



Village Church

FOLLOWING JESUS FOR LIFE

NOMINEES FOR ELDER, DEACON & NOMINATING COMMITTEE

Sunday, October 25

The Nominating Committee of The Village Church will place in nomination the following individuals for election to the office of Elder, Deacon, or member of the Nominating Committee at the Sunday, October 25 meeting of the Congregation. For your information and prayer, each has provided the following information.

FOR THE OFFICE OF ELDER



Susan Appleby

Born in New York City, I grew up outside of Chicago, in Lake Forest, Illinois. I met my late husband, Scott during the summer between my sophomore and junior years at Wheaton College, Massachusetts, and we began a two-year long-distance courtship. After graduating in 1985, I moved to San Francisco to be close to Scott, and we married in 1987, moving to San Diego in 1991.

Scott and I raised two sons, Will & Andrew, and have made our home in Rancho Santa Fe. We began attending The Village Church in 2004, after being invited to the 5:00 'Family Service' here. It has been our church home since, and is where we celebrated my husband's life, after losing him to cancer this past March.

My faith has been my strength, since coming to Christ in my early 30's, and the faith in God's goodness and promises are what guided Scott and me through his 9-year battle with cancer. Our sons are now married, both living nearby, with children of their own. Our five grandchildren range in age from 7 months to 4 1/2 years, and three attend the Village Preschool.

My professional experience includes interior design (before children), Professional Volunteer (while raising children), and non-profit leadership and consulting (empty nest), the highlight of which was managing the Library Guild of Rancho Santa Fe from 2010-2020. Here at The Village, I have served on both the Youth Commission, and now on Worship Commission. My heart and commitment to service are here, to this church community and the north county community which surrounds it.

I am honored to be considered for the role of Worship Elder, and look forward to serving with faith, joy, and with the wisdom and discernment that come from our Creator.



Nina Lovejoy

Nina Lovejoy has been a faithful and dedicated member of the Village Church for over 30 years. Raised in the Presbyterian faith, she has a lifelong relationship with Christ and a genuine desire to serve both the church and those around her.

Throughout her years of membership, Nina has demonstrated a consistent commitment to ministry and leadership. She has served on the Missions, Children's, Youth and Women's Ministries Commissions; and has been a member of the nominating committee. She is an ordained elder who has twice served on

session and chaired two Associate Pastor Nominating Committees. She has also been an active participant in small group ministry, building meaningful relationships and encouraging others in their faith.

Nina's life reflects a heart for service, a strong commitment to the church, and a willingness to share her time, gifts, and experience wherever they are needed. Her years of faithful involvement and servant leadership have made her a valued and trusted member of the Village Church community.

FOR THE OFFICE OF ELDER



Rick Puttkammer

Kim and I have been members at The Village Church for about 30 years. I have served as a greeter, usher (Jere Oren era) and Deacon (during COVID). The good Lord has prepared me to continue to serve, and I look forward to seeing what He has in store for me as an Elder.

All three of our boys attended The Village Church preschool and our youngest was involved in the youth program while in Jr high and high school.

I am still working as an advisor to shopping center owners but find time to travel to visit our three grandkiddos in Winston Salem, NC and the soon to be three in Dallas, Texas.

When I am not working or traveling, you can find me on the pickleball court.



Christy Wilson

Having grown up in Rancho Santa Fe, I have been a member of The Village Church on and off for many years. I am a huge believer in the notion of servant leadership and the words of Jesus, “I have set you an example that you should do as I have done for you” (John 13:15). I would be humbled to have an opportunity to serve a second term as an Elder. Working with our staff and congregation to lay the foundation for the future work of our Village Church has been personally and spiritually rewarding.

FOR THE OFFICE OF DEACON



Nancy Driscoll

I have attended The Village Church for many years and became a member about five years ago. I have served as a deacon for the past three year and as the moderator in 2026. Serving God's people and working alongside them gives me joy. I would very much like to serve another three-year term on the Board of Deacons at The Village Church.



Heather Haight

My name is Heather, my husband is Ryan and my 9-year-old son is Duncan and we attend the contemporary service. I'm a native San Diegan and raised in the Presbyterian faith. I found a true spiritual home at The Village Church after joining five years ago. Driven by a genuine love for being around people and community, I am eager to deepen my involvement by becoming a Deacon



Bob Heintz

I am requesting your confidence in me to serve a 3rd term as a Deacon at The Village Church. God has called us to serve him through serving others with the gifts he has given us. As a Deacon, you are allowing me to be an extension of his loving care in a small but meaningful way.

FOR THE OFFICE OF DEACON



Rebecca Jessen

Rebecca Jessen has been a member of The Village Church for approx. 13 years. I started contributing with my now husband, Tuck, by creating a Welcome Table.

We were married in the chapel by Jack on Dec. 28, 2016. I have served as a Deacon and Elder previously here at The Village Church and at several other Presbyterian churches prior. I have also helped with Vacation Bible School for several years, as well as several other general committees.

I look forward to continuing to serve in this new capacity.



Lillian Leslie

As life-long Presbyterians, my husband and I joined The Village Church in 2020, just before COVID hit this nation. Unfortunately, COVID took Dick's life. Soon after his death, I attended the Journey Through Grief class which provided a path for me to deal with my sorrow. Soon after that class I was asked to fill an empty deacon position. What a difference that volunteer service and camaraderie has made in my life for the past 2 years. I would be honored and blessed to serve another 3-year term.



Vicki Stone

I've been with The Village Church since attending in the late 1980's when I moved to California from Ohio. I'm blessed to serve for another term as a Deacon, overseeing a flock. Some may know me as the "Deacon with the dog" from my puppy raising years, having raised 9 puppies to become service dogs and who often came to church with me.

With Pastor Jack's recent sermon regarding Faith being a team sport, I feel we are all called to do our part, so I look forward to being the hands and feet of Jesus for our congregation.

FOR THE OFFICE OF DEACON



Phil Thomas

My Christian faith has grown from a belief on the periphery of my life into an active desire to know Jesus more personally. Growing up in a family shaped by multiple divorces, I believed in Jesus but often struggled with organized religion. Time away from my family during military service in 2023 and 2025 gave me space to reflect and explore His teachings. While attending the Army War College in Carlisle, Pennsylvania, I began attending First Presbyterian Church and developed a friendship with the pastor, who continues to mentor me through weekly conversations. He helped me understand that faith does not require having every answer and that Christian community is essential to spiritual growth.

His recommendation led me to The Village Community Presbyterian Church, where David Herman invited me to become a member. I still have many questions, but I am growing in my relationship with Christ and see serving as a deacon as a meaningful opportunity to put my faith into practice, care for others, and help create a welcoming community for all who seek a closer relationship with Him.



George Ann Wurster

I've been a believer and a regular church attender since I was a child. Over the course of my life, I've attended many different churches and many different denominations. I have found that the denominations are more alike than they are different. I was very happy to discover The Village Church when we moved to the area a few years ago. My husband and I joined the church last year. We both participate in the Wednesday Bible Studies which we enjoy very much. Pastor Jack and Pastor Jan are both gifted scholars, teachers and speakers. I'm also impressed at the number of parishioners who help out during church and before and after, as well as the different outreach groups. I look forward supporting the ministry of this wonderful church.

FOR MEMBERSHIP ON THE NOMINATING COMMITTEE OF THE CONGREGATION



Leslie Conner

Serving in the church is an important part of my life and I'm currently involved in several different ways – as a Deacon, a singer in the Chancel Choir, a member of the Nominating Committee and the Church Audit Committee. My hope is to bring thoughtful energy to whatever I'm involved in – and I am always working to be a better disciple of Christ.



Kathleen Nassi

I have been a member of the Village Church in Rancho Santa Fe for 46 years. I have served as both an Elder & several terms as a Deacon. I served as Elder on the Mission Commission. I have traveled on mission trips to Brazil, Mexico, and Egypt. I have also served on Student Ministries, Discipleship, and the Connecting Commissions. I have put on several Women's Retreats both weekend and day retreats. I like being an active serving member of our congregation.

I am a believer of Faith in Action. I have a servant's heart, and I look forward to serving our church as a member of the nominating committee.



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STATEMENT OF AUTHORITY

This church acknowledges *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*, as binding upon itself and all its members. The church is subject to the guidance and direction of the General Assembly, the Synod, and the Presbytery. These Bylaws are to be interpreted in accordance with *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*, as understood by the relevant judicatories, and with the corporate laws of the State of California. They establish the ecclesiastical and corporate structure and operational methods for this church and method of operation of this particular church as determined in the sole and final discretion of the Session.

ARTICLE I

GENERAL INFORMATION

1.1 Name. The name of this corporation is The Village Community Presbyterian Church, Rancho Santa Fe, California.

(A) The principal office for the transaction of the activities and affairs of this corporation is located at 6225 Paseo Delicias, Rancho Santa Fe, in the County of San Diego, in the State of California. The Session may change the location of the principal office. Any such change of location must be noted by the secretary in the corporate Minutes; alternatively, this Section of the Bylaws may be amended to state the new location.

(B) The Session may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

1.2 Purpose. The specific purpose of this corporation is to nurture individuals and witness to the world the heart, soul, mind, and strength of Jesus Christ through loving fellowship, inspiring worship, biblical education, and dynamic service. The corporation is empowered to receive, hold, and distribute gifts, bequests, devises, and other funds for these purposes. It may own, maintain, or lease real estate and buildings, as well as any necessary personal property, and enter contracts for any lawful purpose without limitation on the amount.

1.3 Context. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

1.4 Congregational Membership.

(A) General. Admission to, and the basis for termination or suspension from, membership in this church shall be governed in accordance with *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*.

(B) Classes of Members. There are three classes of members: Baptized, Active, and Affiliate. The Session is responsible for determining the appropriate class for each congregational member, as outlined in *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*. No individual may hold more than one membership.

1.5 Congregational Meetings.

(A) The congregation shall hold an annual meeting and may hold special meetings as necessary, for any or all of the purposes appropriate for congregational consideration. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting. The Senior Pastor shall ordinarily moderate all meetings of the congregation. The meetings shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*.

(B) Business to be transacted at meetings of the congregation shall be limited to matters related to the following:

- (1) Electing ruling elders, deacons, and Nominating Committee members;
- (2) Calling a Pastor, Co-Pastor, or Executive Associate Pastor;
- (3) Changing existing Pastoral relationships, by such means as reviewing the adequacy of and approving changes to the terms of call of the Pastor or Pastors;
- (4) Other reports of concern to the congregation;
- (5) Other matters as allowed by *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*.

(C) Eligibility of Voting. All active members of the congregation present at either annual or special meetings are entitled to vote.

(D) Special Meetings. Special meetings of the Congregation may be called by the Session, by the Session at the request of the presbytery, or by the Session in response to a written request from one-fourth of the active members, stating the specific reason for the meeting. Upon such request, the Session must schedule the meeting within forty-five (45) days.

(E) Notice of Meetings. Notice of each annual or special meeting shall be announced using electronic mail, the Church's website and/or other customary church communication channels for two consecutive Sundays, with the second announcement possibly occurring on the meeting date. The notice must clearly state the purpose of the meeting.

(G) The record date for determining the active members entitled to vote, and to be counted for quorum purposes at any annual or special meeting of the Congregation shall be the close of business on the seventh (7th) day before the meeting. Such determination shall be based on the membership roll maintained under authority of the Session. Upon request, the Clerk of Session shall present the membership roll at the meeting.

ARTICLE II

NOMINATION, ELECTION, ORDINATION AND INSTALLATION OF CHURCH OFFICERS

2.1 Congregation Nominating Committee.

(A) There shall be a Congregation Nominating Committee composed of nine (9) active members. Two members shall be designated by and from the Session, one of whom shall be designated as Moderator, and one designated as Vice Moderator each to serve for one year. Designated members from Session shall not serve more than two (2) consecutive years. The Moderator of the Board of Deacons shall serve on the committee. Six (6) active members shall be elected by the congregation, none of whom shall be in active service on the Session or Board of Deacons, each to serve a three-year term. Active members elected may not serve for more than two consecutive (2) terms. The Senior Pastor and Executive Associate Pastor shall be members of the Congregation Nominating Committee, but without vote.

2.2 Nominations.

(A) The Congregation Nominating Committee shall present for consideration by the congregation one qualified and eligible member only 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. The nominations of the Nominating Committee shall be published in the church bulletin before the consideration by the congregation. No member of the Nominating Committee may be nominated to any position before the Committee. No member of the Nominating Committee may nominate a family member to any position

before the Committee. If a family member is nominated for a position before the Committee, any family member on the Committee shall abstain from voting.

(B) Each nominee presented shall have consented to serve, if elected.

(C) Subsequent to the report of the Congregation Nominating Committee nominations of qualified and eligible members may be made from the floor by any Active member, provided such nominee shall have consented to serve, if elected.

2.3 Terms of Office.

(A) Ruling Elder-Trustees:

(1) Ruling Elder-Trustees shall be elected to serve terms of no more than three years on the Session. No Ruling Elder-Trustee shall be eligible to serve more than two consecutive terms. A Ruling Elder-Trustee who has served two consecutive terms shall be ineligible for election to Session for at least one year.

(2) Election shall be to classes as nearly equal in number as possible, with the term of only one class ending each year.

(3) A Ruling Elder-Trustee shall hold office until his/her successor has been elected and installed; until he/she shall resign, be removed, or otherwise disqualified.

(B) Deacons:

(1) Deacons shall be elected to serve terms of no more than three years. No Deacon shall be eligible to serve more than two consecutive terms. A Deacon who has served two consecutive terms shall be ineligible for election as a Deacon for at least one year.

(2) Election shall be to classes as nearly equal in number as possible, with the term of only one class ending each year.

(3) A Deacon shall hold office until his/her successor has been elected and installed; until he/she or she shall resign, be removed, or otherwise disqualified.

2.4 Ordination and Installation.

(A) Elder-Trustees and Deacons having been duly elected at the Special Meeting of the Congregation called for that purpose in October shall be ordained, if required, and installed to take office in January or immediately following election if election was at the Annual meeting or other Special Meeting.

ARTICLE III

THE SESSION

3.1 Members. The Session of this church shall consist of twelve (12) elected, ordained, and installed Elder-Trustees, the Senior Pastor and the Executive Associate Pastor. All members of the Session are entitled to vote

3.2 Regular Meetings. The Session shall hold regular meetings monthly, except when cancelled by Session action. The date, time, and place for all meetings shall be as prescribed by the Session.

3.3 Joint Meetings. A joint meeting between the Session and the Board of Deacons shall be held at least annually to confer on matters of common interest, with the Moderator of the 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.

3.4 Special Meetings.

(A) Special meetings of the Session may be called by:

- (1) The Senior Pastor;
- (2) The Senior Pastor when requested to do so by any two Elder-Trustee Session members;
- (3) The Senior Pastor when directed to do so by the Presbytery.

(B) Notice of Special meetings shall be by a minimum of forty-eight (48) hours' notice delivered personally, by telephone, or by electronic mail to all Session members prior to such meeting; provided however, notice shall be mailed and/or telephone notice attempted to be made to all Elder-Trustees; provided further, an inadvertent failure to give notice to any Session member shall not invalidate any Special meeting or any action taken at such meeting if a good-faith effort was made to notify all Session members in accordance with this subsection.

(C) Notwithstanding anything in the California Religious Non-Profit Corporation Law, such notice of Special Meetings need not specify the purpose of the meeting for purely ecclesiastical matters; provided however, if material corporate actions are expected to be considered (including borrowing, initiation or settlement of litigation, approval of indemnification or advancement, and employment of senior clergy or executive staff), the notice shall state the general nature of the proposed corporate action.

3.5 Quorum.

(A) A quorum shall consist of the Senior Pastor as Moderator and seven (7) members of Session present in person.

(B) In the absence of a quorum, any meeting of the Session may be adjourned by the vote of the majority of the voting members present. Without a quorum, any action taken is not binding on the Session, but must be ratified at the next meeting when a quorum is present.

(C) Session 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.

3.6 Officers.

(A) Moderator. The Moderator of the Session shall be the Senior Pastor.

(1) When this church is without a Senior Pastor, the Moderator of the Session shall be a minister appointed for that purpose by the Presbytery.

(2) 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 an ordained Elder as Clerk of Session.

3.7 Powers and Duties.

(A) The Session shall have authority over all the affairs and activities of this church, both spiritual and corporate, except in such matters as may *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*, or these Bylaws, be specifically accorded to the Pastor to the Congregation, or to higher jurisdictions.

(B) Subject to the limitations of the California Nonprofit Religious Corporation Law, the Articles of Incorporation of this corporation, and/or these Bylaws, the Session shall have the power to:

(1) Appoint and remove, at the pleasure of the Session, all corporate officers, prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; and require from them security for faithful service;

(2) Conduct, manage, and control the corporation's temporal affairs and activities and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, and these Bylaws, as the Session deems best;

(3) Borrow money and incur indebtedness on the corporation's behalf, and cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities;

(4) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with these Bylaws and the Articles of Incorporation of this corporation;

(5) Adopt and use a corporate seal and alter the form of the seal.

ARTICLE IV

THE BOARD OF TRUSTEES

4.1 Members. Elders elected to the Session shall thereby also be elected to be Trustees. The Elder-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.): Book of Order, Part II*, the corporate laws of the State of California, and these Bylaws.

4.2 Regular Meetings. Regular meetings of the Session shall also be considered to be meetings of the Board of Trustees and are as prescribed in Article III, Section 3.2 of these Bylaws.

4.3 Special Meetings. Special meetings of the Session shall also be considered to be meetings of the Board of Trustees and are as prescribed in Article III, Section 3.4 of these Bylaws.

4.4 Quorum. A quorum is as prescribed in Article III, Section 3.5 of these Bylaws.

4.5 Officers.

(A) The Officers of this Corporation shall be a President, Vice President, and Secretary elected from within the Session, and a Treasurer elected from within or without the Session. These officers shall be elected annually by the Session, and each shall hold office until his/her successor has been elected, until he/she shall resign, or shall be removed or otherwise disqualified. Any officer may be reelected to succeed himself/herself if still eligible.

(B) A vacancy in any of these offices shall be filled by the Session at any regular or special meeting of the Session. This does not apply to the election of Elder-Trustees which is the express privilege of the Congregation.

(C) The duties and responsibilities of the Officers of this Corporation are as prescribed in Article VII.

4.6 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 with 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; or acquire real property subject to an encumbrance or condition or lease its real property used for worship; or lease any other real property without the written permission of the Presbytery, pursuant to a request transmitted from the Congregation through the Session.

(C) All real and/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, its successors or assigns.

(D) If the congregation is dissolved by the presbytery, all property and assets shall be held, used, and applied for such uses as the presbytery may direct in conformity with *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*.

4.7 Delegation of Authority. The Board of Trustees, subject to the limitations of these Bylaws, may authorize any office or agent to enter into any contract and execute any instrument on behalf of this corporation. They may also be given authority in the name of the corporation to borrow money or incur indebtedness, and to cause them to be executed and delivered promissory notes, deeds of trust, mortgages, pledges, or other evidence of debt and security, therefore. Unless it is

so authorized, no officer, agent, or employee shall have any power of authority to bind this corporation to any contract or agreement.

4.8 Corporate Documents. Subject to any contrary authorization pursuant to the provisions of Section 7 of this article, the President, or in his/her absence, the Vice President 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 V

THE BOARD OF DEACONS

5.1 Members.

- (A) The Board of Deacons of this church shall consist of twenty-four (24) elected, ordained, and installed Deacons.
- (B) The Senior Pastor and Executive Associate Pastor shall be advisory members of the Board of Deacons.
- (C) Terms of Service of Deacons shall be in conformity with the provisions of the Form of Government.

5.2 Regular Meetings. The Board of Deacons will meet monthly unless a prior decision cancels the meeting. The date, time, and place of all meetings shall be as prescribed by the Board of Deacons.

5.3 Joint Meetings. A joint meeting of the Session and the Board of Deacons shall be held as prescribed in Article III, Section 3.3.

5.4 Special Meetings.

- (A) Special meetings of the Board of Deacons may be called by:
 - (1) The Session;
 - (2) The Moderator of the Board of Deacons;
 - (3) The Moderator of the Board of Deacons, when requested to do so by any two Deacons in active service.
- (B) Notice of Special meetings shall be made in a manner as prescribed by the Board of Deacons.

5.5 Quorum.

(A) A quorum shall consist of the Moderator, or other presiding officer and twelve (12) Deacons present in person.

(B) In the absence of a quorum, any meeting of the Board of Deacons may be adjourned by the vote of the majority of the voting members present. Without a quorum, any action taken is not binding on the Board of Deacons but must be ratified at the next meeting when a quorum is present.

5.6 Officers.

(A) Moderator. The Moderator of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.

(B) All meetings of the Board of Deacons shall be opened and closed with prayer.

(C) Secretary. The Secretary of the Board of Deacons shall be elected 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 Board of Deacons

(1) The Treasurer shall keep records of accounts and shall report to the Board of Deacons periodically all financial transactions.

5.7 Duties.

(A) As the whole church is under the jurisdiction of the Session, the Board of Deacons shall also be under its supervision and authority. The Session may void or amend any action of the Board of Deacons or direct the Board of Deacons to reconsider such actions.

(B) The ministry of deacon as set forth in Scripture is one of compassion, witness, and service, sharing in the redeeming love of Jesus Christ for the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress. Persons of spiritual character, honest repute, exemplary lives, brotherly and sisterly love, sincere compassion, and sound judgment should be chosen for this ministry. Deacons shall assume other duties as may be delegated to them by the Session, including assisting with the Lord's Supper.

(C) The Board of Deacons shall keep records of its proceedings and funds at its disposal and shall prepare and submit to the Session an annual report of its activities.

ARTICLE VI

RULES COMMON TO THE SESSION AND COMMISSIONS

6.1 Qualifications and Standards of Elders-Trustees.

(A) All Elder-Trustees must make (or have made) a public declaration that Jesus Christ is their Lord and Savior, and that the Holy Bible is the infallible divine revelation from God. Elder-Trustees must hold to the traditional teachings of Jesus Christ and His direct disciples, including keeping the commandments of God and the faith of Jesus as described in the Holy Bible. Elder-Trustees must strive to demonstrate a positive and growing commitment to Christ by regular attendance at church and continued study and obedience to the Bible in all areas of life. They should maintain a regular experience of forgiveness, renewal, and surrender to the Holy Spirit. They should demonstrate Christian love with service, honesty, personal integrity, and recognition of the rights of others. At all times they should keep an emphasis upon glorifying God in all thoughts and actions.

6.2 Vacancies on Session. A vacancy or vacancies on the Session shall occur in the event of (a) the death or resignation of any Elder-Trustee, (b) the declaration by Session resolution of a vacancy of the office of an Elder-Trustee who has been convicted of a felony or declared of unsound mind by a court order, (c) an Elder-Trustee ceases to be an Active member of this church, (d) or see section 6.8.

6.3 Filling Vacancy. Under any of these conditions, the vacancy shall be filled at the next Annual or Special meeting of the Congregation called for that purpose.

6.4 Action of Elder-Trustees Without a Meeting.

(A) Remote Meetings. Meetings of the Congregation, Session, Board of Trustees, Board of Deacons, any commission, or any committee created or governed by those bodies may be held by telephone, videoconference, or audioconference. A vote taken at a remote meeting has the same effect as a vote taken at an in-person meeting. However, any congregational action to amend these Bylaws must be taken at an in-person meeting.

- (1) Session E-Votes for Routine Matters. The Session may vote by electronic mail or another digital communication platform (an “E-Vote”) on routine matters, such as setting or changing meeting dates. No motion is required. Approval requires the affirmative vote of two-thirds of the active Elder-Trustees. The Clerk of Session shall retain a record of each E-Vote and include it in the minutes of the next Session meeting.
- (2) Session E-Votes for Non-Routine Matters Requiring Immediate Action. A non-routine matter requiring immediate action, such as a request to approve a fundraising event, may be considered by E-Vote under the following procedures:

(a) Submission and review. The Elder-Trustee requesting the E-Vote shall submit the proposed motion to the Moderator. If the Moderator determines that the matter should not be considered outside a called Session meeting, the motion shall be returned to the requester for presentation at the next Session meeting.

(b) Notice and objection. If the Moderator authorizes consideration by E-Vote, the Moderator or Clerk of Session shall distribute the motion and supporting materials to the Session at least 48 hours before the vote. If two or more members deliver a written objection to all Session members, the motion shall be returned to the requester for presentation at the next Session meeting.

(c) Approval. The action is approved only upon the affirmative vote of two-thirds of the active Elder-Trustees.

(d) Record. The Clerk of Session shall retain a record of each E-Vote and include it in the minutes of the next Session meeting.

6.5 Commissions.

(A) The Session, by resolution may create one or more Commissions, each consisting of two or more Elder-Trustees who may appoint members from the congregation.

6.6 Meetings and Actions of Commissions. Meetings and actions of Commissions shall be governed by, held, and taken under the provisions of these Bylaws. Minutes of each meeting shall be kept.

6.7 Actions of “Interested” Elder-Trustees.

(A) No Elder-Trustee of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Elder-Trustees are Trustee or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless:

(1) The material facts regarding such Elder-Director's financial interest in such contract or transaction or regarding such common directorship, officer-ship, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all board members before consideration by the board of such contract or transaction;

(2) Such contract or transaction is authorized in good faith by a majority of the Session by a vote sufficient for that purpose without counting the vote of the interested Elder-Trustee(s);

(3) Before authorizing or approving the transaction, the Session considers and in good faith decides after reasonable investigation that the corporation could not

obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the corporation's religious purposes; and

(4) This corporation enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this corporation or was in furtherance of its religious purposes at the time the transaction is entered into.

(B) This Section does not apply to a transaction that is part of a public, charitable, or religious program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more Elder-Trustees or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

6.8 Dissolution of Elder-Trustee.

(A) Dissolution of Relationship

An Elder-Trustee or Deacon may resign from the session or Board of Deacons, with the Session's consent. On ceasing to be an active member of the congregation, an Elder-Trustee or Deacon ceases to be a member of its Session or Board of Deacons. When an Elder-Trustee or Deacon, because of change of residence or disability, is unable for a period of three-months to perform the duties of the ministry to which he or she was installed, the active relationship shall be dissolved by the Session unless there is good reason not to do so, which shall be recorded.

(B) Release from Ministry as an Elder-Trustee or Deacon

If an Elder-Trustee or Deacon who is in good standing, against whom no inquiry has been initiated, and against whom no charges have been filed, shall make application to the Session to be released from the exercise of the ordered ministry, the Session upon granting the release, shall delete that person's name from the appropriate register of Elder-Trustee or Deacons of the congregation. No judgment of failure on the part of the Elder-Trustee or Deacon is implied in this action. Release from the exercise of the ministry of Elder-Trustee or Deacon requires a discontinuation of all functions of that ministry. The status of one so released shall be the same as any church member. Should a person released under this section later desire to be restored to that ordered ministry, that person shall make application to the Session that granted the release, and upon approval of the Session, that person shall be restored to the exercise of the ministry from which he/she was released without re-ordination.

(C) Renunciation of Jurisdiction

When an Elder-Trustee or Deacon submits to the Clerk of Session a written statement renouncing the jurisdiction of this church, the renunciation shall be effective upon receipt. When an Elder-

Trustee or Deacon persists in work disapproved by the Session, the session shall consult with him/her and shall give notice of its disapproval. If, after having been provided opportunity for consultation and upon written notice of its disapproval, the Elder-Trustee or Deacon persists in the work; the Session may then conclude that the Elder-Trustee or Deacon has renounced the jurisdiction of this church. Renunciation of jurisdiction shall remove the Elder-Trustee or Deacon from membership and ordered ministry and shall terminate the exercise of the ministry. The renunciation shall be reported by the Clerk of Session at the next meeting of the Session, which shall record the renunciation, delete the name of the Elder-Trustee or Deacon from the appropriate register, and take such other administrative actions as may be required.

ARTICLE VII

OFFICERS

7.1 Number and Appointment of Trustees. The Trustees of this corporation shall be at minimum a President, Vice President, Secretary, and a Treasurer.

7.2 Removal of Officers. Subject to the rights of any officer under any employment contract, officers of this corporation shall be chosen by the Session, shall serve at the pleasure of the Session. Officers, therefore, may be terminated by the Session at any time with or without cause.

7.3 Resignation of Officers. Any officer may resign at any time by giving written notice to the Session. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

7.4 Duties of President. The President shall oversee the activities of the corporation.

7.5 Duties of Vice-President. If the President is absent or disabled, the vice president shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President.

7.6 Duties of Secretary.

(A) The secretary, or Clerk of Session, shall keep or cause to be kept at the corporation's principal office or such other place as the Session may direct, a book of minutes of all meetings, proceedings, and actions of the Session. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, general, or special, and, if special, how authorized, the notice given, and the names of persons present at the Session and committee meetings.

(B) The secretary, or Clerk of Session, shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and Bylaws, as amended to date.

(C) The secretary, or Clerk of Session, shall give, or cause to be given, notice of all meetings of the Session, and of committees of the Session that these Bylaws require to be given.

7.7 Duties of the Treasurer.

(A) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Elder-Trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Session. The account books shall be open to inspection by any Elder-Trustee at all reasonable times.

(B) The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Session may designate; (2) disburse the corporation's funds as the Session may order; (3) render to the President, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (4) have such other powers and perform such other duties as the Session or the Bylaws may require.

ARTICLE VIII

INDEMNIFICATION

8.1 To the fullest extent permitted by law, the Corporation shall indemnify its Elder-Trustees, officers, employees, and other persons described in Corporations Code section 9246(a), including persons formerly occupying any such positions, 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 Corporations Code section 9246(a), including an action by or in the right of the Corporation, by reason of the fact that such person is or was serving at the request of the Corporation as an Elder-Trustee, officer, employee, agent, or other person described in that section. "Expenses," as used in this Article, shall have the same meaning as set forth in Corporations Code section 9246(a).

8.2 Upon written request to the Session by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the Session shall promptly determine, in the manner provided by Corporations Code section 9246(e), whether the applicable standard of conduct has been met and, if so, shall authorize indemnification. If the number of Elder-Trustees who are parties to the proceeding prevents the formation of a quorum of disinterested Elder-Trustees, the determination and authorization shall be made in accordance with the procedures permitted by applicable law.

8.3 To the fullest extent permitted by law, and except as otherwise determined by the Session in a specific instance, the Corporation shall advance expenses incurred by a person seeking indemnification under this Article in connection with any proceeding before its final disposition, upon receipt of an undertaking by or on behalf of that person to repay such amounts unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

8.4 The Corporation shall have the power to purchase and maintain insurance, to the fullest extent permitted by law, on behalf of its Elder-Trustees, officers, employees, and other agents against any liability asserted against or incurred by any such person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under applicable law.

ARTICLE IX

ACCOUNTING AND BUSINESS RECORDS

9.1 This corporation shall:

(A) Account for its activities according to Generally Acceptable Accounting Standards (GAAP) and maintain adequate and correct books and records of account;

(B) Keep written minutes of the proceedings of the Session and committees of the Session;

(C) This corporation shall keep at its principal California 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 in any manner required by law;

(D) Every Elder-Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the Elder-Trustee's interests as an Elder-Trustee.

ARTICLE X

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

10.1 Purpose of Conflict of Interest Policy. The Church is committed to conducting its affairs with integrity and in the best interests of its mission. This policy is intended to identify and address situations in which an Elder-Trustee, officer, employee, volunteer, committee member, or other person in a position of influence may have a personal, financial, or family interest that could influence, or appear to influence, decisions made on behalf of the Church.

This policy is designed to protect the Church, its members, and its tax-exempt status, to prevent improper private benefit or excess benefit transactions, and to supplement applicable federal and California laws governing conflicts of interest.

10.2 Definitions.

(A) Interested Person. An "Interested Person" is any Elder-Trustee, officer, key employee, committee member with delegated authority, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and applicable Treasury Regulations, who has a direct or indirect financial interest as defined below.

(B) Financial Interest. A person has a financial interest if the person, directly or indirectly, through business, investment, compensation, family relationship, or other material personal interest, has:

- (1) An ownership or investment interest in an entity with which the Church has a transaction or arrangement;
- (2) A compensation arrangement with the Church or with an entity or individual with which the Church has a transaction or arrangement;
- (3) A potential ownership, investment, or compensation interest in an entity or individual with which the Church is negotiating a transaction or arrangement; or
- (4) Any other financial or personal interest that could reasonably be expected to impair the person's independent judgment.

Compensation includes direct and indirect remuneration, benefits, gifts, favors, or other economic benefits that are not insubstantial.

A financial interest does not automatically constitute a conflict of interest. The Session shall determine whether an actual conflict of interest exists

10.3 Conflict of Interest Procedures.

(A) Duty to Disclose. In connection with any actual or potential conflict of interest, an Interested Person shall promptly disclose the existence of the financial or personal interest and all material facts concerning the matter under consideration.

(B) Determining Whether a Conflict Exists. After disclosure of all material facts and any discussion with the Interested Person, the Interested Person shall leave the meeting while the Session discusses and determines whether a conflict of interest exists.

The Interested Person may be counted for purposes of establishing a quorum but shall not participate in discussion or voting on the matter.

The remaining disinterested members of the Session shall determine whether a conflict of interest exists.

(C) Procedures for Addressing a Conflict of Interest. The Interested Person may make a presentation regarding the proposed transaction or arrangement. Following the presentation, the Interested Person shall leave the meeting during discussion and voting on the matter. The Moderator may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising appropriate due diligence, the Session shall determine whether the Church can obtain a more advantageous arrangement that would not create a conflict of interest. If such an arrangement is not reasonably available, the Session shall determine by a majority vote of the disinterested Elder-Trustees whether the proposed transaction or arrangement:

- (1) Is in the best interests of the Church;
- (2) Furthers the Church's mission and purposes;
- (3) Is fair and reasonable to the Church; and
- (4) Complies with applicable law.

The Session shall then determine whether to approve the transaction or arrangement.

(D) Violations of the Conflict of Interest Policy. If the Session has reasonable cause to believe that an individual has failed to disclose an actual or potential conflict of interest, it shall inform the individual of the basis for that belief and provide an opportunity to respond. After considering the response and conducting any further investigation it deems appropriate, the Session may determine whether a violation has occurred and may take such corrective or disciplinary action as it determines is appropriate and consistent with these Bylaws and applicable law.

10.4 Records of Proceedings.

The minutes of all Session meetings involving an actual or potential conflict of interest shall include:

(A) The names of the persons who disclosed or were otherwise determined to have a financial or personal interest, the nature of the interest, any action taken to determine whether a conflict existed, and the Session's final determination;

(B) The names of the persons present for discussions and votes, the substance of the discussion, any alternatives considered, and a record of the votes taken.

10.5 Compensation Approval Policies.

(A) This Section applies to compensation and benefits provided to the Pastor, Executive Associate Pastors, officers, employees, and any other disqualified person as defined by federal tax law.

(B) A member of the Session who receives compensation, directly or indirectly, from the Church shall not participate in discussion or vote on matters related to that person's compensation.

(C) All members of the Session approving compensation arrangements shall be free from conflicts of interest as required by applicable Internal Revenue Service regulations governing excess benefit transactions.

(D) Before approving compensation, the Session shall obtain and rely on appropriate comparability data. Such data may include:

- (1) Compensation paid by similarly situated religious or nonprofit organizations for comparable positions;
- (2) Compensation studies or surveys prepared by independent organizations;
- (3) Compensation information from organizations of similar size, mission, and geographic location;
- (4) Compensation recommendations from qualified consultants; or
- (5) Other reliable information deemed appropriate by the Session.

(E) The Session shall contemporaneously document in its minutes:

- (1) The terms of the compensation arrangement and approval date;
- (2) The members present during discussion and voting;
- (3) The comparability data considered;
- (4) The basis for any deviation from comparable compensation data;
- (5) Any adjustments made and the reasons for them;
- (6) Any conflict-of-interest determinations and actions taken to address them;
- (7) Evidence that the approval process complied with applicable law, and Internal Revenue Service regulations.

Minutes should be prepared before the later of the next Session meeting or sixty (60) days after final action and approved by the Session within a reasonable time thereafter.

10.6 Annual Disclosure Statements. Each Elder-Trustee, officer, key employee, and any other person designated by the Session shall annually sign a statement affirming that such person:

- (A) Has received a copy of this Conflict of Interest Policy;
- (B) Has read and understands the Policy;

- (C) Agrees to comply with the Policy; and
- (D) Understands the Church's commitment to operating in a manner consistent with its religious and charitable purposes and maintaining its tax-exempt status.

10.7 Periodic Reviews. The Session shall periodically review the Church's practices to ensure that it operates consistently with its religious and charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

Such reviews may include:

- (A) Whether compensation arrangements and benefits are reasonable and supported by appropriate comparability information;
- (B) Whether significant business arrangements, contracts, or other transactions further the Church's mission, comply with Church policies, are properly documented, and avoid impermissible private benefit, inurement, or excess benefit transactions.

10.8 Use of Outside Advisors. In carrying out the responsibilities described in this Article, the Session may seek the assistance of legal counsel, accountants, compensation consultants, or other qualified advisors. The use of such advisors shall not relieve the Session of its responsibility for making informed decisions and fulfilling its fiduciary duties.

ARTICLE XI

AMENDMENTS

11.1 General. These Bylaws may be amended and/or revised subject to the Articles of Incorporation, the laws of the State of California, and *The Constitution of the Presbyterian Church (U.S.A.): Book of Order, Part II*, at any in-person annual or special meeting of the Congregation provided that a full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the Notice of Call of the meeting.

11.2 Approval. Amendments and/or revisions to these Bylaws shall require a two-thirds (2/3) vote of a quorum of eligible Congregation members present and voting for approval.

CERTIFICATE OF CLERK OF SESSION

I certify that I am the duly elected Clerk of Session of The Village Community Presbyterian Church, Rancho Santa Fe, California, a California nonprofit religious corporation, and that these Bylaws are the Bylaws of this corporation as adopted by the meeting of the Congregation on October 25, 2026

Clerk of Session



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