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*(Church's Legal Name)*  
PRESBYTERIAN CHURCH (U.S.A.)  
BY-LAWS OF THE CONGREGATION  
(ECCLESIASTICAL AND CORPORATE)  
Adopted \_\_\_\_\_ (Date)

**Article 1**  
**Authority of By-Laws**

The \_\_\_\_\_, being a particular church of the Presbyterian Church (U.S.A.), recognizes that the Constitution of said Church is, in all its provisions, obligatory upon it and its members.

**Article 2**  
**Members of Church**

The members of the church shall be active church members, inactive members, baptized members and affiliate church members as defined by the usages and rules of the Presbyterian Church (U.S.A.).

**Article 3**  
**Eligible Voters**

All active church members are eligible to vote on matters coming before both the ecclesiastical and corporation meetings of the congregation, whether stated or special. Voting by proxy and cumulative voting are not allowed.

**Article 4**  
**Public Notice**

Public notice of the time, place, and purpose of all meetings of the congregation shall be given from the pulpit on the two Sundays preceding the meeting providing the second notice is given not less than twenty-four hours before the meeting. (More limiting than the Book of Order, G-7.0303b)

**Article 5**  
**Prayer**

All meetings shall be opened and closed with prayer.

## **Article 6 Meetings of the Congregation**

Meetings of the congregation shall be construed to include the separate ecclesiastical meeting and the separate corporation meeting. (Presbytery does not have separate meetings.)

The meetings of the congregation shall be held in the church edifice or such other place as the session shall designate.

There shall be a meeting of the congregation on the *\_(day, not date, i.e. second Monday)\_* of *\_\_\_\_\_(month, i.e. November) \_\_\_\_\_* for the purpose of electing officers and for the transaction of any business properly coming before the meeting. *(Ideally, the pastor's salary should be approved at this meeting and the draft budget presented for comment only.)*

There shall be an annual meeting of the congregation on the *\_\_\_\_\_(day, not date) \_\_\_\_\_* in January for the transaction of any business properly coming before the meeting. *(At this meeting the auditor's report; the clerk's report; the pastor's report; and the budget, as approved by session, should be presented, all for information only, with the possible exception of the auditor's report. Necessary nominations to vacancies may also come to this meeting for election.)*

Note: May be wise to give some flexibility to session to determine the date.

## **Article 7 Special Meetings**

Special meetings of the congregation may be called by the session or the presbytery or in accordance with G- 7.0303. Such a call shall state clearly the purpose of, and place for the special meeting, and no other matter save that specified in the call may be considered.

## **Article 8 Quorum**

A quorum shall consist of the moderator, clerk and *\_\_\_\_\_ (ten percent of the active membership or 25 members if the active membership is greater than 100. A congregation may set a higher quorum \_\_\_\_\_.* (Book of Order wording may be preferable, G-7.0305)

## **Article 9 Presiding Officers**

The pastor shall preside as moderator at all ecclesiastical meetings of the congregation and of the session. If the pulpit of the church is vacant, the moderator of the session appointed by the presbytery shall preside at all congregational meetings. If the pastor and the session agree that the subjects to be discussed require it, or if the pastor is ill or is otherwise unable to be present, the minister shall invite, with the concurrence of the session, another minister of the presbytery to preside. Session shall consult with the presbytery's committee on ministry before session extends this invitation to another minister of presbytery.

The president of the board of trustees shall preside during consideration of corporate matters and

the election of trustees. (*Please see G- 7. 0403*)

### **Article 10 Secretary**

The clerk of the session shall be secretary of the meetings of the congregation. In the inability of the clerk to attend, the congregation shall elect a secretary. (See G-7.0307)

### **Article 11 Session**

There shall be a session consisting of the Pastor (see G-10.0101 to include other pastors) and elders divided into three equal classes, one class of which shall be elected each year at the \_\_\_\_\_ (*November*) \_\_\_\_\_ meeting of the congregation for a three-year term. No elder shall be elected to the session for a term of more than three years, nor shall any elder serve on the session for consecutive terms, either full or partial, aggregating more than six years. An elder having been elected to the session for consecutive terms aggregating six years shall be ineligible to serve another three year terms until at least one year has elapsed from the expiration of the last term for which that person was elected.

The session shall perform all the duties required by the Form of Government of the Presbyterian Church (U.S.A.).

The session shall elect a clerk of session. The clerk of session shall be an elder, but need not be active on session.

### **Article 12 Board of Trustees**

The members of the board of trustees shall be one and the same as the ruling elders of the session, except when a ruling elder is or remains under the age of eighteen years, that ruling elder may not, by reason of the law of the Commonwealth of Pennsylvania, be a member of the board of trustees.

The board of trustees shall perform all the duties required by the Form of Government of the Presbyterian Church (U.S.A.) and authorized by the laws of the Commonwealth of Pennsylvania.

The board of trustees shall elect from among its members a president' and such other officers as may be required or deemed appropriate. Session shall elect a treasurer annually.

### **Article 13 Board of Deacons (if there be such)**

There shall be \_\_\_\_ deacons divided into three equal classes, one class of which shall be elected each year at the November meeting of the congregation for a three-year term. No deacon shall be *elected* to the board of deacons for a term of more than three years, nor shall a deacon serve on the board of deacons for consecutive terms, either full or partial, aggregating more than six years. A deacon having been elected to the board of deacons for consecutive terms aggregating six years shall

be ineligible to serve as deacon for a further term until at least one year has elapsed from the expiration of the last term for which that person was elected.

The board of deacons shall perform all the duties assigned by the session and shall be responsible" to the session.

The board of deacons shall elect a moderator from among its members. The board of deacons may also elect from among its members a vice-moderator, a secretary, and a treasurer. The pastor shall be an ex-officio member of the board of deacons.

#### **Article 14 Vacancies**

Vacancies on the session and the board of deacons shall be filled at a special meeting of the congregation or at the next stated meeting of the congregation, as the session may determine.

#### **Article 15 Limitation of Personal Liability (optional)**

A trustee shall not be personally liable as such for monetary damages for any action taken, or any failure to take any action, unless he or she has breached or failed to perform the duties of his or her office under Section 8363 of Pennsylvania's Directors' Liability Act, as amended from time to time, and such breach or such failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing shall not eliminate or limit the liability of a trustee (i) for any responsibility or liability of such trustee pursuant to any criminal statute, or (ii) for any liability of a trustee for the payment of taxes pursuant to local, State or Federal law. This by-law may be modified or repealed only by vote of the members of the corporation, and no provision inconsistent with this by-law may be adopted without the vote of the members of the corporation. Neither the repeal or modification of this by-law nor the adoption of any provision inconsistent with this by-law shall adversely affect any limitation on the personal liability of a trustee existing at the time of such repeal or modification or the adoption of such inconsistent provision.

Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the church.

#### **Article 16 Nominating Committee**

There shall be a representative nominating committee chosen annually for a term of one year in accordance with the Form of Government of the Presbyterian Church (U.S.A.).

Two members of this committee shall be elders designated by the session, one of whom is active on the session and shall serve as chair of the committee. One member of this committee shall be designated by and from the board of deacons (*and from the Trustees, if there be such*). \_\_\_\_\_ (*a majority of the total membership of the Nominating Committee*) \_\_\_\_\_ members, none of whom may be in active service on the session or on the board of deacons, shall be *elected* by the congregation. In addition, the pastor shall be a member of this committee ex-officio, but without

vote. Members shall be ineligible to be elected for a new term until one year has elapsed.  
(*Some congregations find a three-year term to be beneficial.*)

The committee shall announce the names of the nominees with the call of the meeting, and shall bring to the stated meetings of the congregation, or to any special meeting to fill vacancies, nominations of one eligible person only for each office to be filled. Additional nominations of qualified persons may be made from the floor by any member of the congregation eligible to vote in the election to be held.

### **Article 17** **Auditing Committee**

In accordance with the principles of the Presbyterian Church (U.S.A.) and in the interest of good order, there shall be an auditing committee appointed by session to which all board, committee, and organization treasurers shall submit their books for audit prior to the annual congregational meeting. The report of the auditors shall be approved annually by the -----(*congregation, session*)-----.

The auditing committee shall consist of three persons, not members of any church board, one of whom shall be appointed each year for a three year term. If a vacancy should occur, the session at its next regular meeting shall appoint a person eligible to serve on the auditing committee for the unexpired term. (*Some churches choose to appoint professional auditors.* )

### **Article 18** **Organization Reports**

All boards, committees, and organizations of the church shall make an annual report to the session, which shall consist of a president's or chairperson's report and a treasurer's report. All reports shall be included in a printed report for presentation at the annual congregational meeting.

### **Article 19** **Rules of Order**

Meetings shall be conducted in accordance with *Roberts Rules of Order, Newly Revised* (latest edition).

### **Article 20** **Amendments**

These by-laws may be amended, subject to the charter of the corporation, the laws of the Commonwealth of Pennsylvania, and the constitution of the Presbyterian Church (U.S.A.), at any annual meeting or special meeting of the congregation by a two-thirds vote of the voters present provided that a full reading of the proposed changes from the pulpit on the two Sundays preceding the congregational meeting, and providing the second notice is given not less than twenty-four hours before the meeting; or a printed distribution of the proposed changes shall have been made in connection with the call of the meeting to all active members of the congregation at least one week prior to the meeting.

Article 20, cont.

These by-laws or the charter of this corporation may not be amended contrary to or so as not to include the provisions of the Constitution of the Presbyterian Church (U.S.A.) and the laws of the

Commonwealth of Pennsylvania applicable thereto.

***Note:** These by-laws are easily adapted for three boards by deleting the first sentence of Article 12 and expanding this article to suit the needs of a separate board of trustees.*