

PROPOSED BYLAWS
OF
_____ **PRESBYTERIAN CHURCH**
A Member Congregation of the
Presbytery of _____, Presbyterian Church (USA)
A _____ NONPROFIT CORPORATION

ARTICLE I
NAME AND PURPOSE

Section 1: Name

The name of the congregation shall be _____ Presbyterian Church, located at _____.

Section 2: Purpose

“...for God has put it into their hearts to fulfill His purpose...” Rev. 17:17

[Include excerpt from the congregation’s Mission Statement]

ARTICLE II
GOVERNANCE OF THE CHURCH

_____ Presbyterian Church (“Church” or “Corporation”) is a nonprofit corporation pursuant to the laws of the State of _____ and the U.S. Internal Revenue Code 501c(3), and a particular congregation of the Presbytery of _____ (“Presbytery”) of the Presbyterian Church (U.S.A.) (“PCUSA”). It shall be governed in accordance with the Constitution of the PCUSA. Consistent with that Constitution, these bylaws shall provide specific rules for this congregation. Roberts Rules of Order, Newly Revised (latest edition) may be consulted for parliamentary guidance.

ARTICLE III
FISCAL YEAR

The fiscal year of the Corporation shall end on December 31st of each year or on such other date as may be fixed by resolution of the Session.

ARTICLE IV
MEMBERS OF THE CORPORATION

The members of the Corporation (“Members”) shall consist of all persons on the active roll of the Church. At any given time, the roll of active Members maintained by the Session as prescribed by the Book of Order (Part II of the Constitution of the PCUSA) shall determine those individuals who are entitled to participate and vote as active Members.

ARTICLE V
MEETINGS OF THE MEMBERS

- A. There shall be an **Annual Meeting** of the Congregation and Corporation within 90 days following the close of the Corporation's Fiscal Year for the purpose of receiving annual reports, receiving the budget for the coming year, setting the Pastors' Terms of Call, and conducting any other business that may properly come before the meeting. (The term "meeting of the Congregation" as used hereafter shall include simultaneous meetings of the Congregation and the Corporation.)
- B. There shall be a meeting of the Congregation in the last quarter of each year for the purpose of electing Elders, Deacons, and at-large members of the Congregational Nominating Committee, all of whom shall take office after appropriate training and orientation, no later than March 31 of the following year.
- C. **Special meetings** of the Congregation *may* be called by the Session or by the Presbytery when either body determines such a meeting is necessary, and *shall* be called by the Session when requested in writing by one fourth of the members on the active roll. Such special meetings shall be called for specific purposes, and no other matters may be considered.
- D. **Public notice** of the time, place, and purpose shall be communicated at least ten days prior to each meeting of the Congregation and shall be announced from the pulpit on at least two Sundays. When the purpose of a meeting is to amend these By-Laws, the proposed changes shall be made available when notice of the meeting is published.
- E. **The Moderator shall preside** over meetings of the Congregation, except for non-ecclesiastical business of the Corporation. For other exceptions, see Article VI.
- F. **The President of the Corporation** shall preside over non-ecclesiastical business of the Corporation, if any. If the president is unable to be present, or if the Session feels that the president's presence is inappropriate, the Session shall elect another Ruling Elder to preside.
- G. **The Treasurer of the Corporation** shall assure that all negotiable assets of the church are properly recorded, invested and reported to the Session on a regular basis, and that funds are released only as authorized by the Session. The Treasurer shall make all financial records available for audit or review as required (see Article XVI).
- H. **All active members** of the church shall be entitled to vote on ecclesiastical matters. Active members of the church who are of legal voting age shall be entitled to vote on non-ecclesiastical business of the Corporation. Voting shall be in person; voting by proxy shall not be allowed.
- I. All meetings of the Congregation shall be opened and closed with **prayer**.
- J. A **quorum** shall be the moderator, the secretary (see Article X.F), and ten percent of the active membership.

ARTICLE VI MODERATOR

The pastor shall preside as Moderator (the “Moderator”) at meetings of the Members and of the Session. If there are co-pastors, they shall alternately preside at meetings. If the pulpit of the Church is vacant, the Moderator of the Session appointed by the Presbytery shall preside at all meetings of the Members. If the pastor and the Session agree that the subjects to be discussed require it, or if the pastor is ill or is otherwise unable to be present, the pastor shall, with the concurrence of the Session and the Presbytery’s Committee on Ministry, invite another teaching elder of the Presbytery to preside. When the foregoing is not expedient, and when the pastor or the Moderator concurs, a member of the Session may be invited to preside over a meeting of the Session.

ARTICLE VII SECRETARY

The Clerk of Session (“Clerk”) shall be secretary of the meetings of the Members. In the event the Clerk is unable to attend, the Members shall elect a secretary *pro-tem*. The minutes of the meeting recorded by the Secretary shall be submitted to the Session for approval, attested by the moderator and the secretary, and recorded in the minute book of the Session.

ARTICLE VIII CONGREGATIONAL NOMINATING COMMITTEE

- A. Composition:** The Congregational Nominating Committee shall consist of two currently serving Ruling Elders elected by the Session, one of whom shall serve as chair; one currently serving Deacon or Ruling Elder elected pursuant to Article XI, Section F; and four members at-large elected by the congregation. The pastor shall be an *ex officio* member without vote. The two Ruling Elders and one Deacon (or Elder) shall be elected annually. Two at-large members shall be elected by the congregation each year for two-year terms. No member of the Congregational Nominating Committee may serve more than two consecutive terms.
- B. Responsibilities:** The Congregational Nominating Committee shall announce the names of the nominees for the offices of Ruling Elder, Deacon and At-Large Members of the Congregational Nominating Committee with the call of the meeting at which elections are to be held, and shall nominate only one eligible person for each office to be filled. Nominations shall reflect the rich diversity of the Church’s Members and shall promote participation and inclusiveness in accordance with the Constitution of the Presbyterian Church (U.S.A.). Additional nominations of qualified and consenting persons may be made from the floor by any Member eligible to vote in the election to be held. A majority of all active members present at the meeting and voting shall be required to elect any individual.

**ARTICLE IX
TRUSTEES**

- A. Composition:** The directors or Trustees of the Corporation shall be one and the same as the Ruling Elders of the Session (except when a ruling elder is or remains under the age of eighteen years, that ruling elder may not, by reason of the laws of the State of _____, be a member of the Board of Trustees).
- B. Duties:** The Ruling Elders of the Session, functioning as the Board of Trustees, shall perform all the duties authorized by the Form of Government of the Presbyterian Church (U.S.A.) and required by the laws of the State of _____.
- C. Officers:** The Session, functioning as the Board of Trustees, shall nominate and elect from among its members, a president and Treasurer of the Corporation. The Clerk of Session shall serve as Secretary of the Corporation.

**ARTICLE X
SESSION**

- A. Powers:** All powers vested by law in the Church shall be exercised by or under the authority of, and the business and affairs of the Church shall be managed under the direction of, the Session (“Session”).
- B. Composition:** The Session shall consist of the ordained Teaching Elder(s), one of whom shall serve as Moderator, and a minimum of nine (9) and a maximum of eighteen (18) ordained Ruling Elders, as determined by the Session, divided into three classes as nearly equal in number as possible, one class of which shall be elected by the Members each year for a three-year term.* Election shall take place at the meeting of the Members called by Session for such purpose.
**Exception: In addition to the prescribed number of Ruling Elders, a high school or college student may, at the discretion of the Congregational Nominating Committee with the concurrence of Session, be nominated and elected to the office of Ruling Elder for a one-year term.*
- C. Term Limits:** No ruling elder shall be elected to the Session for a term of more than three years, nor shall a ruling elder serve on the Session for consecutive terms, either full or partial, aggregating more than six years. A ruling elder having served on the Session for six consecutive years shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of his or her last term.
- D. Responsibilities:** The Session shall perform all the duties required by the Form of Government of the Presbyterian Church (U.S.A.).
- E. Quorum:** A quorum for meetings of the Session shall be the Moderator and one-third (1/3) of the active ruling elders.

- F. **Clerk:** The Session shall elect a Clerk. The Clerk shall be a Ruling Elder, but need not be in active service on the Session (in which case the Clerk may not vote). The term of the Clerk of Session shall be one year with no limit to consecutive terms served. The Clerk shall serve as secretary of the Session and of the Corporation.
- G. **Nominating Committee:** The Session shall elect two of its members to serve on the Congregational Nominating Committee for one-year terms, one of whom shall chair the committee. *See also:* Article XI, Section F.
- H. **Meetings:** The Session shall meet as often as necessary to carry out its responsibilities, but no less than six (6) times per year. If necessary, a meeting may be conducted by means of the Internet or other communications technology in a fashion that allows all participants to read or hear the proceedings substantially concurrent with their occurrence, pose questions, and vote on matters submitted.

**ARTICLE XI
DIACONATE (DEACONS)**

- A. **Responsibilities:** Deacons operate under the supervision of the Session and shall assume such responsibilities as may be delegated by the Session, with particular attention to serving those in need — the sick, the friendless, and those in distress — within the congregation and in God’s world.
- B. **Composition:** At the discretion of the Session, Deacons may be organized as a Board, consisting of a minimum of six (6) and a maximum of fifteen (15) ordained Deacons, divided into three classes as nearly equal in number as possible, one class of which shall be elected by the Members each year for a three-year term.* Election shall take place at the meeting of the Members called by Session for such purpose.

**Exception: In addition to the prescribed number of Deacons, a high school or college student may, at the discretion of the Congregational Nominating Committee with the concurrence of Session, be nominated and elected to the office of Deacon for a one-year term.*

- C. **Term Limits:** No Deacon shall be elected to active service for a term of more than three years, nor shall a Deacon serve for consecutive terms, either full or partial, aggregating more than six years. A Deacon having served for six consecutive years shall be ineligible to serve for a further term until at least one year has elapsed from the expiration of his or her last term.

When Deacons are organized as a Board, the following provisions shall apply:

- D. **Quorum:** One third ($\frac{1}{3}$) of the Board of Deacons shall constitute a quorum.
- E. **Officers:** The Board of Deacons shall elect from among its members a Moderator, a Vice-Moderator, and a Secretary to serve for one-year terms.

- F. Nominating Committee:** The Board of Deacons shall elect one of its members to serve on the Congregational Nominating Committee for a one-year term. If there is no active Board of Deacons, the Session shall elect a Deacon or a Ruling Elder to fill this position.
- G. Ministries:** The Moderator of the Board of Deacons may form work groups or ministry teams, as needed, and may appoint individual Deacons to chair such teams. In consultation with the Moderator of Session (the pastor), the Moderator of the Board of Deacons may also appoint Deacons to serve on ministries established by the Session.
- H. Meetings:** The Diaconate shall meet as a Board as often as necessary to carry out its responsibilities, but no less than four (4) times per year.

**ARTICLE XII
STANDARD OF CARE AND FIDUCIARY DUTY**

A member of the Session shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Trustee or as a member of any committee, in good faith, in a manner he or she reasonably believes to be in the best interest of this Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing these duties, a member of the Session shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by the following:

- a. one or more officers or employees of this Corporation or the Presbytery;
- b. legal counsel, public accountants, investment managers or other persons as to matters which the member of the Session reasonably believes to be within the professional or expert competence of such persons; or
- c. a ministry or committee of the Session upon which the member of the Session does not serve, as to matters within its designated authority, which committee the member of the Session reasonably believes to merit confidence.

A member of the session shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

**ARTICLE XIII
EXECUTION OF DOCUMENTS**

All contracts and agreements authorized by the Session and all authorized checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall be signed by the Treasurer and/or a person or persons authorized by the Session.

**ARTICLE XIV
LIMITATION OF PERSONAL LIABILITY AND INDEMNIFICATION**

A member of the Session shall not be personally liable for monetary damages for any action taken, or failure to take any action, unless he or she has breached or failed to perform the duties of his or her office, and such breach or such failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing shall not limit the liability of a member of the Session for any responsibility pursuant to local, State or Federal law. This Article may be modified or repealed only by vote of the Members of the Corporation, and no provision inconsistent with this Article may be adopted without the vote of the Members of the Corporation.

The Church shall indemnify and hold harmless to the fullest extent now or hereafter permitted by law. The Church shall, to the extent possible, maintain insurance covering errors or omissions made in good faith by its trustees and officers.

**ARTICLE XV
VACANCIES**

Vacancies on the Session and/or the Board of Deacons shall be filled at a special meeting of the Members or at the next stated meeting of the Members, as the Session may determine.

**ARTICLE XVI
AUDIT COMMITTEE**

In accordance with the principles of the Presbyterian Church (U.S.A.) and in the interest of good order, there shall be an audit committee appointed by the Session to which all board, ministry, and organization treasurers shall submit their books for review prior to the annual meeting of the Members.

The audit committee shall consist of three persons versed in accounting procedures, one of whom shall be appointed each year for a three year term. No member of the audit committee may be related to the treasurer of the corporation or to any of the treasurers of boards, ministries, or organizations to be reviewed. If a vacancy shall occur, the Session at its next regular meeting shall appoint a person eligible to serve on the audit committee for the unexpired term.

The Session may from time to time, at its discretion, arrange for independent review or audit of the church's financial records.

**ARTICLE XVII
RULES OF CONDUCT**

Meetings of the Members and the Session shall be conducted in accordance with commonly accepted practices and such policies and procedures as may be established by the Session. *Robert's Rules of Order, Newly Revised* (latest edition) may be consulted if needed. A process of discernment may be employed before a vote, when such discernment is recommended by the Moderator and agreed to by a majority of the Session.

ARTICLE XVIII
NO PRIVATE OR POLITICAL BENEFICIARIES

In keeping with the purpose of this Corporation, no part of its income or assets shall inure to the benefit of any private individual; no substantial part of the activities of the Corporation or of any recipient of its funds shall carry on propaganda or otherwise attempt to influence legislation; and the Corporation shall not aid any campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIX
VIOLATION OF CHARITABLE PURPOSE

In no event and under no circumstances shall the Session, acting as the Board of Trustees, make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction which may knowingly jeopardize this Corporation's status as an organization exempt from Federal income taxation or as an organization to which contributions may be deductible for purposes of the donor's Federal income tax.

ARTICLE XX
BOOKS AND RECORDS

Section 1 – Financial and Other Records

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its boards. The Corporation will keep at its registered office the original or a copy of its Articles of Incorporation and Bylaws including amendments to date certified by the Secretary of the Corporation.

Section 2 – Tax Records

The Corporation shall maintain at its principal office a copy of its letter of exemption and any reports filed with the Internal Revenue Service or the State of _____. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

ARTICLE XXI
AMENDMENTS

These Bylaws may be amended, subject to the charter of the corporation, the laws of the State of _____, and the Constitution of the Presbyterian Church (U.S.A.), by a two-thirds vote of eligible voters present at any annual meeting or special meeting of the Members, provided that the proposed changes have been distributed to all Members in printed or digital form with the official call of the meeting.

These Bylaws or the charter of this corporation may not be amended contrary to, or so as not to include, the provisions of the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of _____ applicable thereto.