

AUBURN PRESBYTERIAN CHURCH

Auburn, CA
Revised April 15, 2007

PREAMBLE

The Congregation of the Auburn Presbyterian Church, Auburn, California, organized and existing under and by virtue of the statutes of the State of California, is an ecclesiastical organization and a nonprofit religious corporation subject to and an integral part of the Presbytery of Sacramento, the Synod of the Pacific, and the Presbyterian Church (USA). It exists to encourage, equip and multiply faithful followers of Jesus Christ. It is subordinate to the Constitution of the Presbyterian Church (USA) except in such instances as may violate the laws of the State of California. The following Bylaws are adopted as containing the principles of its government.

Article I NAME

This Church shall be identified by the name "Auburn Presbyterian Church".

Article II PRINCIPAL OFFICE

The principal office for the transaction of the business of the church is located at 13025 Bell Air Drive, Auburn, CA 95603.

Article III MEMBERSHIP

- Section 3.1 ELIGIBILITY: All who profess faith in Jesus Christ, promise obedience to His laws, and accept the ordinances of the Church according to the Confessions of Faith and the Book of Order of the Constitution of the Presbyterian Church (USA) are eligible to become members of this congregation, on acceptance by the Session at a regular meeting or duly called special meeting (G-10.0102; Section 9151(d)).
- Section 3.2 DELETIONS: Names of members may be deleted from the rolls of the congregation by the Session in accordance with state law and the Form of Government of the Constitution of the Presbyterian Church (USA), the provision of which are incorporated herein and made a part hereof (G-10.0302b; Section 9340).
- Section 3.3 TRANSFERS: The Session shall have the power to grant and receive certificates of transfer to/from other particular churches (G-10.0302b).

Article IV THE CHURCH SESSION

¹ Revision date: April 15, 2007

- Section 4.1 **SESSION:** The spiritual affairs, government, and discipline of the Church shall be controlled and directed by a Session consisting of the Pastor, Co-Pastor(s), Associate Pastor(s), and six (6) Elders in active service. All members including the Pastor(s) are entitled to vote (G-10.0101).
- Section 4.2 **DUTIES:** The Session is in charge of maintaining the entire mission and government of the particular congregation, as written in the Form of Government of the Constitution (Book of Order) of the Presbyterian Church (USA) (G-10.0102).
- All contributions, gifts, benevolences, and other funds received by the Church shall be expended under the direction of the Session with due regard to benevolence budgets and policies recommended by higher judicatories. Gift designations shall be honored by the Session. The offerings of the Church School and all other societies or agencies of the Church shall be reported at least annually to the Session for approval.
- Section 4.3 **WORSHIP:** Subject to the provisions of the Directory for Worship (Book of Order) of the Constitution of the Presbyterian Church (USA), the Session shall have and exercise exclusive authority over the worship of the Congregation. It shall determine the times and places of preaching the Word and all other religious services (G-10.0102).
- Section 4.4 **BUILDING AND FACILITY USE:** The Session shall have exclusive authority over the uses of the Church buildings and properties. It may temporarily delegate the determination of such uses, subject always to the superior authority and direction of the Session (G-10.0102).
- Section 4.5 **SUBSIDIARY ORGANIZATIONS:** The Session shall have authority over all the affairs and activities of the Church, except as otherwise given by the Constitution of the Presbyterian Church (USA). The Session may delegate responsibilities to the Board of Deacons subject always to the superior authority and direction of the Session. It may add members to any of its committees and may set up special committees of members responsible to it. Should any differences of opinion arise between the Session and any board or organization of the Church, the Session, as the body having superior responsibility for the welfare and program of the Church, shall have the final authority to make decisions. Any such decision shall prevail unless reversed or modified by a higher governing body (G-6.0402 and G-10.0102(1)).
- Section 4.6 **CHURCH ROLLS:** The Session shall maintain rolls of names of members admitted to Church membership. Rolls shall include: baptized members (including the names of children of active members or of ministers, when such a child was baptized elsewhere); active members; inactive members; and affiliate members. When the Session deletes the name of a member, due to death or some other cause, it shall list the reasons for removal or deletion from the rolls. Names of members shall be placed upon or removed from the rolls of the Church only by order of the Session, and in accordance with the provisions of the Form of Government (Constitution) of the Presbyterian Church (USA). The Session shall also keep a complete register of marriages; of adult and infant baptisms; of Elders; of Deacons; and of pastoral workers (G-10.0302).
- Section 4.7 **STATED MEETINGS:** The Session shall hold stated meetings at least quarterly. Notice of regular scheduled meetings need not be given. The Pastor has the power to convene the Session in special meetings at any time; he or she shall always convene it when requested to do so by any two members of Session. Reasonable notice of special

meetings must be given. The Session shall also convene when directed to do so by the Presbytery of Sacramento. The Session shall open and close its meetings with prayer (G-10.0201 and G-10.0102).

- Section 4.8 **QUORUM**: One-third of the Elders, with the Pastor, shall be necessary to constitute a quorum, except for the reception and dismissal of members, when the quorum shall be the Moderator and two members of Session. The Session may fix its own quorum at any higher number (G-10.0202).
- Section 4.9 **MAJORITY VOTE**: Decisions of the Session shall be binding when passed by a majority of those active elders present and voting.
- Section 4.10 **MODERATOR**: The Pastor of the Church shall be Moderator of the Session. Whenever the Pastor is unable to attend or other reasons make it advisable that another Moderator should preside, the Pastor may, with the concurrence of the Session, invite a minister of the same Presbytery to preside. The Session, after having obtained the approval of the Pastor, may convene and elect another of its own members to preside. In all judicial cases, the Moderator of the Session shall be a minister of the Presbytery to which the Church belongs (G-10.0103). The Moderator shall be Chairman of the Session for purposes of the California Nonprofit Religious Corporation Law (Section 9213(a)).
- Section 4.11 **CLERK**: The Session shall elect a Clerk for a specified term as it may determine. The Clerk of Session shall be an Elder (G-9.0203 and Section 9123(a)).
- Section 4.12 **MINUTES OF MEETINGS**: The Clerk of Session shall keep a legible and accurate record of its proceedings; which record shall be, at least once a year, submitted for inspection by the Presbytery of Sacramento (D-3.0100 and G-9.0203).

Article V CORPORATE FUNCTIONS OF THE SESSION

- Section 5.1 **AUTHORITY**: The corporate affairs of the Church shall be controlled and directed by the Session and any Corporation officers appointed by Session from the Active Members of the Congregation, which shall be the Board of Directors of the Corporation as required under the Nonprofit Religious Corporation Law of the State of California (Section 9151).
- Section 5.2 **SCOPE**: The Board of Directors shall exercise all corporate powers and discharge all corporate duties permitted by law as limited herein (G-7.0402 and Section 9210).
- Section 5.3 **ANNUAL REPORT**: At least seven (7) days prior to the Annual Meeting, the Session shall make an annual report to the members of the Congregation, setting forth all of the following:
- (a) statement of the assets and liabilities of the church
 - (b) receipts and disbursements for the previous year
 - (c) estimate of the expenses and income for the ensuing year
 - (d) agenda and statement of business to be considered at the Annual Meeting
- Section 5.4 **ACCOUNT BOOKS**: The books of account of the Church shall be open for inspection by the Session and by the members of the Congregation at all times, except that demand for inspection by members of the Congregation (other than at the Annual Meeting of Congregation) must be made in writing to the Moderator or Clerk of Session. The right to inspect includes the right to make extracts (Section 9512). The accounts of the

individual contributors shall not be open for inspection of members of the Congregation and Corporation, except for Treasurer.

Section 5.5 CONGREGATIONAL PROPERTY: Whenever hereafter the Church is formally dissolved by the Presbytery of Sacramento, or has become extinct by reason of dispersal of its members, the abandonment of its work, or other cause, such property as it may have, both real and personal, shall be held, used, and applied for such uses, purposes, and trusts as the Presbytery of Sacramento may direct, limit, and appoint; or such property may be sold or disposed of as the Presbytery of Sacramento may direct in conformity with the Constitution of the Presbyterian Church (USA) and the Corporations Code of the State of California (G-8.0401).

Section 5.6 OFFICERS OF THE CORPORATION: The Session, acting as the Board of Directors, shall elect from among its members annually, the Corporation President. The Session shall annually appoint from the Active Members of the Congregation, the additional Corporation Officers of Treasurer and Secretary. The duties of each office are described below.

Section 5.7 PRESIDENT OF THE CORPORATION: The president of the Corporation shall preside at all meetings of the Board of Directors (Trustees) and shall see that all orders and resolutions of the

Board are carried out. He or she, with the Secretary, shall sign and execute all contracts and agreements authorized by the Board. The President shall employ and discharge, subject to the approval of the Board, such agents and employees as the business of the Corporation shall require, and prescribe their duties, terms of employment, and compensation. The President shall convene meetings of the Corporation (unless the Board shall designate another) and shall preside at such meetings. The President shall also perform any and all duties which the Board shall prescribe for the office and which are determined by law.

Section 5.8 SECRETARY: The Secretary appointed by Session or his/her designate, shall attend all meetings of the Corporation, record the proceedings of such meetings, and request that the Clerk of Session include those records in the Minute Book of Session. The Secretary, with the President, shall sign and execute all contracts sand agreements authorized by the Board of Directors.

At the principal office, the Secretary shall keep open for inspection by members of the Congregation at all reasonable times, the original or a certified copy of the Bylaws of the Corporation required by law and by these Bylaws. The Secretary shall also attend to such correspondence as may be assigned and perform all other duties incidental to the office, or prescribed by the Board of Directors, or by Law. The Secretary of the Corporation and the description of this officer's duties fulfills the purposes of the California Non-profit Religious Corporation Law (Section 9213(a)).

Section 5.9 TREASURER: The Treasurer shall have custody of the funds of the Church and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Session. He or she shall have such other power and duties as prescribed by the Session or by Law. The Treasurer shall be the Chief Financial Officer of the Corporation for the purposes of the California Non-profit Religious Corporation Law (Section 9213(a)).

**Article VI
THE DEACONATE**

- Section 6.1 **BOARD OF DEACONS:** There shall be a Board of Deacons, comprised of nine (9) Deacons in active service. The Pastor, Co-Pastor(s), and Associate Pastor(s) shall be advisory members (G-6.0403).(voted upon & revised 5/15/05).
- Section 6.2 **DUTIES:** The Board of Deacons shall minister to those in need, to the sick, to the friendless, and to any who may be in distress, in accordance with the Scriptural duties of the office. Session may delegate to the Board of Deacons other responsibilities, and is itself responsible to supervise the work of the Deacons (G-6.0402 and G-6.0404).
- Section 6.3 **MEETINGS:** The Board of Deacons shall hold regular meetings at least quarterly, or upon call of its Chairman, or when directed by the Session. The Board shall determine its own quorum. A joint meeting of the Session and Board of Deacons shall be held at least annually to confer on matters of common interest (G-6.0404 and G-6.0405).
- Section 6.4 **LEADERS:** The Board of Deacons shall elect from its membership a Moderator and a Secretary (G-6.0403).
- Section 6.5 **MINUTES OF MEETINGS:** The Secretary of the Board of Deacons shall keep a record of its proceedings, and of all funds at its disposal and their distribution, and shall submit its records to the Session for approval at least once a year, and at other times upon the request of the Session (G-6.0404).

**Article VII
ELECTION OF ELDERS AND DEACONS**

- Section 7.1 **QUALIFICATIONS:** Elders and Deacons, who must be active members of the Church, shall be elected by the Congregation at its Election Meeting on the first Sunday in May (G-14.0201). The Session may postpone this meeting for no more than two weeks, with notice of this change announced aloud to the Congregation on the two Sundays preceding the date of the election meeting.
- Section 7.2 **VOTER ELIGIBILITY:** All active members of the Congregation who are present are entitled to vote in the election of Elders and Deacons.
- Section 7.3 **VOTING:** A church officer shall be elected by a majority vote of all the active members present and voting. Proxy votes are not allowed. When the number of nominees is greater than the number of Elders and Deacons to be elected, the congregation shall vote by secret ballot (G-14.0204).
- Section 7.4 **TERMS OF SERVICE:** One-third of the Elders and Deacons shall be elected each year, To insure proper rotation of officers, Elders shall be divided in to three (3) classes of two (2) each; and the Deacons shall be divided into three (3) classes of three (3) each.

Elders and Deacons shall be elected for terms of three (3) years, except when it is necessary to elect some for shorter terms in order to equalize the numbers in the classes or to fill vacancies. The classes of each shall be so arranged that the terms of one class of Elders and Deacons shall expire at each Annual Meeting of the Congregation. No Elder or Deacon shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. An Elder or Deacon having been elected for consecutive terms aggregating six (6) years shall be ineligible to serve for a further term until at least one year has

elapsed from the expiration of the last term for which he or she was elected (G-14.0201(a)).

Section 7.5 **RESIGNATIONS:** For good cause, an Elder or Deacon may resign with the consent of the Session. On ceasing to be an active member of the Church, an Elder or Deacon immediately ceases to be a member of the Session or Board of Deacons.

Section 7.6 **FILLING VACANCIES:** If any Elder or Deacon declines to act, resigns, dies or ceases to be an active member of the Church, the vacancy created shall be filled by the Congregation at its next Annual Meeting or at a special meeting called for that purpose. Those who shall be elected to fill vacancies existing for any reason, shall be elected for the unexpired terms of such vacancies.

Article VIII THE NOMINATING COMMITTEE OF THE CONGREGATION

Section 8.1 **PURPOSE:** There shall be a Nominating Committee comprised of seven (7) active members of the Church for the purpose of selecting candidates for the offices of Elder and Deacon and the at-large members of the next nominating committee. Persons of all racial ethnic groups, different ages, both sexes, various disabilities, diverse geographical areas, different theological positions consistent with the Reformed tradition as well as different marital conditions (married, single, widowed or divorced) shall be guaranteed full participation and access to representation in the decision making of the church (G-4.0403).

Section 8.2 **TERM:** The Nominating Committee shall ordinarily be elected at the Annual Meeting of the Congregation each year, and shall serve for one year.

Section 8.3 **COMPOSITION:** Two members of the Nominating Committee shall be designated by and from the Session, one of whom shall be named by the Session as Moderator of the Nominating Committee; and at least one member of the Nominating Committee shall be designated by and from the Board of Deacons. Other members of the Committee, in sufficient number to constitute a majority thereof, shall be elected by the Congregation. The Pastor shall be an ex-officio member of this Committee (G-14.0201(b)).

Section 8.4 **NOMINATION PROCEDURE:** After the Nominating Committee has presented the names of candidates for office at any Congregational Meeting, nominations from the floor may be made by members of the Congregation provided that such nominations must be seconded in order to be considered (G-14.0204).

Article IX MEETINGS OF THE CONGREGATION

Section 9.1 **ANNUAL MEETING:** There shall be an Annual Meeting of the Congregation held on the third Sunday of July. In case of unusual conflict, the date of the meeting may be postponed for not more than one week by the Session, provided such notice of change is given by mail to all members, in addition to the usual notice specified below. Items of business shall be (1) Pastor's Compensation Review, (2) Annual Report, (3) Statement of Assets and Liabilities of the Church, (4) Receipts and Disbursements for the previous year and (5) Estimate of Expenses and Income of the ensuing year.

- Section 9.2 ELECTION MEETING: A Congregational Meeting for Election of Elders and Deacons shall be held on the first Sunday of May. The Session may postpone this meeting for no more than two weeks, with notice of this change announced aloud to the Congregation on the two Sundays preceding the date of the election meeting.
- Section 9.3 NOTICES OF CONGREGATIONAL MEETINGS: Notice of the Annual, Election or Special Congregational Meetings shall be given aloud to the Congregation on the two Sundays preceding the date of each meeting. The meeting may be convened following the notice on the second Sunday. Prior to each meeting, an announcement shall be included in the preceding issue of the newsletter or a special notice shall be mailed. Each such notice shall describe the general nature of all matters to be voted upon at the Meeting, and no matters shall be voted upon at the Meeting which have not been so described. Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same Congregational Meeting (G-7.0302, 7.0304; Section 9412(b)).
- Section 9.4 ANNUAL REPORTS: All organizations, societies and bodies of the Church shall present annual reports at the Annual Meetings of the Congregation. After the applicable meeting has been held, such reports shall be permanently filed with the Clerk of Session.
- Section 9.5 MODERATOR AND CLERK: The Pastor shall preside at the Annual Meeting of the Congregation and the Clerk of Session shall be its' Secretary, and prepare the minutes of said meeting. The minutes of each Meeting of the Congregation shall be attested by the Moderator and the Secretary and shall be entered in the minute book of the Session.
- Section 9.6 SPECIAL MEETINGS: Special meetings of the Congregation may be called by the Session or Presbytery. When requested in writing by one-fourth of the active Church members, Special Meetings shall be called by the Session (G-7.0303).
- Section 9.7 VOTER ELIGIBILITY: All active members of the Congregation are entitled to vote on all matters before any meeting of the Congregation. All votes must be cast in person. Proxy vote is prohibited. Since all ministers are members of Presbytery, none may vote in Congregational Meetings. In the case of a tie vote, a minister presiding shall put the question a second time. If there is a tie vote again, the motion is lost (G-7.0308).
- Section 9.8 QUORUM: The quorum of a meeting of the Congregation shall be as follows:
- * If the number of members is one hundred (100) or less, one fourth (1/4) of the members constitute a quorum
 - * If the number of members is more than one hundred (100), twenty-five (25) or one tenth (1/10) of the members (whichever is greater) constitute a quorum (G-7.0305).

Article X AMENDMENTS

Amendments to the Bylaws may be made at any Annual or Special Meeting of the Congregation by a majority vote of active members, present and voting, provided that the full text of the amendment shall be given in the notice of that Congregational Meeting.