

Central Valley Presbyterian Church
OFFICIAL CONSTITUTION and BY-LAWS
Revised and Adopted April 2020

ARTICLE I NAME

The name of this unincorporated association and church shall be **Central Valley Presbyterian Church**.

ARTICLE II FOUNDATION AND PURPOSE

1. The **FOUNDATION** of this church is the Lord Jesus Christ (1Cor 3:11) who provides guidance for all its affairs through the Word of God and the indwelling presence of the Holy Spirit in believers. This Church does hereby affirm its faith that the Holy Scriptures of the Old and New Testaments in the original autographs are the infallible, inerrant, and inspired Word of God (Mark 13:31).

2. The **PURPOSE** of this church is to glorify God through submission to His Word in true worship, proclaiming grace in Christ to sinners, and building up the saints through doctrinal and applicatory preaching of the whole counsel of God, and faithful observance of Christ's sacraments

ARTICLE III NONPROFIT PURPOSE

This church is organized for nonprofit purposes and is not organized for the private gain of any person.

ARTICLE IV POLITICAL LIMITATION

No substantial part of the activities of this church shall consist of carrying on of propaganda or otherwise attempting to influence legislation and the church shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office. The church does reserve the right to comment on public and private morality.

ARTICLE V DEDICATION OF PROPERTY

The property of this church is irrevocably dedicated to religious purposes and no part of the net income or assets of the church shall ever inure to the benefit of any director, officer, or private person.

ARTICLE VI DISSOLUTION

Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision of payment, of all debts and liabilities of this church shall be distributed to a nonprofit entity organized and operated exclusively for religious purposes and which has established its tax-exempt status with federal and/or state government.

ARTICLE VII GOVERNMENT & AFFILIATION

1. The **AUTHORITY** and Cornerstone of this church is Jesus Christ (Ephesians 5:23). Therefore, we acknowledge no human ecclesiastical authority. We embrace the Old and New Testaments as the only final and binding authority given to us by Christ for all matters relating to faith and practice. (Isa. 8:20; John 8:31; II Tim. 1:13; 4:1-4; I Tim. 6:3).
2. The **GOVERNMENT** of this church shall be a plurality and a parity of Elders chosen and submitted to according to the principles outlined in 1 Timothy 3, Titus 1, and any governing documents (denominational) or creedal statements to which the church should subscribe. The Elders are at all times subject to the authority of Scripture (II Cor. 1:24; 2:17; 4:1-5; I Cor. 4:1-2; I Tim. 5:19-21).
3. The **AFFILIATION** of this church shall be as a member of the Covenant Presbyterian Church (CPC) denomination.

ARTICLE VIII MEMBERSHIP

1. **QUALIFICATIONS.** The membership of this Church shall consist of persons who:
 - Agree to the beliefs and practices of this church as set forth in this Constitution and By-Laws
 - Are not under the lawful discipline of another church
 - Have been lawfully baptized in the name of the Father, Son, and Holy Spirit (Matt. 28:19)
 - Agree to the membership vows as published in the CPC Form of Church Government (FOCG)
 - A. ADMISSION OF MEMBERS.**

Members shall be received by the statement of their faith, their letter from another church of like faith, or restoration after discipline upon satisfactory evidence being given of Scriptural repentance and confession to the church. If the applicant is, or has been, a member of another church, special effort will be made to determine the person's standing in that church and his or her reasons for leaving (Acts 15:1-2 with 24-25). If a former church raises an objection that the Elders consider valid, the applicant may be denied membership at their discretion (3 John 8-10).
 - B. INSTRUCTION TO NEW MEMBERS.**

All persons uniting with this Church in any of the ways set forth in Section A above shall previously, by the Elders, be made acquainted with the Church Constitution and By-Laws, the CPC FOCG and Book of Church Discipline (BOCD), and the Westminster Confession of Faith (WCF).
2. **COMMUNICANT MEMBERS.** All baptized members may come to the Lord's Table unless restricted by church discipline.
3. **DISCIPLINE.** This church shall follow the discipline procedures as outlined in the CPC BOCD. All discipline will be conducted in Christian love for the purpose of confession, repentance, and restoration.
4. **REVOCATION OF MEMBERSHIP**
 - A. Physical Death**

When a member dies, his or her name shall automatically be removed from the membership records (Heb. 12:23).

B. By Transfer

If requested, the Elders will grant to a departing member in good standing, a Letter of Transfer to the fellowship of another church (Acts 18:27). Should the member be under the discipline of this church and wish to transfer, the church requesting a letter shall be notified of the discipline. The Elders may then decide, in cooperation with the requesting church, whether or not to grant a Letter of Transfer. The Elders may refuse, on a case-by-case basis, to grant a Letter of Transfer to any church which is, in their judgment, disloyal to "the faith which was once for all delivered unto the saints" (Jude 3) or which does not exercise godly care over its members. In some cases, where a member wishes to transfer his or her membership to a church that, while not of like practice, is yet considered faithful to the Scriptures, the Elders may decide to grant the departing member a Letter of Good Standing.

C. By Renunciation of the Faith

Membership in this church is entered into and initiated jointly by subscription to the vows found in the CPC FOCG. Accordingly, it follows that members who renounce those vows may resign their membership peaceably in an orderly manner. Such members will have their names erased from the church's membership records in accordance with the CPC BOCD.

D. By Lack of Attendance

In the unlikely event a member ceases to regularly attend the stated meetings of the church, every effort will be made to determine the cause of absence. Should a member fail to attend for twelve months, the Elders may decide to erase the member's name from the membership records in accordance with the CPC BOCD. At all times, effort will be made to restore and reconcile a member to the Body and/or assist the member in finding an alternative church which to join.

E. By Excommunication

According to the teachings of Scripture, a congregation must cut off from its fellowship and visible membership any person who refuses to submit to scriptural discipline of Matthew 18:15-17 as set forth in in the CPC BOCD.

5. DISCLOSURE

Central Valley Presbyterian Church does not exist in isolation from, but is a part of all true churches (Gal 1:13, 22; Eph 3:21). Accordingly, open and forthright communication among churches is vital for the purity, peace, edification, and unity of the Bride of Christ. Therefore the Elders may, at their discretion, disclose to the members of the Central Valley Presbyterian Church and to other like-minded churches the circumstances under which a person's membership was terminated (Acts 15:24; 1 Tim 1:20; 2 Tim 2:17; 4:10).

Central Valley Presbyterian Church does not exist in isolation from society at large. Accordingly, it has a moral obligation both to act with integrity and to maintain its testimony before the civil authorities and society in general (2 Cor 8:20-21). Therefore, the Elders may, at their discretion and where appropriate, disclose to persons outside the ecclesiastical circles mentioned above the circumstances under which a person's membership was terminated (Lev 5:1; Prov 29:24; Rom 13:1-7; 1 Pet 4:15).

Termination of membership does not give license to former members to sow discord, to spread false teachings or slander, or to engage in any other behavior that threatens the peace and unity of this church or all true churches. Accordingly, when it is established that a member is behaving divisively, the Elders may issue whatever warnings they deem appropriate to preserve the peace and harmony of this congregation and to all true churches in accordance with the CPC BOCD (Acts 15:24; Rom 16:17-20; 1 Tim 1:20; 2 Tim 2:17; 4:14-15).

6. **APPEAL.** Notwithstanding any of the provisions above, members shall have the right

to appeal any decision(s) of the session to the presbytery in accordance with the CPC BOCD.

ARTICLE IX CHURCH ADMINISTRATION

1. **GENERAL STATEMENT.** The official leaders of the Church shall be Elders and Deacons as outlined in **Appendices A** and **B**. All other appointees, teachers, and committee members shall be appointed by, and serve under, the supervision of the Elders and shall be active members in good standing. All decisions of the Elders shall require unanimous consensus, except for the unique disciplinary situation described below under **Article IX, Section 1, Part B**.

A. **Calling a New Vocational Elder.** Upon vacancy of the teaching Elder the remaining Elders shall be the Pulpit Committee and may seek the input of the Deacons and the congregation. Until the preaching vacancy has been filled, the remaining Elders shall in the interim preach or invite a preaching elder from another Body. Should it be necessary to go outside the Body, any person invited to fill the preaching Elder position shall meet all of the requirements as outlined in the CPC FOCG, and receive unanimous nomination by the existing elders as well as the approbation of the church membership at a duly called membership meeting.

B. **Dismissing an Elder from Session or Office.** Elders who walk sinfully must not be spared but be rebuked before the whole congregation (1 Tim 5:20; Lev 4:22,27). This must be done to bring godly fear of sin before all (Gen 39:9; Ps 19:13). Any admonishment, rebuke, or censure of an ordained Elder shall follow the procedures outlined in the CPC BOCD. If there is repentance before or after this step, the remaining Elders are to decide whether or not the Elder should remain in his position as a member of the church's Session. If the remaining Elders decide that the offending Elder should be removed from the Session, a specially called meeting will be scheduled to announce the decision and present the grounds upon which the decision was made. Should an Elder's offense be of the nature to question his qualifications for office, appeal will be made to the CPC Presbytery in accordance to the CPC BOCD and FOCG.

C. **Severance.** Should a vocational Elder resign in good standing, a severance pay of one week per year of service, with a minimum of 4 weeks and a maximum of 12 weeks shall be given. The vocational Elder is expected to give the church at least one month's notice.

2. **COMMUNICATION.** The Elders shall at least annually communicate to the congregation at a specially called meeting their decisions regarding an annual budget, unbudgeted expenditures, appointments, and recommendations for Elders or Deacons. The Elders may, at any time, determine an issue of significant importance to convene the church membership.

3. **EMPLOYEES.** The Elders may, as the situation warrants, hire employees to meet church needs. The Elders shall be responsible for determining the duties of and hiring such personnel.

ARTICLE X CHURCH FINANCES

1. **CONTRIBUTIONS.** All money contributed to the church shall be duly recorded and deposited by any volunteers the Elders or Deacons may appoint. Weekly reports will be given to the Session, as well as any other people they direct.

2. **FINANCIAL PLANNING.** The Elders shall determine the budget for the year on an annual basis. The Elders shall make available upon request the church budget.
3. **TRUSTEES.** The Elders who make up the church Session shall be the trustees for the Church. These trustees will be the agents of process.
4. **AUTHORITY TO BIND THE CHURCH.** Only the Elders have authority, in accordance with this Constitution and By-Laws, and any other applicable state or federal laws, to execute legal documents relating to real estate, church property, and church finances.
5. **REPORTS/AUDITS.** Financial reports shall be kept for a period of seven years and made available to any member upon request.

ARTICLE XI CHURCH PROPERTY

In the event of a division of this Church, the property and assets of this Church shall normally belong to that group of division that represents the largest portion of the membership recognizing this Constitution and By-Laws. However, in the case where 33% or more of a the existing membership decides to depart to form a different church and remain in the CPC, the allocation of church property will be made by the Session in conjunction with the CPC Presbytery.

ARTICLE XII REVISIONS & AMENDMENTS

The Constitution and By-Laws shall be amended upon recommendation of the Elders. All revisions, additions and amendments shall be recorded in the official business meeting minutes stating the original wording and the revised, added or amended wording in the new constitution.

ARTICLE XIII MEETINGS

1. **WORSHIP.** Public services shall be held every Sunday, barring any unforeseen circumstances. The Elders may, at their discretion, initiate other church services during the week.

2. FOR BUSINESS.

A. **The Annual Meeting.** An annual meeting shall be held some time during the first quarter of the calendar year for the purpose of reviewing the prior year, discussing the budget, and reviewing other business.

B. **Special Meetings.** The Elders may at times call for a special meeting. Notice of the meeting shall be given two weeks in advance from the pulpit or by letter, phone, or email. The particular object of such meeting shall be clearly stated in the notice. In the case of an emergency, the meeting can be called within a shorter period of time if the entire active membership has been contacted by telephone or mail and at least 50% of the membership is able to attend.

ARTICLE XIV INDEMNIFICATION CLAUSE

1. **RIGHT OF INDEMNITY.** To the fullest extent permitted by law, this unincorporated association shall indemnify its directors, officers, employees, and agents, as allowed by either federal or state law, position, against all expenses, judgments, fines, settlements and other

amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in federal and state law, and including an action by or in the right of the unincorporated association.

2. **APPROVAL OF INDEMNITY.** On written request of any person seeking indemnification under federal or state law, the directors of this association shall promptly determine whether the applicable standard of conduct set forth in federal and state law has been met and, if so, the directors of the association shall authorize indemnification inasmuch as allowed by law. If the directors of the association cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the directors of the association shall promptly call a meeting of members. At that meeting the members shall determine under federal and state law the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification. If the members are unable to authorize indemnification, application to authorize indemnification may be made to the court in which the proceeding is or was pending.

3. **ADVANCEMENT OF EXPENSES.** To the fullest extent permitted by law, and except as otherwise determined by the directors of the association, in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article shall be advanced by the association before final disposition of the proceeding. The advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the association for those expenses.

4. **INDEMNIFICATION CONSISTENT WITH FEDERAL AND STATE LAW.** No provision made by this association to indemnify its directors, officers, employees and agents for the defense of any proceeding, whether contained in the this Constitution and By-Laws, a resolution of the Session, an agreement, or otherwise, shall be valid unless it is consistent with this Constitution and By-Laws and with federal and state law.