

Proposed Church Bylaws of First United Presbyterian Church Charlotte, North Carolina (Revised)

October 23, 2011

Note: This is a revised version of the Proposed Church Bylaws presented to the Church Congregation on Sunday, October 16, 2011. To show the differences from the current bylaws and the proposed bylaws, this version highlights new language added to the bylaws with underlines and includes notes that show in *italics* where language has been removed or relocated.

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Note: The drafting convention in the proposed bylaws follows the drafting conventions of the *Book of Order*, e.g., some proper nouns such as “Session” are typed in lower case.

**First United Presbyterian Church
Church Bylaws**

ARTICLE I.

Purpose and Objectives

Section 1. Purpose. The First United Presbyterian Church (U.S.A.), (hereinafter called the “church”) located in Charlotte, North Carolina has been called by God, organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world.

Section 2. Mission. The church is a community of believers bound in faith through Jesus Christ. We have been called to demonstrate God’s love through worship, service, education and Christian nurture to the ever-changing Charlotte community, and to all persons seeking God’s wholeness.

Section 3. Authority. The church shall be governed in accordance with the Constitution of Presbyterian Church (U.S.A.) and the laws of the State of North Carolina. Consistent with the Presbyterian Church (U.S.A.) constitution, the bylaws shall provide specific guidance for the church.

Section 4. Affiliations. The church is a member of the Presbytery of Charlotte in the Synod of the Mid-Atlantic of the Presbyterian Church (U.S.A.).

Section 5. Incorporation. In accordance with the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of North Carolina, the congregation shall cause a corporation to be formed. (*Book of Order* G-4.0101).

ARTICLE II.

Members

Section 1. Eligibility for Membership. Members of the church shall be all active members of the congregation. Persons become an active member of the church through faith in Jesus Christ as Savior and acceptance of his Lordship in all of life. Baptism and a public profession of faith in Jesus as Lord are the visible signs of entrance into the active membership of the church congregation. (*Book of Order* G-1.0402).

Section 2. Active Members. Persons received into membership of the church and active in the church’s work and worship. (*Book of Order* G-1.0402). The roll of members as established and maintained by the session shall determine those individuals who are active members. (*Book of Order* G-3.0204).

ARTICLE III.

Meetings of Members

Section 1. Church Meeting. There shall be an annual meeting of the congregation in the church building on the third Sunday in October or as otherwise determined by the session. Special meetings may be called by the session. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call. (*Book of Order* G-1.0501).

Section 2. Calling of Congregation Meeting. Meetings of the congregation shall be called by the session, the presbytery or one fourth of active members on the rolls of the congregation. (*Book of Order* G-1.0502).

53 **Section 3. Business of Congregation Meeting.** Business at congregation meetings shall be limited to
54 the following:

55 a. Annual reports from organizations and the session (information only);

56 b. Financial report for the preceding year;

57 c. Budget for the coming year (information only);

58 d. Changes in the terms of call for the pastor(s);

59 e. The nominating committee's report for church officers (*Book of Order* G-2.0401);

60 f. Electing members to serve on the nominating committee;

61 g. Buying, mortgaging, or selling real property; and

62 h. Requesting the presbytery to grant an exemption as permitted in the Presbyterian Church (U.S.A.)
63 constitution. (*Book of Order* G-2.0404).

64
65 Consistent with the laws of the State of North Carolina, both ecclesiastical and corporate business
66 may be conducted at the same meeting of the congregation. (*Book of Order* G-1.0503).

67
68 All meetings shall be opened and closed with prayer.

69
70 **Section 4. Notice of Meeting.** Public notice of all meetings shall be given in printed and verbal form
71 on at least two successive Sundays prior to the meeting. When the meeting is called for the purpose of
72 electing a pastor, the notice shall be given in printed and verbal form at least ten days in advance, which
73 shall include two successive Sundays. (*Book of Order* G-1.0502).

74
75 **Section 5. Moderator.** The pastor shall moderate the meetings. If there are co-pastors, they shall
76 alternately preside at meetings. When the church is without a pastor, a moderator appointed by the
77 presbytery shall preside.

78
79 If it is impractical for the pastor or the moderator of the session appointed by the presbytery to
80 preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to
81 preside. When this is not expedient, the presbytery shall make provisions for a moderator. (*Book of Order*
82 G-1.0504).

83
84 **Section 6. Secretary.** The clerk of the session shall serve as secretary. If the clerk is not present or is
85 unable to serve, the congregation shall elect a secretary. (*Book of Order* G-1.0505).

86
87 **Section 7. Quorum for The Meeting.** The quorum of a meeting of the congregation shall be 30
88 members, but under no circumstance shall it be fewer than one-tenth of the active members of the
89 congregation. The secretary shall determine that a quorum is present. The moderator shall not be counted
90 in determining a quorum.

91
92 **Section 8. Voting.** Only active members may vote, regardless of age. (*Book of Order* G-1.0501).
93 Consistent with the laws of the state of North Carolina, voting is restricted to active members. Voting by
94 proxy is not allowed.

95
96 Motions are decided by a simple majority vote, unless a higher voting requirement is called for
97 elsewhere in these bylaws. The moderator does not have a vote. In case of a tie vote on any motion, the
98 motion shall be put to a vote again. If there is another tie, then the motion fails.

99
100 **Section 9. Minutes of The Meeting.** The minutes of the meeting recorded by the secretary shall be

101 attested by the moderator and the secretary, and recorded in the minute book of the session. (*Book of Order*
102 G-1.0505). The minutes shall be posted in the church office and made available to members of the
103 congregation upon request.

104
105 **Section 10. Procedural Requirements.** Robert Rules of Order, the most recent edition, shall be
106 used for parliamentary guidance. (*Book of Order* G-3.0105).

107 **ARTICLE IV**

108 *Officers*

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112 **Section 1. Pastors.** The pastor, co-pastor or associate pastor are teaching elders (Minister of Word
113 and Sacrament) committed to teaching the faith and equipping the members of congregation for the work of
114 the ministry. They may serve in a variety of ministries including as pastor of the congregation, as
115 authorized by the presbytery. (*Book of Order* G-2.0501).

116
117 When called as pastor, co-pastor or associate pastor of the congregation, they are responsible for
118 studying, teaching, and preaching the Word, for celebrating Baptism and the Lord's Supper, and for praying
119 with and for the congregation. They work closely with the ruling elders and deacons on ecclesiastical and
120 administrative affairs of the church, responsible for sharing in the ministry of the church in councils higher
121 than the session, and facilitating ecumenical relationships. (*Book of Order* G-2.0504).

122
123 **Section 2. Ruling Elders.** A ruling elder should be a person of faith, dedication, and good judgment.
124 Their manner of life should be a demonstration of the Christian gospel, both within the church and in the
125 world. Together with the pastor, they exercise leadership, government, and discipline and have
126 responsibilities for the life of the church as well as the church at large, including ecumenical relationships.
127 They shall serve faithfully as members of the session. (*Book of Order* G-3.0201 – G-3.0202).

128
129 The congregation shall elect twelve ruling elders divided into three equal classes, one class of whom
130 shall be elected each year at the annual meeting for a three-year term. Before being ordained or installed
131 each new candidate shall attend and complete officer's training sessions prepared for that candidate's
132 enlightenment.

133
134 The session at its first meeting of the new calendar year shall elect an active or inactive ruling elder
135 to serve as clerk. Also, at the first meeting of the session, the session shall annually elect a treasurer for the
136 church. (*Book of Order* G-3.0104)

137
138 A quorum for that session shall be the pastor or other presiding officer and one third of the active
139 ruling elders.

140
141 **Section 3. Deacons.** Deacons are persons of spiritual character, honest repute, of exemplary lives,
142 brotherly and sisterly love, warm sympathies, and sound judgment. The duties of deacons are to minister to
143 those who are in need, to the sick, to the friendless, and to any who may be in distress both within and
144 beyond the community of faith. They shall assume such other duties as may be delegated to them from time
145 to time by the session. (*Book of Order* G-2.0201 – G-2.0202).

146
147 The congregation shall elect twelve deacons divided into three equal classes, one class to whom shall
148 be elected each year at the annual meeting for a three-year term. Before being ordained or installed, each
149 new candidate shall attend and complete officer's training sessions prepared for that candidate's
150 enlightenment.

151
152 The board of deacons at its first meeting of the new calendar year shall elect a moderator and a

153 secretary from its members and shall form such committees as necessary to carry out its work.
154

155 The pastor shall be an advisory member of the board of deacons. A quorum for the board of deacons
156 shall be one third of its members, including the moderator.
157

158 **Section 4. Trustees.** The trustees should be persons of strong faith, knowledge of property and good
159 judgment. The trustees shall have the following powers: to receive, hold, encumber, manage, and transfer
160 property, real or personal, for the church; to accept and execute deeds of title to such property; to hold and
161 defend title to such property; to manage any permanent special funds for the furtherance of the purposes of
162 the church, all subject to the authority of the session. (*Book of Order* G-4.0101).
163

164 Under the provisions of the Constitution of the Presbyterian Church (U.S.A.) provided further that in
165 buying, selling and mortgaging real property, the trustees shall act only after the approval of the
166 congregation granted in a duly constituted meeting. (*Book of Order* G-4.0206).
167

168 The congregation shall elect nine trustees divided into three equal classes, one class of whom shall be
169 elected each year at the annual meeting for a three-year term. Before being ordained or installed, each new
170 candidate shall attend and complete officers' training sessions prepared for that officer's enlightenment.
171

172 The board of trustees at its first meeting of the new calendar year shall elect a moderator and a
173 secretary from its members and shall form such committees as necessary to carry out its work.
174

175 The powers and duties of the trustees shall not infringe upon the powers and duties of the session or
176 of the board of deacons. (*Book of Order* G-4.0101).
177

178 They shall assume such other duties as may be delegated to them from time to time by the session.
179

180 [*Note: Standing Committees of the Board of Deacons is no longer included in the bylaws as to provide*
181 *flexibility for the board.*]
182

183 **Section 5. Vacancies.** Vacancies on the session, board of deacons or trustees may be filled at a
184 special meeting of the congregation or at an annual meeting, as the session may determine.
185

186 **Section 6. Terms of Service.** Officers are elected for a three-year term and may be reelected to the
187 same board for another three-year term. However, no officer shall serve more than six consecutive years on
188 the same board. After six years, the officer must sit out at least one year before being reelected to the same
189 board. (*Book of Order* G-2.0404).
190

191 All active church officers are required to serve their term of office before serving on another board of
192 the church (session, board of deacons and board of trustees). Any officer resigning her/his current office
193 must sit out one year before being considered for election to a different church board. (*Book of Order* G-
194 2.0404).
195

196 **Section 7. Removal of Officers.** Any officer may resign from the session, board of deacons and
197 board of trustees for good cause, with the consent of the session. (*Book of Order* G-2.0405).
198

199 Any officer (ruling elder, deacon or trustee) who has received two unexcused absences from regular
200 meetings shall be sent, in writing, a warning of dismissal for such continued practice. An officer having
201 been duly warned shall be dismissed following a third unexcused absence from regular meetings.
202

203 The session shall establish criteria regarding good conduct and performance of officers. The session
204 may recommend to the church congregation the removal any officer for not performing the duties and

205 requirements of her/his office.

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ARTICLE V.

Governance

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Section 1. Nominating Committee. The congregation shall form a nominating committee for the purposes of presenting candidates for the offices of ruling elder, deacon and trustee. The committee shall organize in the following manner: (*Book of Order* G-2.0401)

- a. There shall be nine members of the nominating committee.
- b. Two of the members shall be ruling elders designated by the session, one of whom shall be currently serving on the session and shall serve as moderator of the committee.
- c. Two of the members - one from the board of deacons and one from the board of trustees - shall be designated by and from that board.
- d. Five of the members, not persons currently serving on the session, the board of deacons or trustees, shall be nominated and elected at the annual meeting of the congregation.
- e. Members of the committee shall be elected annually, and no member shall serve more than three years consecutively.
- f. The pastor shall be an ex-officio member without a vote.
- g. The nominating committee shall bring to the congregation nominations only for the number of positions to be filled.
- h. The floor shall be open for nominations at the annual meeting.

[*Note: Reference to two or more families has been moved to Section 5. Other Committees.*]

Section 2. Session. The session is responsible for the mission and government of the church. The members consist of the pastor or co-pastors, the associate pastors and ruling elders in active service. All members of the session, including the pastor, co-pastors, and associate pastors, are entitled to vote. (*Book of Order* G-3.0201).

The session responsibilities and duties include, but are not limited to, providing opportunities for evangelism, receiving members into the church, participating in the mission of the church, providing for the worship of the congregation, developing and implementing church ministries, managing of church properties, developing and supervising church school and education programs, delegating and supervising the board of deacons, and board of trustees and all other organizations of the church, providing for the administration of church programs, managing church properties and maintaining relationships with the higher governing bodies of the church. The session shall meet at least quarterly. (*Book of Order* G-3.0202 – G3.0205).

Section 3. Moderator. The pastor is the moderator of the session. The session shall not meet without the pastor or designated moderator. When the pastor is unable to attend, the pastor shall find another moderator to preside or the presbytery shall make provisions for a moderator. (*Book of Order* G-3.0201).

256 **Section 4. Secretary.** The clerk of session shall record the transactions of the session, keep the rolls
 257 of church membership and register of baptism, preserve the records, and furnish extracts from the records.
 258 (Book of Order G-3.0204).

259
 260 **Section 5. Other Committees.** The session may establish other committees as needed to support the
 261 mission of the church. (Book of Order G-3.0109).

262
 263 Two or more members of the same family may not serve on the same official board at the same time
 264 (e.g., husbands or wives, sons or daughters, and grandparents or other family alliances not specified), unless
 265 specifically authorized by the session.

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 268 **ARTICLE VI.**
 269 **Indemnification**

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 271 Every officer or employee of the church may be indemnified by the church against all expenses and
 272 liabilities, including counsel fees, reasonably incurred or imposed upon such officer or employee in
 273 connection with any threatened, pending, or completed action, suit or proceeding to which she/he may
 274 become involved by reason of her/his being or having been an officer or employee of the church, or any
 275 settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of
 276 her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply
 277 only when the session approves such settlement and reimbursement as being in the best interest of the
 278 church. The foregoing right of indemnification shall be in addition and not exclusive of all other rights,
 279 which such officer or employee is entitled.

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 282 **ARTICLE VII.**
 283 **Conflict of Interest**

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 285 **Section 1. Policy.** Whenever a member, officer or employee has a financial or personal interest in
 286 any matter coming before the session, the affected person shall a) fully disclose the nature of the interest
 287 and b) withdraw from discussion, lobbying, and voting on the matter. Other session members should
 288 actively discourage a member, officer or employee with a potential conflict from lobbying them. Any
 289 transaction or vote involving a potential conflict of interest shall be approved only when a majority of
 290 disinterested session members determine that it is in the best interest of the church to do so. The minutes of
 291 meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

292
 293 **Section 2. Violations of the Policy.** If a member, officer or employee has reasonable cause to
 294 believe that a member, officer or employee failed to disclose actual or potential conflicts of interest, they
 295 shall inform the session of the basis of such belief. The session shall designate an appropriate party to
 296 investigate all allegations of conflict of interest involving the church and report all findings to the session. If
 297 the session determines the member, officer or employee failed to disclose actual or potential conflict of
 298 interest, the session shall take appropriate disciplinary and corrective action.

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 301 **ARTICLE VIII**
 302 **Prohibited Activities**

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 304 No substantial part of the activities of the church shall be the carrying out of propaganda, or
 305 otherwise attempting to influence regulations, and the church shall not participate in or intervene in
 306 (including the publishing or distribution of statements) any political campaign on behalf of any candidate

307 for public office. Notwithstanding any other provision of these articles, the church shall not carry other
 308 activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section
 309 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future
 310 United States Internal Revenue Law) or (b) by a corporation, contributions of which are deductible under
 311 Section 170(c)(2) of the Internal Revenue code of 1954, as amended (or the corresponding provision of any
 312 future United States Internal Revenue Law).

313
 314 **ARTICLE IX.**
 315 *Dissolution*

316
 317 If the church is formally dissolved by the presbytery, such property as the church may have shall be
 318 held, used, and applied for such uses, purposes, and trusts as the presbytery, synod, or the general assembly
 319 may direct, limit, and appoint, or such property may be sold or disposed of as such governing body may
 320 direct in conformity with the constitution of the Presbyterian Church (U.S.A.) and the laws of the State of
 321 North Carolina.

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 324 **ARTICLE X.**
 325 *Amendments*

326
 327 These bylaws may be amended subject to the Constitution of the Presbyterian Church (U.S.A.) and
 328 the laws of the State of North Carolina by a two-thirds vote of the voters present, provided that the proposed
 329 changes in printed form shall have been distributed at the same time as the call of the meeting at which
 330 changes are voted upon.

331
 332 These bylaws were approved at a meeting of the congregation by a two-third vote of active members
 333 on _____.

334
 335
 336
 337 _____
 338 Secretary

_____ Date