

# **REGULATIONS OF THE FIRST PRESBYTERIAN CHURCH OF WILLOUGHBY, OHIO**

Effective Date: December 9, 2012

## **Article I**

### **Name and Purpose**

**Section 1** - The name of this corporation is The First Presbyterian Church of Willoughby.

**Section 2** - The place in the State of Ohio where the principal office of the corporation is located is Willoughby, Lake County.

**Section 3** - The purposes for which this not-for-profit corporation is formed are:

- A. To conduct religious services and a program of religious education, to promote outreach and mission endeavors, to encourage stewardship, to engage in activities designed to increase fellowship among its members, and to accomplish a better understanding and application of Christian teachings.
- B. To promote the cause of the Christian Faith and the interests of the Presbyterian Church (U.S.A.).
- C. To receive, hold, and distribute gifts, bequests, and other funds in promotion of its other purposes.
- D. To own and maintain suitable real estate, buildings, and other property, including investments, in and with which to provide a place of worship and to carry out its program and activities.

**Section 4** - The corporation is subordinate and subject to the authority, discipline, and jurisdiction of the General Assembly of the Presbyterian Church (U.S.A.); and all proceedings shall be conducted in accordance with, and the rights and interests of all members shall be such as are provided by the Constitution, rules, regulations, customs, and practices of the Presbyterian Church (U.S.A.).

## **Article II**

### **Membership**

All persons received into membership in accordance with the provisions of the Constitution of the Presbyterian Church (U.S.A.) and who remain on the active roll, shall be members of this corporation and collectively shall constitute the congregation. Each member is entitled to one vote on each matter properly submitted. Vote by proxy shall not be permitted.

## **Article III**

### **Congregational Meetings**

**Section 1** - There shall be an Annual Meeting of the congregation in January of each calendar year, when the annual reports of the congregation shall be presented. There will be a Meeting of the congregation on the second Sunday of December to receive the report of the nominating committee and to elect members to the Session and to the next

nominating committee (see Article IV, Section 4)' In addition to these two stated Meetings, the congregation shall meet at such other dates as the Session may from time to time determine.

**Section 2** - Special Meetings of the congregation may be called at any time by the Session or at the direction of the Committee on Ministry of the Presbytery of the Western Reserve.

**Section 3** - Notice of all Meetings, annual or special, shall be given by announcement from the pulpit or in the church bulletin on the two Sundays immediately preceding said Meeting, or by written notice, which may be included in the church newsletter, mailed to all members not less than ten days before the Meeting. The announcement and notice of Special Meetings shall specify the business to be conducted thereat, and no action shall be taken other than the business specified in such announcement and notice.

**Section 4** - One tenth of the members shall be a quorum for the transaction of business at all Meetings of the congregation.

**Section 5** - The Pastor shall preside at all Meetings of the congregation, except in circumstances where the Constitution of the Presbyterian Church (U.S.A.) directs otherwise. The Clerk of the Session shall act as Secretary of all Meetings of the congregation, except that where the Clerk is unable to serve, the congregation in meeting assembled shall elect a Secretary pro tem. The Clerk shall serve as secretary of the congregation for corporate matters.

**Section 6** - Meetings of the congregation shall be conducted in accordance with the most recent edition of the *Robert's Rules of Order Newly Revised*. The congregation may also make use of processes of discernment in their deliberations prior to a vote as agreed upon by the congregation.

## **Article IV**

### **The Session and Committees and Work Teams**

#### **Section 1 - The Session**

The Session will assume the responsibilities assigned to it by the Book of Order of the Presbyterian Church USA. More specifically, the Session will normally assign the following responsibilities to the appropriate Session committees, while retaining final authority over these areas:

1. Coordination of worship services, including collecting and securing financial offerings
2. Management of educational programs
3. Outreach and mission endeavors
4. Encouragement of good stewardship
5. Security, usage, and maintenance of church property
6. Property liability insurance
7. Responsibility for financial matters, including the invested funds
8. Responsibility for legal matters related to the church's not-for-profit status

9. Responsibility for employing all staff of the congregation.
10. Responsibility for the ministry of deacon. As defined in the constitution of the Presbyterian Church (U.S.A.) the ministry of deacon as set forth in scripture is one of compassion, witness, and service, sharing in the redeeming love of Jesus Christ for the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress.

A. The Pastor and Ruling Elders elected by and from the congregation for active service shall constitute the Session. The Session is the governing board with the authority to conduct the affairs of the corporation. The Session will consist of fifteen (15) Ruling Elders divided into three equal classes elected to serve for terms of three years and until their successors are elected and qualified. The term of one class shall expire each year. In addition, one Ruling Elder in age range from 15 to 21 years may be elected for a one-year term of active service with a limitation of three successive terms for any one individual. No Ruling Elder shall be eligible to serve more than six consecutive years, and a Ruling Elder who has served six consecutive years shall be ineligible for election to the Session for at least one year.

B. In accordance with the Constitution of the Presbyterian Church (U.S.A.), the Ruling Elders in active service on the Session shall be the trustees/directors of the corporation. The Session shall have responsibility for the Church's mission and for corporate matters. The Session shall elect annually a member of the congregation to serve as President and another member of the congregation to serve as Vice President as required of a non-profit corporation by State of Ohio. The president of the corporation shall preside at meetings of the corporation when such meetings are convened. If agreeable to the President, the Pastor may preside (without vote) at meetings of the corporation. The secretary of the corporation shall be the Clerk provided for in Paragraph D of this section. The treasurer of the corporation shall be the church Treasurer as provided for in paragraph H of this section. Officers shall serve such terms as these regulations provide or until their respective successors are chosen.

C. The Pastor shall be the moderator of the Session, except under circumstances where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise. The Pastor shall have the option to vote at all Session meetings.

D. The Session shall annually elect a Clerk, who shall be a member of the congregation and a ruling elder, to keep the minutes of its meetings and the records required under the provisions of the Constitution of the Presbyterian Church (U.S.A.). In the event that the Clerk has not been elected and installed to a current term of service the Clerk may not vote, but may, at the discretion of the Session, be given voice at session meetings.

E. One third of the Ruling Elders in active service, together with the Pastor, shall constitute a quorum for meetings of the Session. For the reception of new members, however, a quorum shall be the moderator and two members of the Session.

F. The Session shall have and may exercise all of the rights, powers, duties, and responsibilities provided in the Constitution of the Presbyterian Church (U.S.A.), including oversight for the various groups organized within the congregation.

G. The Clerk of Session shall give or cause to be given all required notices of meetings of corporate members and the Session; shall record and keep the minutes and all other proceedings thereof; shall attest such records after every meeting by his or her signature; shall safely keep all documents and papers that shall come into his or her possession; and shall present statements thereof when required by the Session or Presbytery.

H. The Session shall elect one of the members of the congregation as church Treasurer who shall serve at the pleasure of the Session. The Session shall supervise his or her work. The Treasurer elected by the Session shall serve as the Treasurer of the corporation. The Treasurer shall be responsible for all duties set forth in state law and in the Constitution of the Presbyterian Church (U.S.A.) and for other duties prescribed by session policy and procedure. The Treasurer shall be responsible for overseeing implementation of session financial policies and shall monitor expenditures. The Treasurer shall prepare or cause to be prepared an annual report on church finances and such periodic reports as session may require. The Treasurer shall either be responsible for day-to-day financial management and record keeping or shall supervise the work of any volunteers or staff members performing those duties. The Treasurer shall regularly consult with any session committee responsible for church finances.

I. Meetings of the Session shall be conducted in accordance with the most recent edition of the *Robert's Rules of Order Newly Revised*, except when it is in contradiction to the Constitution of the Presbyterian Church (U.S.A.). The Session may also make use of processes of discernment in their deliberations prior to a vote as agreed upon by the body.

## **Section 2 - Session Committees**

The Session will have two kinds of committees or small groups that will report to Session: Standing Committees and Work Teams. The Pastor shall be a member of all standing committees and work teams, ex officio and without vote, and may attend the meetings of such groups at his/her discretion or may be invited to attend by the chair of a committee or work team.

### **A. Standing Committees**

Each year in January, at its organization meeting, the Session shall establish such standing committees as it deems appropriate. Each Standing Committee of the Session will:

- 1) Be moderated by a current member of Session, who will be selected by Session
- 2) Function for at least a year at a time
- 3) Meet as necessary to fulfill its responsibilities

### **B. Work Teams**

Work Teams are designed to undertake specific tasks, usually for a limited time. Session may appoint various Work Teams for specific mission projects. Every Work Team shall:

- 1) Be moderated by a chairperson appointed by Session

- 2) Define its purpose along with a timeline for accomplishing the purpose
- 3) Provide monthly reports to Session

### **Section 3 - Personnel Committee**

The Session shall elect three (3) Ruling Elders and two (2) congregation members to serve as the Session Personnel Committee each year at the January organizational meeting of the Session. No member may serve for more than three consecutive years. Session may elect a replacement to complete any term that may become vacant. The Session will designate the chairperson of the Personnel committee. The Pastor shall be a member of the personnel committee, ex officio and without vote. The Session Personnel Committee shall:

1. Establish clear work responsibilities for each staff position. A staff position is any position for which remuneration is paid by the corporation to an individual.
2. Promote the setting of work objectives for staff members, and evaluating accomplishments.
3. Recommend personnel policies in the area of employment and termination of employment.
4. Implement a plan of Affirmative Action and Equal Employment Opportunity, developed in consultation with the Presbytery of the Western Reserve.
5. Establish a schedule for conferring on a regular basis with each staff person, and for carrying the plan through.
6. Provide readily available support for the Pastor and other staff members so that the pastor and members of the staff feel appreciated and valued.
7. Allow feedback to flow from congregation members to the Pastor and staff in the spirit of the unity and purity of the church. The Session Personnel Committee recommends to Session specific strategy to help all parties serve as agents of peace making and reconciliation.
8. Review the continuing education plans of the Pastor and oversee the proper expenditures from the continuing education allowance.
9. Provide for goal setting and a performance review for each employee at least annually.
10. Conduct an annual review of the pastor's performance and terms of call.
11. Honor the request of a staff member to meet with the personnel committee without the presence of the pastor or other staff members.

### **Section 4 - Nominating Committee**

Nominations for the Ruling Elders of the church shall be made by a representative Nominating Committee of five (5) active members of the congregation, which shall itself include both women and men, giving fair representation to all the age groups and racial ethnic backgrounds of the congregation. Two (2) of the members of the Nominating Committee shall be selected by the Session, one of whom shall serve as the chair of the Nominating Committee, three (3) members of the next Nominating Committee will be elected annually at the December congregational meeting with nomination by the outgoing Nominating Committee. Term of office for all members of the Nominating Committee will be for one year, or until their successors have been elected. The Pastor shall be a member of the Nominating Committee, ex officio and without vote. So far as practicable, the names of the Ruling Elders and members of the next Nominating Committee to be nominated as

provided herein shall be published in the church newsletter or Sunday bulletin in advance of the congregational meeting at which the nominations are to be presented. The Nominating Committee shall present one name for each position to be filled, whether for a full or a partial term, at the meeting for the election of Ruling Elders and members of the next Nominating Committee on the second Sunday of December or at any other meeting called for such election. At the congregational meeting at which elections occur, any active member of the congregation may also nominate another member to serve as a Ruling Elder or Nominating Committee member provided that the prior consent of such nominee has been obtained.

## **Article V**

### **Amendments**

These regulations may be altered, amended, or repealed at any meeting of the congregation, a quorum having been met, by two-thirds vote of the members present and voting thereat, provided that if such action be taken at a special meeting, due notice of the purpose of the meeting and the nature of the proposal shall have been given as herein before provided. The text of proposed amendments to these bylaws shall be made available for review by the congregation at least ten days prior to the congregational meeting at which they are to be considered.