

# BYLAWS OF THE CONGREGATION and CORPORATION of

\_\_\_\_\_ Presbyterian Church, \_\_\_\_\_, South Carolina

(Approved by the congregation: \_\_\_\_\_)

## **Article I: Name**

The name of this church shall be \_\_\_\_\_ Presbyterian Church, \_\_\_\_\_, a congregation of the Presbyterian Church (U.S.A.) in the Presbytery of New Harmony.

## **Article II: Purpose**

1. \_\_\_\_\_ Presbyterian Church, \_\_\_\_\_, South Carolina, exists for the purposes of work and worship according to the Christian faith, doctrine, discipline and usages of the said church and denomination as set out in The Foundation of Presbyterian Polity found in the *Book of Order*, Presbyterian Church (U.S.A.).
2. \_\_\_\_\_ Presbyterian Church, \_\_\_\_\_, as a nonprofit corporation, with its principal office at \_\_\_\_\_, \_\_\_\_\_, South Carolina \_\_\_\_\_, was originally incorporated in the State of South Carolina on \_\_\_\_\_ and thereafter renewed pursuant to Article 10 of the Religious Corporations Law of the State of New York on July 31, 2000.
3. The term "Church," as used herein to refer to the \_\_\_\_\_ Presbyterian Church, \_\_\_\_\_, shall be understood to include the term "congregation" and "corporation" unless otherwise specified herein.

## **Article III: Governance of the Church**

This church shall be governed in accordance with *The Constitution of the Presbyterian Church (U.S.A.) Part II, Book of Order*. Consistent with the *Book of Order*, these bylaws shall provide specific guidance for this congregation.

## **Article IV: Meetings of the Church (G-1.05)**

1. **Annual:** The annual meeting of the congregation shall be held at a place and time designated by the Session, ordinarily within the church building no later than the end of the month of February, and, whenever practical, shall be held contemporaneously with the annual meeting of the corporation. The purposes of the meeting shall be to (a) receive the Annual Report for the previous year which will be available the week before the meeting and shall include a report from the Pastor, Clerk of Session (a report on the church rolls), the Board of Deacons, if there is one, all committees of the Session, other church organizations as directed by the Session, the year-end financial statement for the church, and the Session-approved budget for the current year, neither of the latter two shall be voted upon by the congregation since they are both under the authority of the Session per the Book of Order; (b) review the adequacy of and approving changes to the terms of call of the installed pastor/s; and (c) transact such other business as may be presented by the Session.
2. **Special Meetings:** Special meetings of this congregation may be called by the Session, by Presbytery, and shall be called by the Session when requested in writing by one fourth of the Active Members of the congregation. Business to be transacted shall be limited to items specifically listed in the call and those that are specified by the *Book of Order* for the congregation.

3. **Notice of Meetings:** Public notice of a meeting shall be given on two successive Sundays verbally and by an announcement in the bulletin, bulletin insert, or other written means. The meeting may be convened following the notice given on the second Sunday. If the meeting is related to the calling of a pastor or pastors, the initial public notice shall be given at least ten days in advance, while also including notice on two consecutive Sundays.
4. **Quorum:** A quorum shall consist of the Moderator and not less than ten (10) percent of the active membership and be required for the transaction of business at any annual or special meeting.
5. **Business (G-1.0503):** Business to be transacted at meetings of the congregation shall include the following:
  - a. electing ruling elders and deacons;
  - b. calling a pastor, co-pastor, or associate pastor;
  - c. changing existing pastoral relationships, by reviewing the adequacy of and approving changes to the terms of call of the pastor or pastors, or requesting, consenting to, or declining to consent to dissolution of a/the installed pastoral call;
  - d. electing the at-large members of the Nominating Committee;
  - e. buying, mortgaging, or selling real property (to be then referred to NHP for its consideration before proceeding with any such action);
  - f. requesting that the presbytery grant an exemption as permitted in the *Book of Order* (G-2.0404).

Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same congregational meeting.

6. **Entitled to Vote:** All members on the Active Roll of the Church who are present for the meeting may vote; proxies shall not be authorized nor recognized. A vote of the majority of active members present and voting shall be sufficient, provided that the motion is not contrary to these bylaws, the laws of the state of South Carolina, or the *Book of Order* of the Presbyterian Church (U.S.A.). In cases of a tie vote, the moderator shall put the question a second time. If there is a tie vote again, the motion fails. For corporate matters, such as questions dealing with property and related matters, voting will be in accordance with the laws and constitution of the state of South Carolina.
7. **Parliamentary Authority:** All business meetings of the congregation, the Session and affiliate groups shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*, except in those cases where the *Book of Order* or these bylaws provide otherwise. All meetings shall be opened and closed with prayer.
8. **Moderator (G-1.0504):** The Pastor shall be the Moderator of all meetings of the church. When the church is without a Pastor, the moderator appointed by the presbytery shall preside. If the moderator is unable to be present, or if the Pastor and the Session agree that the subject to be discussed requires it, a minister of the presbytery may be invited by the moderator, with the concurrence of the Session, to moderate the meeting. On questions dealing with property or other matters properly the business of the corporation, the Pastor of the church, the officiating minister thereof, or a duly appointed member of the Session, (normally the President of the corporation) shall preside and shall have all the powers and duties granted and imposed on the chair of a nonprofit corporation under the laws of the State of South Carolina.
9. **Secretary (G-1.0505):** The Clerk of Session shall be the Secretary of all meetings of the congregation and of the corporation, shall have all the powers and duties of the Secretary of a

nonprofit corporation under the laws of the State of South Carolina. A substitute shall be provided by the Session or elected by the congregation in his or her absence.

#### **Article V: Session and Organization**

1. **Session Duties and Powers:** The Session is responsible for the mission and government of the Church enumerated in the *Book of Order* (G-3.02). The Session shall be the Trustees of the Corporation, and when acting as such, shall have no power, without the consent of the congregation and the presbytery, to incur debt beyond what may be necessary for the care of the property.
2. **Meetings:** The Session shall ordinarily meet monthly and also when called by the moderator, two ruling elders members, or the Committee on Ministry of the presbytery.
3. **Quorum:** At least, one-half of the ruling elders, plus the moderator, shall constitute a quorum for the transaction of business.
4. **Electronic Meetings:** The Session may, from time to time when physical meetings are impractical, decide to meet and conduct business via electronic video and/or audio teleconference. Reasonable notice of the date, time and set-up procedures of electronic meetings will ordinarily be given by the Moderator. The conduct of electronic meetings will conform as closely as possible to the procedures for physical committee meetings set out in the latest edition of Robert's Rules of Order, including (but not limited to) those for quorums and the recording of minutes. Minutes of teleconference meetings shall be treated as official minutes, must be approved by the Session at its next physical or electronic meeting and shall be kept and forwarded in the same way as minutes of physical meetings.
5. **Email Voting:** The Session, from time to time, cast binding votes through email or other commonly used but individually addressed electronic tool. Email voting is limited to action items believed to be routine and/or not controversial. In such cases, the Moderator of Session will make a motion (a second is not required) by sending the motion's text and any significant background material to all members of the Session. The Moderator of Session will also include an announcement which clearly indicates the deadline for receipt of responses and offers any and all members the opportunity to stop the email vote, asking that the item be saved for the next meeting for discussion and action. Members of Session voting will use the "respond all" facility of email or otherwise respond in a way by which all participants can see all the votes. Email voting produces a valid action when the number of voters responding meets or exceeds the Session's quorum, and the measure being voted on receives positive responses from at least 3/4 of those members who respond.
6. **Session Membership:** It shall be composed of \_\_\_\_\_ ruling elders. Ruling elders shall be divided into three classes of \_\_\_\_\_, serving staggered terms of three years that begin on January 1 or on the date of ordination and/or installation, whichever is later, following each annual class election, ordinarily held with a special called meeting of the congregation in September. Ruling elders may serve consecutive terms, totaling no more than six years. No two active members of the same immediate family shall be elected to serve concurrently on the Session. Active Members shall not be eligible to serve on the Session while they are paid church staff as the Session approves hires and terminates staff, sets salaries, etc. Resignation shall be made in writing to the Session for its action.
7. **Moderator of Session:** The Pastor, a minister appointed by the Pastor or the Committee on Ministry of the presbytery shall be the Moderator of the Session.
8. **Clerk of Session:** The Clerk of Session shall be a ruling elder elected by the Session for a one year, renewable term.

- 9. Church Treasurer:** The Church Treasurer shall be elected annually by the Session and shall be under its authority.
- 10. Corporate Officers:** The officers of the Corporation shall be appointed annually by the Session and shall consist of a President, a Secretary and a Treasurer. The Clerk of Session shall serve as Secretary of the Corporation and the Church Treasurer shall serve as Treasurer of the Corporation. These officers shall have all the powers and duties granted and imposed on such officers of a nonprofit corporation under the laws of the State of South Carolina.
- 11. Committees, Task Forces, and Other Entities:** The Session shall appoint such committees, task forces, and entities as necessary to carry out their respective responsibilities.
- 12. Board of Deacons:** It is the duty of Deacons (G-2.0201) to minister to those who are in need, to the sick, to the friendless, and to any in distress, as well as to assume such other duties as are delegated and assigned by the Session, to which the Deacons are accountable (G-2.0202.). The Board of Deacons shall be composed of the pastor(s), in an advisory capacity, and \_\_\_\_\_ deacons divided into three classes of \_\_\_\_\_, serving staggered terms of three years that begin on January 1 or on the date of ordination and/or installation, whichever is later, following each annual class election, ordinarily held with a special called meeting of the congregation in September. Deacons may serve consecutive terms, totaling no more than six years. No two active members of the same immediate family shall be elected to serve concurrently on the Board of Deacons. Resignation shall be made in writing to the Session for its action. The Board of Deacons shall elect a Moderator and Secretary from one of those in office and meet on a regular basis and when called upon to meet by the Moderator, the Moderator of Session or the Session with a quorum being at least one-half of the Board of Deacons for the transaction of business.
- 13. Attendance:** Any ruling elder or deacon who has a total of three unexcused absences from regularly scheduled meetings within any term year (January through December) shall be deemed to have resigned his or her office on the Session or Board of Deacons.
- 14. Nominating Committee (G-2.0401):** The Nominating Committee of the congregation shall present, ordinarily in September, at a special meeting of the congregation, nominations of one Active Member to fill each vacancy on the Session, Board of Deacons, and next year's Nominating Committee. None of the nominees for the Nominating Committee shall be in active service on the Session or Board of Deacons, or serving as a current member on the Nominating Committee. *No two can be from the same immediate family on the Nominating Committee nor may current members of the Nominating Committee be considered for nomination as ruling elder or deacon.* Any Active Member may make additional nominations from the floor of the congregational meeting as long as that nomination abides by the provision herein and the person being nominated is present and willing to serve.

The Nominating Committee shall consist of \_\_\_\_\_ Active Members (minimum of three G-2.0401):

- a. \_\_\_\_\_ (at least one shall be an elder currently serving on session) member/s from the Session, designated by the Session ordinarily at the Session's first meeting of the term, one of whom will serve as moderator. Ordinarily the ruling elder shall serve for two years.
- b. One member from the Board of Deacons, designated by the Board of Deacons ordinarily at its first meeting of the term. Ordinarily the Deacon shall serve only one year similar to the at-large members.
- c. \_\_\_\_\_ at-large (a majority of persons not currently serving on session) members from the congregation, whom the Nominating Committee nominates and the congregation elects at a special meeting of the congregation, ordinarily held in September. At-large members shall serve a one-year term and shall not be eligible to be elected to two consecutive terms.

d. "The Pastor shall serve *ex officio* and without vote." (G-2.0401)

**Article VI: Elections**

- 1. **Ruling elders, deacons, and At-large Members of the Nominating Committee:** Ruling elders, deacons and at-large members of the Nominating Committee shall ordinarily be elected in September at a special congregational meeting from a slate submitted by the Nominating Committee and allowing for nominations from the floor. Election shall be by voice vote unless the rules are suspended by two-thirds of the members present or when there are nominations from the floor. In either case, the election shall be by secret ballot.
- 2. **Filling Vacancies:** Vacancies on the Session and the Board of Deacons may be filled by election to unexpired terms at a special meeting of the congregation, although no election shall be required for this purpose within three months prior to the congregational meeting in September. At-large vacancies on the Nominating Committee will ordinarily be filled unless the Committee has begun to meet for that year’s cycle.
- 3. **Eligibility:** All Active Members shall be eligible for election to church office, within the guidelines set forth by the *Book of Order* and these bylaws.

**Article VII: Finances**

- 1. **Fiscal Year:** The fiscal year shall be January 1 through December 31.
- 2. **Budget:** A budget shall be prepared for each calendar year. No later than January, the Session shall approve a finalized annual budget for church operations and present it, for information only, at the annual meeting of the congregation. The budget may be altered by the Session, as may be necessary or desired, during the course of the year.
- 3. **Terms of Call for Installed Pastor(s):** The Terms of Call for the installed pastor(s) shall be reviewed annually by both the Session and congregation, by reviewing the adequacy of and approving changes to the terms of call of the installed pastor(s).
- 4. **Solicitation of Funds:** No solicitation of funds for special activities or projects of the Church shall be conducted without the prior approval of the Session.

**Article VIII: Amendments**

Except for provisions that are required by the *Book of Order*, these bylaws may be amended, altered, revised or repealed by a two-thirds vote of active members present and voting at any duly called annual or special meeting of the congregation at which a quorum is present, provided the public notice of said meeting includes a copy of the proposed amendment(s).

**Article IX: Effective Date**

These bylaws shall be effective on \_\_\_\_\_ and shall supersede and repeal all **previous bylaws of the congregation.**

\_\_\_\_\_  
Rev.  
Moderator of Session

\_\_\_\_\_  
Ruling Elder  
Clerk of Session