

BYLAWS

of the

FIRST PRESBYTERIAN CHURCH of SAN DIEGO

RECORD OF AMENDMENTS

<u>Date</u>	<u>Change</u>	<u>Entered by:</u>
12/31/94	Incorporated changes approved by the congregational meeting of 11/6/94. Revised to incorporate addendum pages and interlinear changes approved at previous congregational meeting.	M.D. Ely
12/19/03	Incorporated changes regarding the number of elected Elders as approved by the congregational meeting on November 17, 2002.	J.P. Metts
1/29/12	Incorporated changes approved by meetings of the Congregation and Corporation on January 29, 2012. Revised incorporate myriad changes resulting from the new Form of Government adopted in July 2011 by the PC(USA); to distinguish between the Congregation and the Corporation; to correct the number of members of the Board of Deacons; to correct the titles of officers of the Board of Trustees; to standardize language among all articles; and to make numerous editorial changes.	M. Carnes

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CERTIFICATE OF THE CLERK

I, the undersigned, certify that at the time of the bylaw revision on November 6, 1994, I was the elected and acting Clerk of the Session of the First Presbyterian Church of San Diego, California, a California nonprofit religious corporation. The above bylaws, consisting of 19 pages, are the bylaws of this Congregation adopted at a meeting of the Congregation held on 26 October, 1988. Revisions of February 27, 1992, October 24, 1993 and November 6, 1994 have been incorporated as approved and recorded in the minutes of the congregational meetings on those dates.

M. D. Ely
1994 Clerk of Session

Note: 12/19/03 certification not available.

I, the undersigned, certify that at the time of the bylaw revision on January 29, 2012, I was the elected and acting Clerk of the Session of the First Presbyterian Church of San Diego, California, a California nonprofit religious corporation. These bylaws, consisting of 19 pages, are the bylaws of this Congregation adopted by the Congregation. Revisions of October 26, 1988, February 27, 1992, October 24, 1993, November 6, 1994, December 19, 2003, and January 29, 2012, have been incorporated as approved and recorded in the minutes of the congregational meetings on those dates.

Marilyn Carnes
2012 Clerk of Session

PREAMBLE

Bylaws are an essential part of the legal framework of a corporation. Certain elements are included to satisfy requirements for incorporation in the State of California. The law of this State confines, but does not define, what a church is or what it believes to be its calling in Jesus Christ. Bylaws of a particular church or governing body must be consistent with the Constitution of the Presbyterian Church (USA).

In order to define the rights and responsibilities of its members, boards, and officers; and, to provide for the orderly conduct and efficient management of the congregational and corporate affairs of this church, these Bylaws of the First Presbyterian Church of San Diego (hereinafter, the "Bylaws") were adopted by the Congregation and are amended from time to time in accordance with the process described herein.

ARTICLE I **GENERAL**

Section 1. NAME

- a. Both as “Congregation” and “Corporation,” the name of this church is “First Presbyterian Church of San Diego, California.”
- b. This church was organized on June 7, 1869, in the City and County of San Diego, State of California, and incorporated by the State of California on May 16, 1935, with Articles of Incorporation of December 3, 1934, which were amended on January 28, 1972, and December 18, 1977, as a non-profit religious corporation.
- c. This Corporation is organized and operated exclusively for religious purposes within the meaning of Internal Revenue Code section 501(c)(3).

Section 2. RELATIONSHIPS

- a. This church is a particular congregation of the Presbyterian Church (U.S.A.) (hereinafter “PC(USA)”) and recognizes that the Constitution of the Presbyterian Church (U.S.A.) is, in all its provisions, including the *Book of Order* of the Constitution of the Presbyterian Church (U.S.A.) (hereinafter “BoO”), obligatory upon it and all its members, and is subject to the guidance and direction of higher level councils: the General Assembly, the synod, and the presbytery of jurisdiction.
- b. The Presbytery of San Diego (hereinafter the “Presbytery”), including its successors and assigns, is the council of jurisdiction over this church.

Section 3. PRINCIPAL OFFICE

The principal office for the transaction of the business of this church, including its corporate affairs, shall be at 320 Date Street, City and County of San Diego, State of California.

Section 4. ELECTED OFFICES

- a. The ordered ministries maintained by this church are deacons and presbyters (teaching elders and ruling elders). No person can be placed in any ordered ministry of this Congregation except by election of this Congregation.

- b. There shall be two (2) elected boards of this Congregation: the Session and the Board of Deacons.

Section 5. CONDUCT OF MEETINGS

- a. All meetings of this Congregation and all of its boards and ministry teams shall be opened and closed with prayer.
- b. Meetings of this Congregation, Corporation, and all of their respective boards and ministry teams shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*, except when it is in contradiction to the *BoO* and these Bylaws.

ARTICLE II OBJECTIVES AND NONPARTISAN ACTIVITIES

Section 1. OBJECTIVES

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

Section 2. NONPARTISAN ACTIVITIES

- a. This Corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. This Corporation shall function in accordance with the provisions of 26 U.S.C., Subtitle 1, Chapter A, Subchapter F, Section 501(c)(3) for entities organized and operated exclusively for religious purposes.
- b. The Congregation and the Corporation shall not, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III **CONGREGATIONAL MEMBERSHIP**

Section 1. GENERAL

Qualifications for admission to and basis for termination or suspension from membership in this church shall be in accordance with the *BoO*.

Section 2. CATEGORIES OF MEMBERSHIP

- a. There shall be three (3) categories of members: baptized, active, and affiliate. The session shall determine the particular category for each member as set forth in the *BoO*. The session shall examine and approve any individuals requesting membership, or parents in the case of infants to be entered on the baptized roll.
- b. Only active members have the right to be elected to ordered ministry boards or other offices in the Congregation and/or Corporation. On ceasing to be an active member of this Congregation, the individual ceases to be a member of the board or other office.

Section 3. STANDARDS OF ETHICAL CONDUCT

- a. All members of this Congregation shall conform to the “Life Together in the Community of Faith: Standards of Ethical Conduct for Members of the Presbyterian Church (U.S.A.)” found in the *Standards for Ethical Conduct* approved by the 210th General Assembly (1998) of the Presbyterian Church (U.S.A.).
- b. Any member of this church engaged in ordered ministry or a certified Christian educator, both those actively serving on the Session or Board of Deacons and those not actively serving, shall conform to the “Life Together in the Community of Faith: Standards of Ethical Conduct for Ordained Officers in the Presbyterian Church (U.S.A.)” found in the *Standards for Ethical Conduct*.
- c. All employees of this church and volunteers that are not otherwise covered by the standards cited in paragraphs a and b above for officers and members, shall conform to the “Life Together in the Community of Faith: Standards of Ethical Conduct for Employees and Volunteers of the Presbyterian Church (U.S.A.)” found in the *Standards for Ethical Conduct*.
- d. Those who are called to office in the church are to lead a life in obedience to Scripture and in conformity to the historic confessional standards of the church. Among those standards is the requirement

to live either in fidelity within the covenant of marriage between a man and a woman, or chastity in singleness. Persons refusing to repent of any self-acknowledged practice which the confessions call sin shall not be ordained and/or installed as deacons or ruling elders.

- e. Any member of this church engaged in ordered ministry and certified Christian educators employed by this church shall report to the clerk of Session or the stated clerk of the Presbytery, and to civil legal authorities knowledge of harm, or the risk of harm, related to the physical abuse, neglect, and/or sexual molestation or abuse of a minor or an adult who lacks mental capacity when (1) such information is gained outside of confidential communication as defined by the *BoO*; (2) she or he is not bound by an obligation of privileged communication under law; or (3) she or he reasonably believes that there is a risk of future physical harm or abuse.

ARTICLE IV **MEETINGS OF THE CONGREGATION**

Section 1. GENERAL

- a. All meetings of the Congregation may deal with any or all purposes appropriate for Congregational consideration under the *BoO*.
- b. The installed pastor shall moderate Congregational meetings. If the pastor is unable to act, or if the subject to be discussed requires it, then he or she may invite another teaching elder to moderate. If unable to moderate or name another moderator, the Presbytery will make provision for a moderator.
- c. The clerk of session shall act as secretary of Congregational meetings. If the clerk is unable to serve, the Congregation shall elect a secretary for that meeting.
- d. The minutes of a Congregational meeting, when attested to by the moderator and the secretary of the meeting, shall be referred to the Session for approval at its next regular meeting and, when approved, shall be incorporated in the Session minutes.

Section 2. ELIGIBILITY TO VOTE

- a. Only active members, of whatever age, shall be eligible to vote on all matters that come before the Congregation.
- b. Voting by proxy is not allowed.

- c. In case of a tie vote during a Congregational meeting, the moderator shall put the question a second time. If the question again results in a tie vote, not counting any abstentions, the motion is lost.

Section 3. ANNUAL MEETINGS OF THE CONGREGATION

The annual meeting of the Congregation shall be held in January or February of each year, on a date and at a time and place specified by the Session, for the purpose of receiving annual reports of the affairs of the Congregation and church organizations; for presentation of the Session-approved budget for the ensuing calendar year; to review the compensation for the ensuing calendar year for any teaching elders serving as pastor's (and associate pastors', if any); and to transact any and all business that may properly come before it.

Section 4. SPECIAL MEETINGS OF THE CONGREGATION

- a. A special meeting of the Congregation shall be held in the autumn of each year, on a date and at a time and place specified by the Session, for the purpose of hearing and acting on a report from the Congregational Nominating Committee; and for conducting other business as included in the call.
- b. Special meetings of the Congregation may be called by:
 - (1) The Session, or
 - (2) The Presbytery, or
 - (3) The Session when requested in writing by one-fourth of the active members of the Congregation. Upon receipt of a written request, the special meeting shall be held within 45 days.

Section 5. NOTICE OF MEETINGS

- a. A notice of the date, time and place of every annual and special meeting of the Congregation shall be given by announcement in the church bulletin for two successive Sundays, the second of which may be the date set for the meeting.
- b. The notice shall clearly state the purpose of the meeting. The business to be transacted at meetings shall be limited to matter(s) related to items specifically listed in the notice for the meeting.

- c. When calling a pastor or associate pastor, notice of the special meeting shall be given at least ten days in advance, which shall include two successive Sundays.

Section 6. QUORUM

- a. A quorum for the transaction of business at all Congregational meetings shall consist of a minimum of one-tenth (1/10) of the active membership roll who are present in person.
- b. The members present at an annual or special meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.

ARTICLE V **NOMINATION, ELECTION, ORDINATION AND INSTALLATION** **OF CHURCH OFFICERS**

Section 1. CONGREGATIONAL NOMINATING COMMITTEE

- a. There shall be a Congregational Nominating Committee composed of nine (9) members of the Congregation. No member of the Congregational Nominating Committee shall serve for more than three (3) consecutive years.
 - (1) Two members shall be elected by the Session, at least one of whom shall be currently serving on the Session and serve as moderator of the Committee.
 - (2) One member shall be elected by and currently serving on the Board of Deacons.
 - (3) Six (6) members, none of whom is currently serving on either the Session or the Board of Deacons, shall be elected by the Congregation.
 - (4) The pastor shall be a member of the Congregational Nominating Committee, ex-officio, without vote.
- b. The Congregational Nominating Committee shall be constituted at its January organization meeting. The Committee shall serve through the end of that calendar year, being responsible for all nominations identified below that are required during that year.

Section 2. NOMINATIONS

- a. The Congregational Nominating Committee shall present for consideration by the Congregation only one qualified and eligible active member for each ruling elder and deacon office to be filled, and six (6) active members of the Congregation to serve on the succeeding Congregational Nominating Committee, giving attention to the principles of inclusiveness found in *BoO* G-2.0401 and F-1.0403.
- b. Each nominee shall have consented to serve, if elected, and their names shall be published in the church bulletin at least one week prior to the meeting of the Congregation.
- c. Subsequent to the report of the Congregational Nominating Committee, the moderator shall call for nominations from the floor.
- d. Active members being nominated from the floor shall have consented to serve if elected, and an oral biography of each such nominee shall be provided by the person making the nomination.
- e. The Nominating Committee shall present nominees that give full expression to the rich diversity of the active members, giving due consideration to both their individual gifts and the requirements for ministry.
- f. The Congregational Nominating Committee shall present the appropriate number of names for a pastor or associate pastor nominating committee when such a committee has been authorized.

Section 3. ELECTIONS

- a. Ruling elders, deacons and Congregational Nominating Committee members shall be elected at the special meeting of the Congregation in the fall of each year or at another meeting of the Congregation called for that purpose to fill an unexpired term.
- b. Elections may be by acclamation if there be but one nominee for each office to be filled, after opening the floor for nominations. If there be more nominees than vacant offices, elections shall be by written ballot.
- c. Nominees receiving the most votes, up to the number of offices to be filled, shall be declared elected, provided that each such nominee receives a majority (over 50%) of the votes cast.

Section 4. TERMS OF OFFICE

- a. There shall be three classes, each equal in numbers, of ruling elders and deacons, which shall expire on the last day of December of that class's year.
- b. A full term of office on the Session and the Board of Deacons shall be for three (3) years. A term of office on the Congregational Nominating Committee shall be for one (1) year.
- c. No ruling elder or deacon shall be elected for a term of more than three years, nor shall a ruling elder or deacon serve consecutive terms, either full or partial, aggregating more than six consecutive years. A ruling elder or deacon having served a total of six years shall be ineligible for reelection for a period of at least one year.
- d. When a ruling elder, deacon or member of the Congregational Nominating Committee resigns or otherwise leaves the position vacant, prior to the end of his or her term the Session may declare a vacancy and instruct the Congregational Nominating Committee to nominate a replacement to be elected by the Congregation at a special or annual meeting.

Section 5. EXAMINATION, ORDINATION AND INSTALLATION

- a. The Session shall provide a period of study and preparation for candidates elected to the office of ruling elder and deacon. This shall be followed by an examination as to their personal faith, sense of call, knowledge of Reformed tradition, theology and polity, and the duties of the ordered ministry to which elected. The examination shall include, but not be limited to, a determination of the candidate's ability and commitment to fulfill all requirements as expressed in the constitutional questions for ordination and installation.
- b. Ruling elders and deacons, having been duly elected by the Congregation, then examined and approved by the Session, shall be installed, and ordained if required, during a regular Sunday morning church service. The Session shall establish the date for installations.
 - (1) Those elected to serve full terms shall be installed not later than the last Sunday prior to the January stated meeting of the Session. The term of service for a full term shall begin on the day of the Session's January stated meeting.

- (2) Those elected to serve partial terms shall be installed on the first Sunday practicable. The term of service for a partial term shall begin upon installation.
- (3) In the case where the Session does not approve the examination, the Congregation shall be notified no later than the next Sunday worship service and the Nominating Committee shall be tasked to nominate a new candidate for the term of office that would have been filled by the individual, following the process for unexpired terms as defined in these Bylaws.

ARTICLE VI **THE SESSION**

Section 1. MEMBERS

The Session of this church shall consist of eighteen (18) ruling elders, divided into three (3) equal classes, the pastor, and all installed associate pastors.

Section 2. MEETINGS

- a. The Session shall hold stated meetings monthly, except as canceled by its previous action. The date, time and place of all stated meetings shall be as prescribed by the Session.
- b. Special meetings of the Session may be called by:
 - (1) The moderator.
 - (2) When requested to do so by any two members of the Session.
 - (3) When directed to do so by the Presbytery.
 - (4) Notice of special meetings shall be by a minimum of twenty-four (24) hours prior to the meeting, and may be delivered by electronic means. The notice for a special meeting shall specify the purpose of the business to be transacted at that meeting.
- c. Meetings of the Session are open to members of the Congregation to attend and observe. However, this does not restrict the right of the Session to meet in in executive session whenever circumstances indicate the wisdom of doing so.

Section 3. QUORUM

- a. A quorum shall consist of the moderator and one-third (1/3) of the ruling elders in current service on the Session, who are present in person, except for the acceptance of new members, when a quorum shall be the moderator and two (2) ruling elders.
- b. The members at a meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum.

Section 4. OFFICERS

- a. Moderator. The moderator of the Session shall be the pastor. If it is impractical for the pastor to moderate, another teaching elder who is a member of the Presbytery or a person authorized by the Presbytery shall be invited to serve as moderator. If there is no installed pastor, or if the installed pastor is unable to invite another moderator, the Presbytery shall make provision for a moderator. The Session shall not meet without the pastor or designated moderator.
- b. Clerk of Session. The Session, at its January organizational meeting, shall elect a ruling elder as clerk of session from within or without its own membership. The clerk of session shall:
 - (1) Maintain an accurate record of each Session meeting.
 - (2) Maintain the rolls and registers of the church as prescribed by the BoO. Preserve the records and furnish extracts from them when required by another council of the church.
 - (3) Serve as the secretary of the Corporation and its Board of Trustees.
- c. Treasurer. The Session, at its January organizational meeting, shall elect a treasurer, who also shall serve as treasurer of the Corporation and Board of Trustees, from within or without its own membership. Supervision of the treasurer is delegated to the Board of Trustees.

Section 5. AUTHORITY AND DUTIES

- a. The Session shall have authority over all of the affairs and activities of this church, except in such matters as may by the BoO or these Bylaws be specifically accorded to the Pastor, to the Congregation, or to higher councils. The Session is responsible for governing the Congregation and guiding its witness to the sovereign activity of God in the world. As it leads and guides the witness of the Congregation,

the Session shall keep before it the marks of the Church, the notes by which Presbyterian and Reformed congregations have identified themselves throughout history, and the six Great Ends of the Church, as described in the *BoO* "Foundations of Presbyterian Polity." The Session has responsibility and power to:

- (1) Provide that the Word of God may be truly preached and heard.
- (2) Provide that the Sacraments may be rightly administered and received.
- (3) Nurture the covenant community of disciples of Christ.

b. The Session shall do the following as prescribed by the *BoO*:

- (1) Participate in the life of the whole church through participation in other councils
- (2) Maintain rolls and registers.
- (3) Prepare and adopt a unified annual budget that includes all separately accounted funds of the Congregation and its programs.
- (4) Determine the distribution of the Congregation's benevolences, providing full information to the Congregation concerning its decisions in such matters.

c. The Session shall maintain insurance as follows:

- (1) Property and liability insurance to cover all real and personal property utilized in meeting the objectives and activities of this church as identified in Article II above.
- (2) Liability insurance that covers members of the Session, members of the Board of Deacons, members of the Board of Trustees and employees, to the extent allowed by the non-profit corporation and insurance laws of the State of California then in effect. Such liability coverage shall apply to acts arising solely from duties conducted on behalf of this Congregation and/or Corporation, subject to the standard exclusions included in insurance policies issued in the State of California.

d. The Session shall cause to be prepared a "manual of administrative operations" for the guidance of church officers, all ministry teams, all member organizations, all members and the church staff. The

Session will designate boards, ministry teams or other organizations of the church responsible for writing a portion of the manual of administrative operations.

Section 6. MINISTRY TEAMS OF SESSION

- a. The Session shall maintain a structure of ministry teams for accomplishing the work of the church. Each ministry team chair shall report to Session on a periodic basis. The chair will be granted privilege of the floor at Session meetings if not a member of Session.
- b. The structure of ministry teams or other organizations reporting to Session shall be identified in the Session's portion of the manual of administrative operations.
- c. Each ministry team shall be chaired by a ruling elder that may, or may not, be currently serving on Session. At least one member of each ministry team shall be a ruling elder currently serving on Session.
- d. Ministry team members shall be active members of the Congregation or the Presbytery. Individuals that are not active members may be called on by a ministry team to advise it, without vote. Membership on all ministry teams is subject to Session approval.
- e. The portion of the manual of administrative operations prepared by a ministry team shall be approved by that organization and submitted to the Session for approval.

ARTICLE VII
THE BOARD OF DEACONS

Section 1. ORGANIZATION

- a. The Board of Deacons shall consist of no fewer than six (6) and no more than thirty (30) deacons, as may be determined by the Session from time-to-time. The Board shall be organized as described in the Board of Deacons portion of the manual of administrative operations.
- b. A teaching elder designated by the Session shall be an advisory member of the Board of Deacons.

Section 2. MEETINGS

- a. The Board of Deacons shall meet as prescribed by the Board of Deacons manual of administrative operations. Records, including minutes of each meeting, shall be maintained.
- b. Joint meetings of the Board of Deacons and the Session shall be held when called by the Session.

Section 3. AUTHORITY AND DUTIES

- a. As the whole church is under the jurisdiction of the Session, the Board of Deacons shall be under its supervision and authority. The records of the Board of Deacons shall be submitted to the Session upon its request. The Session may void or amend any action of the Board of Deacons, or direct the Board to reconsider such action.
- b. The ministry of deacons is one of compassion, witness and service. The Board of Deacons shall have responsibilities to minister to those in need, to the sick, the friendless, and to any who may be in distress.
- c. The Board of Deacons shall prepare a portion of the manual of operations that describes the Board's organization and processes.
- d. The Board of Deacons shall assume such other duties as may from time to time be delegated it by the Session.

ARTICLE VIII **THE CORPORATION**

Section 1. POWERS OF THE CORPORATION

The Corporation exists under the laws of the State of California and the provisions of the *BoO*. It has powers to:

- a. To receive, hold, encumber, manage, and transfer property, real or personal, for the Congregation;
- b. To accept and execute deeds of title to such property;
- c. To hold and defend such title to such property; and
- d. To manage any permanent special funds for the furtherance of the purposes of the Congregation.

Section 2. MEETINGS OF THE CORPORATION

- a. An annual meeting of the Corporation shall be held each year to transact any and all business that may properly come before it. The annual meeting of the Corporation normally is held concurrently with the annual meeting of the Congregation.
- b. Meetings of the Corporation may be called to be held concurrently with Congregational meetings. When meeting as a corporation, the Congregational meeting shall either adjourn or stand in recess until re-convened following adjournment of the meeting of the Corporation.
- c. The Corporation may be called to meet by:
 - (1) The trustees at their discretion; or
 - (2) The trustees when directed by the Session or the Presbytery.
- d. A notice of the date, time and place of every meeting of the Corporation shall be given by announcement in the church bulletin for two successive Sundays, the second of which may be the date set for the meeting.
- e. The president of the Corporation shall preside at meetings of the Corporation. If he or she is unable to act or if the subject to be discussed requires it, the vice president, secretary or treasurer, in that order, shall preside.
- f. A quorum for the transaction of business at all Corporation meetings shall consist of a minimum of one-tenth (1/10) of the Active members who are 18 years of age or older, and who are present in person plus those that have delivered their proxy in writing to the Secretary of the Corporation.
- g. The members present at a meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.
- h. Members must be of legal age (18 years) to be eligible to vote on corporate business. Voting by proxy is permitted on corporate matters. The Secretary of the Corporation shall cast the votes for those who have delivered their proxy in strict accordance with the instructions of the proxy.
- i. The minutes shall be attested by the presiding officer and secretary and entered into the minute book of the trustees. Minutes of each

meeting may be approved by the members of the Session, acting in their role as trustees, at the next stated Session meeting.

Section 3. BOARD OF TRUSTEES

The ruling elders currently serving on the Session shall, by virtue of their office, serve as trustees of the Corporation and constitute the Board of Trustees as provided herein. This Board shall be responsible to the Congregation according to the *BoO*, and these Bylaws, and to the Corporation according to the laws of the State of California. The trustees also are “directors” of the Corporation as defined by the laws of the State of California.

Section 4. MEETINGS OF TRUSTEES

- a. Meetings of the Board of Trustees may be held concurrently with stated or special Session meetings. When the Board meets, the moderator of the Session shall either adjourn the Session meeting or recess it, to be re-convened upon adjourning the Board meeting. The president of the Corporation shall chair meetings of the Board.
- b. Special meetings of the Board of Trustees shall be held when directed by the Session or at other times considered necessary by any three (3) members of the Board.
- c. A quorum shall consist of the president or vice President and one-third (1/3) of the members of the Board of Trustees, who are present in person.

Section 5. OFFICERS OF CORPORATION

- a. Election of Officers. The Officers of this Corporation shall be a president, vice president, secretary and treasurer. The president and vice president shall be elected by and from the members of the Board of Trustees at a January meeting of the Board.
 - (1) The president and vice president shall be a ruling elders currently serving on the Session.
 - (2) The secretary and treasurer shall be members of the Congregation and, when not currently serving on Session, shall also become members of the Board of Trustees upon being elected to the position pursuant to Article VI of these Bylaws.
 - (3) Each Officer shall hold office until the first meeting of the Board of Trustees in January of each year, or until resigning, or until

removed or otherwise disqualified. Vacant officer positions shall be filled by the Board of Trustees at any meeting of that Board.

(4) Any Officer may be re-elected to successive terms, without limit.

- b. Authority to act. Each of the corporate officers identified in paragraph a, above, has the authority to enter into any contract, deed, encumbrance, note or other instrument whereby the church may become bound as a Corporation in the name of, and on behalf of, this Corporation, upon being specifically authorized to do so by the Board of Trustees. Unless so authorized, no officer, agent or employee shall have any power or authority to bind this Corporation to any contract or agreement of any kind.
- c. Duties of the president. The president shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board of Trustees, have supervision, direction and control of the business affairs of the Corporation. The president shall:
- (1) Preside at all meetings of the Board of Trustees and the Corporation;
 - (2) Have the general powers and duties of management invested in the office of the president of a non-profit, religious corporation; and
 - (3) Have such other powers and duties as may be prescribed by the Session or by these Bylaws.
- d. Duties of the vice president. In the absence or disability or refusal to act of the president, the vice president shall perform all the duties of the president and, when so acting, shall have the powers of, and be subject to, all the restrictions upon the president.
- e. Duties of the secretary. The secretary shall:
- (1) Record and keep at the principal office of the Corporation, a book of minutes of all meetings of the Board of Trustees and of the Corporation;
 - (2) Give the Notice of meetings;
 - (3) Maintain and affix the Corporate seal to any such instruments that require it; and

- (4) Perform such other duties that may be required by law, by direction of the Board of Trustees, or by these Bylaws.

f. Duties of the Treasurer. The treasurer shall:

- (1) Be covered by a corporate surety bond in an amount determined by the Board of Trustees, the premiums of which shall be paid by the Corporation;
- (2) Pay or cause to be paid bills for current expenses only upon approval of the Board of Trustees, except those for which prior authority has been granted in the unified annual budget or as otherwise approved by the Session;
- (3) Receive reports from custodians of the various funds maintained by programs of the Congregation and annually provide to the Session a consolidated financial report and report at other times as requested;
- (4) Ensure that all financial books and records are adequate to reflect all financial transactions of the Congregation and its programs in order to render monthly reports, render an annual report at the annual meeting of the Corporation or other meetings of the Corporation as called by the Trustees;
- (5) Prepare and provide reports as may be required under the laws of the State of California and United States Government, and;
- (6) Perform such other further duties as may be required by law or as may be prescribed or required from time to time by the Board of Trustees or these Bylaws.

Section 6. AUTHORITY AND DUTIES

- a. The corporate powers of this church shall be exercised by the Board of Trustees. The Board shall process formal corporate documents and perform duties required of it by law according to powers granted to a non-profit religious corporation by the laws of the State of California, and shall be in conformity to the Articles of Incorporation of this church. The Board of Trustees may be identified as the "Board of Directors" when required under the laws of the State of California.
- b. All actions of the Board of Trustees and the individual trustees are subject to the authority of the Session and under the provisions of the *BoO*. The powers and duties of the trustees shall not infringe upon the powers and duties of either the Session or the Board of Deacons.

- c. The Board of Trustees shall act to buy, sell, mortgage or otherwise encumber any of the church's real property only after the approval of the Congregation at a duly constituted meeting and receiving the written permission of the Presbytery transmitted through the Session.
- d. The Board of Trustees shall not lease any of the church's real property used for purposes of worship, or lease any of its other real property for a period of more than five (5) years, without the written permission of the Presbytery transmitted through the Session.

Section 7. PROPERTY

All real and/or personal property, now or hereafter acquired and any interests therein legal or equitable will be held in accordance with the Articles of Incorporation, as amended. Upon the winding up or dissolution of this Corporation, its assets remaining after paying or adequately providing for the debts and liabilities of the Corporation, shall be in accordance with the Articles of Incorporation, as amended.

ARTICLE IX **AMENDMENTS AND EXCEPTIONS**

Section 1. GENERAL

Amendments and/or revisions to these Bylaws, not in conflict with the *BoO* or the laws of the State of California, shall be processed through the Session and submitted to the Congregation for approval. When amendments revise the Corporation or Board of Trustees as described within these Bylaws they shall also be processed through the Board of Trustees for approval.

Section 2. APPROVAL

Amendments and/or revisions to these Bylaws shall require a two-thirds vote of a quorum of eligible Congregation members present and voting for approval. Following that approval, the amended Bylaws shall be submitted to the Presbytery for review if required by the Presbytery.

Section 3. EXCEPTIONS

- a. Exceptions to, or departures from, the provisions of these Bylaws other than those related to Congregational meetings may be taken only by an affirmative vote of three-fourths ($\frac{3}{4}$) of the Session members present at a meeting at which a quorum is present.

- b. Exceptions to the provisions of these Bylaws related to Congregational meetings and actions taken at such meetings may be taken only by an affirmative vote of three-fourths ($\frac{3}{4}$) of the active members present at a meeting at which a quorum is present and the need to take such exception has been included in the notice for the meeting.