at 17010 Pomerado Road (92128), in the City of San Diego, in the county of San Diego, in the State of California.

Section 4. ELECTED OFFICES

- a. There shall be three elected offices of this church: the Session, the Board of Trustees, and the Board of Deacons.
- b. The Session of this church shall constitute and serve as the board of trustees as hereinafter provided.

ARTICLE II – OBJECTIVES AND NONPARTISAN ACTIVITIES

Section 1. OBJECTIVES

- a. To bear witness to the Christian truths; to promulgate the doctrines and teachings of the Christian religion and to promote fellowship among God's people.
- b. To receive, hold and disburse gifts, bequests, devises, and other funds for these purposes.
- c. To own and maintain or to lease available real estate and buildings, and any personal property which is deemed necessary for its purpose; to enter into, make and perform, and carry out contracts of every kind for any lawful purposes, without limit to amount.

Section 2. NONPARTISAN ACTIVITIES

- a. This corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. The Corporation shall function in accordance with the provisions of the Internal Revenue Code, Section 501 (c) (3) as follows: "No part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participation, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office."
- b. The corporation shall not, except in substantial degree, engage in any activities or exercises any powers that are not in furtherance of the purposes described above.

ARTICLE III – LEADERSHIP

Section 1. DEFINITIONS

- a. Teaching Elder(s) (pastor or minister of Word and Sacrament) is a person who is ordained to an ordered ministry by the presbytery in response to a call from the church for an ordered ministry.
- b. Senior (Head of Staff) associate, assistant, or executive Teaching Elders are Teaching Elders called to specific roles or responsibilities.
- c. Ministers of Word is a member of the staff who is a seminary graduate who has not been ordained to an ordered ministry and who the session recognizes as having some pastoral role.
- d. Ruling Elders are lay members of the congregation who have been called and elected to serve the church as a current member of session and the board of trustees. These persons must be ordained prior to their installation. Once a person has been ordained, he or she remains an ordained elder after the term of office, but is no longer an active Elder.
- e. Deacon – A layperson called and elected to serve as a member of the board of deacons.

ARTICLE IV – CONGREGATIONAL MEMBERSHIP

Section 1. GENERAL

- a. Qualification for admission to, and basis for terminating or suspension from membership in this church shall be in accordance with the Constitution of the Presbyterian Church (U.S.A.).

Section 2. CATEGORIES OF MEMBERS

- a. There shall be two (2) categories of members: Baptized and Active. The Session shall determine the particular category for each congregational member as set forth in the Constitution of the Presbyterian Church (U.S.A.).
- b. Only active members have the right to vote and hold office.
- c. Members may be removed from membership if after 2 years there is no record of participation in the church financially or by attendance. If attempts to contact the member fail and/or the member indicates that he or she no longer wishes to be included, the Session shall vote to strike the name from the roll of members.
- d. No member shall hold more than one (1) membership.

ARTICLE V – MEETINGS OF CONGREGATIONAL MEMBERS

Section 1. GENERAL

- a. All meetings of the congregation may deal with both “ecclesiastical” and “corporate” affairs. Meetings shall be conducted in accordance with Robert’s Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise.
- b. The moderator of the Session shall preside at “congregational” meetings. If he/she is unable to act, or if the subject to be discussed requires it, the Session shall invite another teaching elder of the Presbytery to preside.
- c. The chairman of the board of trustees shall preside at “corporation” meetings. If he/she is unable to act, or if the subject to be discussed requires it, the vice chairman, secretary or treasurer, in that order, shall preside.
- d. The clerk of Session shall act as clerk and recorder.
- e. The minutes of the congregation/corporation meetings, when attested to by the moderator and clerk of Session, shall be referred to the Session for approval at its next scheduled meeting, and when approved shall be incorporated in the Session minutes.
- f. All congregational meetings shall be opened and closed with prayer.

Section 2. ELIGIBLE TO VOTE

- a. Only active members shall be eligible to vote on all matters that come before the congregation. Members must be of legal age (18 years) to be eligible to vote on corporate business. The Session shall determine the active membership.
- b. Voting by proxy, email or other electronic means is not allowed.

Section 3. ANNUAL MEETINGS

- a. A unified annual meeting of the congregation and the corporation shall be held in the fourth calendar quarter.
- b. The annual meeting shall be held on a date and at a time specified by the Session for the purpose: of electing church officers and the congregational Nominating Committee; receiving annual reports of the affairs of the church; presenting the session approved budget for the calendar year; approving the pastor(s) Terms of Call for the calendar year; and transacting any and all business that may properly come before it.

Section 4. SPECIAL MEETINGS

- a. Special Meetings may be called by:
 - (1) The Session
 - (2) The Session, at the request of the presbytery
 - (3) The Session, in response to a written request of one-fourth of the Active members, addressed to the session, signed by those members, specifically stating the reason for such a meeting. Upon receipt of a written request the Session shall set a date, time and place for the special meeting which shall be held within forty-five (45) days from the receipt of the request.
 - (4) The board of trustees where matters of a corporate nature only requires a corporation meeting.
- b. Notice for special meetings shall state clearly the purpose of the meeting and no other matter save that specified in the Notice may be considered.

Section 5. NOTICE OF MEETINGS

- a. A notice of the date, time and place of every annual and special meeting of the congregation and corporation shall be given by announcement in the church bulletin for at least two successive Sundays, the second of which may be the day set for the meeting.
- b. The notice shall clearly state the purpose of the meeting.
- c. When calling a Teaching Elder, public notice of the time, place, and purpose shall be given at least ten (10) days in advance.

Section 6. QUORUM

- a. A quorum for the transaction of business at all congregational and corporation meetings shall consist of a minimum of one-tenth of the active membership roll and who are present in person.
- b. In the absence of a quorum, any meeting of the congregation and corporation may be adjourned from time to time by the majority vote of the voting members present, but no other business shall be transacted.
- c. The members present at an annual or special meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than quorum, subject to a challenge by any member for a quorum call.

ARTICLE VI – NOMINATION, ELECTION, ORDINATION AND INSTALLATION OF CHURCH OFFICERS

Section 1. CONGREGATIONAL NOMINATING COMMITTEE

- a. There shall be a Congregational Nominating Committee composed of six (6) to eight (8) active members. Two (2) members shall be designated by and from the Session, one of who shall be named by the Session as moderator, and one named as vice moderator. Two (2) members shall be designated by and from the Board of Deacons and two (2) to four (4) active members shall be elected by the congregation at large, none of whom are active members of the Session or Board of Deacons. The Teaching Elder shall be a member of the committee, but without a vote.
- b. The Congregational Nominating Committee shall be chosen annually and no member of the committee shall serve more than three years consecutively.

Section 2. NOMINATIONS

- a. The Congregational Nominating Committee shall present for consideration by the congregation one qualified and eligible member for each office to be filled, including the members of the congregation to serve on the succeeding Congregation Nominating Committee, giving attention to a fair representation of both male and female constituency of the congregation.
- b. Each nominee shall have consented to serve, if elected, and their names shall be published in the church bulletin at least one week prior to the meeting of the congregation.
- c. Subsequent to the report of the Congregational Nominating Committee, the moderator shall call for nominations from the floor. Such nominations from the floor of qualified and eligible members shall be with the proviso that such nominees shall have previously consented to serve, if elected.

Section 3. ELECTIONS

- a. Ruling Elders and Deacons shall be elected at the annual meeting of the congregation, called for that purpose. (See Art. V, Sec. 3)
- b. Elections may be by acclamation if there is but one nominee for each office to be filled. If there are more nominees than vacant offices, election shall be by written ballot. The nominees receiving the highest number of votes up to the number of vacancies to be filled shall be elected.
- c. A majority vote from all the voters present and voting shall be required to elect in every case.

- d. If any person elected to a church office declines to act, resigns with consent of the Session, dies or unable to fulfill duties due to medical incapacity, or ceases to be a member of this church, his/her office shall be declared vacant by appropriate session action and the vacancy shall be filled by an Alternate who has been installed. If an alternate is not available, the Nominating Committee may select a nominee for approval by session, who must be indoctrinated, and whom the congregation must install. It is also permitted to leave the position vacant for the remainder of the year.
- e. Each elected church officer who shall be absent, without excuse from four (4) consecutive meetings of his/her office, or be absent without excuse from more than on-half of all meetings in one calendar year may be removed from office upon action of and due notification by the session. The vacancy shall be filled by the congregation at its next annual or special meeting called for that purpose.

Section 4. TERMS OF OFFICE

- a. There shall be three (3) classes of equal numbers each of Ruling Elders and Deacons, one class only of which will expire each year.
- b. A full term of office shall be three (3) years.
- c. No Ruling Elder or Deacon shall serve in his or her respective office for consecutive terms, either full or partial, aggregating more than six (6) years.

Section 5. ORDINATION AND INSTALLATION

- a. Ruling Elders and Deacons having been duly elected at the Annual Meeting of the congregation in the fourth quarter shall be ordained, if required, and installed to take office the following January.
- b. Elders and Deacons having been duly elected at the Annual or other Special meeting of the congregation shall be ordained, if required, and installed to take office immediately following installation.
- c. The Session shall provide for the ordination, if required, and installation of Ruling Elders and Deacons at a church worship service not later than the last Sunday of January, if elected at the Annual Meeting or not later than the twelfth Sunday, if elected at a Special Meeting.

ARTICLE VII – THE SESSION

Section 1. MEMBERS

- a. The Session of this church shall consist of not more than thirty (30) elected, ordained and installed Elders, plus the Teaching Elder, and all installed Teaching Elders.
- b. Each member of the Session shall, having completed his or her elected term of office shall remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

- a. The Session shall hold regular (stated) meetings at least once a month, except as cancelled by its previous action and except July and/or August which meetings may be waived by vote of Session. The date, time and place of all regular meetings shall be prescribed by the Session.

Section 3. JOINT MEETINGS

- a. A joint meeting of the Session and the Board of Deacons shall be held at least annually to confer on matters of common interest, with the moderator of Session presiding. No binding decision may be reached in such a joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

Section 4. SPECIAL MEETINGS

- a. Special meetings of the Session may be called by:
 - (1) The Moderator.
 - (2) The Moderator when requested to do so by any two (2) Ruling Elders in active service.
 - (3) The Moderator when directed to do so by the Presbytery.
- b. Notice of special meetings shall be made by first class mail four (4) days prior to such meeting, or a minimum of twenty-four (24) hours notice if delivered personally, by telephone, or by electronic mail.
- c. A notice of special meeting need not specify the purpose of the call for a special meeting.

Section 5. QUORUM

- a. A quorum shall consist of the moderator and one third of the Ruling Elders of the Session and who are present in person, including the reception and dismissal of members.
- b. In the absence of a quorum, any meeting of the Session may be adjourned from time to time by the vote of the majority of the voting members present, but no other business shall be transacted.
- c. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member to call a quorum.

Section 6. OFFICERS

- a. Moderator. The moderator of the Session shall be the Teaching Elder or associate or executive Teaching Elder if there is one, and in such case they shall alternately preside as moderator.
 - (1) When for prudent reasons it may appear advisable that some other minister should be invited to preside, the Teaching Elder shall, with the concurrence of the Session, invite another Teaching Elder of the presbytery to preside.
 - (2) When this church is without a Teaching Elder, the moderator of the Session shall be the minister appointed for that purpose by the presbytery.
 - (3) All meetings of the Session shall be opened and closed with prayer.
- b. Clerk of Session. The Session at its organizational meeting each year shall elect a Ruling Elder as clerk of Session from within or without its own membership.

Section 7. POWERS AND DUTIES

- a. The Session shall have authority over all of the affairs and activities of this church except in such matters as may, by the Constitution of the Presbyterian Church (U.S.A.) or these bylaws be specifically accorded to the Pastor, to the congregation, or to higher judicatories.
- b. The Session shall cause to be prepared "Policies and Procedures" for the guidance of church officers, all committees, all member organizations, all members and church staff. These "Policies and Procedures" may from time to

time be revised and/or amended at any meeting of the Session by majority vote.

- c. In order to exercise its authority, Session may create such committees as it deems necessary. Such committees may include but is not limited to Administration and Finance, Facilities, and Human Resources. Session shall delegate such authority to these committees as is necessary for such committees to accomplish their particular responsibilities.

Section 8. COMMISSIONERS TO PRESBYTERY

- a. Relations with other councils – Commissioners to presbytery shall be Elders selected from volunteers who are currently serving or have previously been Ruling Elders in the church. The presbytery determines the number of commissioners allotted to the church. The term for the commissioner shall be for at least one year.

ARTICLE VIII – THE BOARD OF TRUSTEES

Section 1. MEMBERS

- a. Ruling Elders elected to the Session shall thereby also be elected to be trustees. The trustees, while in office, shall constitute the board of trustees of this corporation. This board shall be responsible to the congregation according to the Constitution of the Presbyterian Church (U.S.A.), the corporate laws of the State of California, and these bylaws.
- b. The chairman shall preside at meetings of the board of trustees.
- c. Each member of the board of trustees shall remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

- a. As prescribed in Article VI, Sec. 2

Section 3. SPECIAL MEETINGS

- a. In the same manner as prescribed in Article VI, Sec. 4

Section 4. QUORUM

- a. As prescribed in Article VI, Sec.5

Section 5. OFFICERS

- a. The officers of the corporation shall be a chair, vice chair, and secretary elected by and from the members of the board of trustees, and a treasurer elected from within or without its own membership. The chair must be a Ruling Elder. Other officers must have been Ruling Elders, but may be currently inactive. These officers shall be approved annually by the Session even if continuing in office. Each shall hold office until his/her successor is elected, or until he/she shall resign, or shall be removed or otherwise disqualified. Any officer may be reelected to succeed himself/herself.
- b. The chair, vice chair, secretary, and treasurer shall be members of the Administration and Finance Committee of the Session.
- c. A vacancy in any office of the corporation shall be filled by the board of trustees at any regular or special meeting. This does not apply to the election of Ruling Elders/trustees which is the express privilege of the congregation.
- d. Duties of the Chairman.
 - (1) As prescribed in the Policies and Procedures.
- e. Duties of the Vice Chairman.
 - (1) As prescribed in the Policies and Procedures.
- f. Duties of the Secretary.
 - (1) As prescribed in the Policies and Procedures.
- g. Duties of the Treasurer.
 - (1) As prescribed in the Policies and Procedures.

Section 6. POWERS

- a. The corporate powers of this church shall be exercised by the board of trustees. The board shall process formal corporate documents and perform duties required of it by law according to powers granted to a non-profit religious corporation by the laws of the State of California, and shall be in conformity to the Articles of Incorporation of this church.
- b. The board of trustees shall not sell, mortgage or otherwise encumber any of the church's real property; acquire real property subject to an encumbrance of condition; or lease its real property used for purposes of Worship; or lease any of its other real property for more than five years, without the written permission of the Presbytery of jurisdiction transmitted from the congregation through the Session.

- c. All real/or personal property, now or hereafter acquired and any interests therein legal or equitable will be held in trust for the use and benefit of the Presbyterian Church (U.S.A.) through the Presbytery of jurisdiction, its successor or assigns.
- d. Upon the winding up or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the Presbyterian Church (U.S.A.) through the Presbytery of jurisdiction, a religious corporation, if it is still in existence and exempt under Section 501 (c) (3) of the Internal Revenue Code; but if is not then in existence or exempt to a non-profit fund, foundation, or corporation organized and operated exclusively for charitable and/or religious purposes and that has been established its tax-exempt status under the Internal Revenue Code Section 501 (c) (3).

Section 7. DELEGATION OF AUTHORITY

- a. The board of trustees, subject to the limitations of these bylaws, may authorize any officer or officers, agents to enter into any contract and execute any instrument in the name of, and on behalf of, this corporation. They may be given authority in the name of the corporation to borrow money or incur indebtedness and to cause to be executed and delivered promissory notes, deeds of trust, mortgages, pledges, or other evidence of debt and security therefor. Unless so authorized, no officer, agent or employee, shall have any power or authority to bind this corporation to any contract or agreement.

Section 8. CORPORATE DOCUMENTS

- a. The chairman, or in his/her absence, the vice chairman, together with the secretary or treasurer, shall execute, in the name of the corporation all contracts, deeds, encumbrances, notes and other instruments whereby the church may become bound as a corporation, and may affix the Corporate Seal to any such instruments that may require it.

ARTICLE IX – THE BOARD OF DEACONS

Section 1. MEMBERS

- a. The Board of Deacons of the church shall consist of not more than thirty-six (36) elected, ordained, and installed Deacons. Each member of the Board of Deacons shall remain in office until his/her successor is duly elected and installed.
- b. A Teaching Elder shall be an advisory member of the Board of Deacons.

Section 2. REGULAR MEETINGS

- a. As prescribed in Article VI. Sec. 2.

Section 3. JOINT MEETINGS

- a. As prescribed in Article VI. Sec. 3.

Section 4. SPECIAL MEETINGS

- a. As prescribed in Article VI. Sec. 4.

Section 5. QUORUM

- a. As prescribed in Article VI. Sec. 5.

Section 6. OFFICERS

- a. Moderator. The moderator of the Board of Deacons shall be selected by and from within the membership of the Board of Deacons.
(1) All meetings of the Board of Deacons shall be opened and closed with prayer.
- b. Vice moderator. The vice moderator of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.

- c. Secretary. The secretary of the Board of Deacons shall be selected by and from within the membership of the Board of Deacons.
 - (1) The secretary shall keep a record of the Board's proceedings and submit such records to the Session for review when requested to do so by the clerk of Session.
- d. Treasurer. The treasurer of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.
 - (1) The treasurer shall keep records of account and shall report to the Board of Deacons periodically all financial transactions.

Section 7. DUTIES

- a. As the whole church is under the jurisdiction of the Session, the Board of Deacons shall be under its supervision and authority. The records of the Board of Deacons shall be submitted to the Session annually and at other times upon the request of the Session. The Session may amend or void any action of the Board of Deacons, or direct the Board to reconsider such actions.
- b. The office of Deacon is one of sympathy and service. The Board of Deacons shall have responsibility to minister to those in need, to the sick, to the friendless, and to any who may be in distress.
- c. The Board of Deacons shall cause to be prepared Policies and Procedures for inclusion in the Session Policies and Procedures.
- d. The Board of Deacons shall keep a record of its proceedings and all funds at its disposal and shall prepare and submit to the Session an annual report of its activities.

ARTICLE X – FINANCIAL AUDIT

Section 1. COMPOSITION OF THE AUDITOR

- a. The financial audit shall be conducted by an independent certified public accountant.

Section 2. SELECTION OF AUDITOR

- a. The Administration and Finance Committee shall select the auditor from an independent certified accountancy with experience in fund accounting for churches and non profit corporations.

Section 3. DUTIES

- a. The duties of the auditor shall be to inspect the books, records, receipts, checks, and all other pertinent documents relating to the administration of the financial matters of the church. Upon completion of the audit, the Auditor shall present its written finding to the Administration and Finance Committee for review and approval as well as recommendations for corrections if necessary. The approval audit is then submitted to Session for its information.

Section 4. TERM

- a. The auditor shall be selected annually.

Section 5. QUALIFICATIONS

- a. The auditor shall not be a member of the church.
- b. The auditor shall not have an immediate family member who is a member of the church staff.
- c. The auditor shall not have an immediate family member who is a currently serving member of the Session, Board of Deacons nor have served in such capacity during the period being inspected.

ARTICLE XI – PROTECTION POLICY AND SEXUAL MISCONDUCT

Section 1. PROTECTION AND SAFETY POLICY COMMITTEE

- a. Session shall appoint and maintain a Protection Policy Committee to establish and maintain a sexual misconduct and safety policy (hereinafter, “Protection Policy”) that shall be contained in the manual of operational procedures for the church.

Section 2. ADMINISTRATION OF PROTECTION POLICY

- a. The Protection Policy Committee, appointed by Session and trained in mandatory procedures, shall formulate and implement policy, conduct or oversee internal and external compliance audits, and review and respond to any and all cases of suspected sexual misconduct, physical or mental abuse, or the presence of registered sex offenders.

Section 3. SAFETY

- a. In all deliberations and actions, decisions shall be made which consider the importance of the safety of everyone who is present on church property.
- b. All actions of the Protection Policy Committee shall be guided by the procedural standards contained in the protection policy.

- c. The protection policy shall be crafted and implemented in such a manner as to assure and require the report to a supervisor of any and all known instances of abusive or threatening conduct by any person present on the campus or participating in any off campus church activity. The policy shall require church staff and employees to report to church supervisors any such misconduct regardless of the existence of any rule or law requiring such acts to be reported to civil authorities.
- d. All instances of alleged violations shall be reviewed and acted upon as mandated in the safety policy and human relations policy. This includes reporting the existence of such an alleged instance to Session in a manner that is not prohibited by privacy standards.

Section 4. MANDATORY REPORTING

- a. All Teaching Elders, Ruling Elders, Deacons, church staff and all volunteers working directly with minors are required by law to report to civil legal authorities knowledge of harm, or the risk of harm, related to the physical abuse, neglect, and/or sexual molestation or abuse of a minor. Because the law designates all of the above named persons as mandatory reporters, any information that discloses that any reportable act against a minor may have been committed must be reported regardless of how such information is acquired.

Section 5. REGISTERED SEX OFFENDER POLICY

- a. Known registered sex offenders must submit an application to the Protection Committee seeking permission to attend the church. The Protection Committee shall exercise its discretion in making a determination consistent with the Protection Policy. The Protection Committee may, in its discretion, elect to bar the applicant from the church, or alternatively, may elect to grant access subject to certain specified conditions and restrictions. Registered sex offenders may not enter the church campus under any circumstances, unless the Protection Committee grants access and all conditions for such access are satisfied.
- b. Volunteers who may interact with children in the course of their volunteer activities must submit to and pass a sex offender background check.

Section 6. PROTECTION AND SEXUAL MISCONDUCT POLICY AUDIT

- a. Composition of the audit – At the recommendation of the Protection Committee Session shall periodically commission an external audit to be provided by a qualified outside consultant.

- b. Selection of auditor – The auditor shall be selected by the business administrator or executive Teaching Elder from resources available who are experts in the area of protection policy, sexual misconduct policy and are experts in evaluating churches for compliance with not only civil law, but ecclesiastic requirements.
- c. Duties of the Auditor – The duties of the auditor shall be to inspect all protection policies for compliance with any and all current civil laws and/or requirements. The auditor shall also examine training records to insure that proper ongoing training has been accomplished. Upon completion of the audit, the auditor shall present a written report of findings to the Protection Policy Committee for review and submission to Session.
- d. Term – The auditor shall be hired in accordance with recommendation of the Protection Committee and approved by Session.

ARTICLE XII – CONFLICT OF INTEREST POLICY

Policy on Conflicts of Interest And Disclosure of Certain Interests

This conflict of interest policy is designed to help pastors, officers, and employees of the *RBCPC* identify situations that present potential conflicts of interest and to provide *RBCPC* with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a pastor, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and the procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

Section 1. CONFLICT OF INTEREST DEFINED

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- a. Outside Interests.
 - 1. (i) A Contract or Transaction between *RBCPC* and a Responsible Person or Family Member.
 - 2. (ii) A Contract or Transaction between *RBCPC* and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- b. Outside Activities.

1. (i) A Responsible Person competing with RBCPC in the rendering of services or in any other Contract or Transaction with a third party.
2. (ii) A Responsible Person's having a Material Financial Interest in; or serving as a pastor, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with RBCPC in the provision of services or in any other Contract or Transaction with a third party.

c. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

- (i) does or is seeking business with, or is a competitor of RBCPC; or
- (ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from [Organization Name];
- (iii) is a charitable organization;
- (iv) is a family member of a person who receives financial support from RBCPC under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of RBCPC.

Section 2. DEFINITIONS

- a. A *Conflict of Interest* is any circumstance described in Part 1 of this Policy.
- b. A *Responsible Person* is any person serving as an officer, employee or member of the board of directors of RBCPC.
- c. A *Family Member* is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A *Material Financial Interest* in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation. (The board may wish to establish an amount that it would consider to be a "material financial interest.")
- e. A *Contract or Transaction* is any agreement or relationship involving the sale of purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary

relationship or review of a charitable organization by RBCPC. The making of a gift to *RBCPC* is not a Contract or Transaction.

Section 3. PROCEDURES

- a. Before board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of directors of RBCPC has a Conflict of Interest when he or she stands for election as an officer or for re-election as member of the board of directors.
- e. Responsible Persons who are not members of the board of directors of *RBCPC* or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect *RBCPC's* participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

Section 4. CONFIDENTIALITY

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of *RBCPC*. Furthermore, a Responsible Person shall not disclose or use information relating to the business of *RBCPC* for the personal profit or advantage of the Responsible Person or a Family Member.

Section 5. REVIEW OF POLICY

- a. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Each new Responsible Person shall annually complete a disclosure from identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstance might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to *RBCPC*. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interests, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- c. This policy shall be reviewed annually by each member of the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Rancho Bernardo Community Presbyterian Church (RBCPC)

Conflict of Interest Information Form

Name: _____ Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in *RBCPC*'s Policy on Conflicts of Interest) arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of RBCPC that is currently in effect.

Signature: _____ Date: _____

ARTICLE XIII – INDEMNIFICATION

Section 1. GENERAL

- a. Members of the Session, members of the Board of Trustees, members of the Board of Deacons, members of authorized committees of Session, the Board of Trustees or the Board of Deacons, elected officers, employees, and other church agents are indemnified to the extent allowed by the non-profit corporation law of the State of California then in effect.

ARTICLE XIV – AMENDMENTS

Section 1. GENERAL

- a. Amendments or additions to these bylaws, not in conflict with the Constitution of the Presbyterian Church (U.S.A.) or the laws of the State of California, shall be processed through the Session and submitted to the Congregation for approval.

Section 2. APPROVAL

- a. Amendments or additions to these bylaws shall require a two-thirds vote of a quorum of eligible congregation members present and voting for approval.

Section 3. NOTICE

- a. A notice containing proposed amendments or additions and the call for a meeting of the members shall be made in the manner prescribed in Article V.

CERTIFICATION OF THE CLERK

I the undersigned, certify that I am the presently elected and acting Clerk of the Session of this church, a California non-profit religious corporation, and the above bylaws, consisting of 18 pages, are the bylaws of this congregation as adopted at a meeting of the Congregation held on:

November, 2019

William M. Bokesch
Clerk of Session

