

# FIRST PRESBYTERIAN CHURCH

## BYLAWS

*Revised as of: May 2, 2021 at Called Congregational Meeting*

**Whereas,** The First Presbyterian Church is a church and congregation of the Presbytery of Baltimore, The Presbyterian Church (USA), located at Cumberland, Maryland, existing since being founded for the purpose of work and worship according to the Christian faith, doctrine, discipline, and usages of said church and denomination; and

**Whereas,** The First Presbyterian Church is a non-profit corporation, originally chartered by the State of Maryland under the name, style and title of the Trustees of the Presbyterian Congregation of Allegany County on December 15, 1837, and

**Whereas,** it is the desire, purpose and intention of said church and said corporation to operate and be governed as one body as provided in the Constitution of The Presbyterian Church (USA) under one set of bylaws:

**Therefore,** the following bylaws for the said church and corporation are hereby adopted:

1. The First Presbyterian Church of Cumberland, Maryland, being a particular congregation of The Presbyterian Church (USA), recognizes that the Constitution of The Presbyterian Church (USA) is in all its provisions obligatory upon it and its members.
2. The First Presbyterian Church as a corporation recognizes that it is subject to the Constitution and laws of the State of Maryland.
3. The term “church” as used herein to refer to The First Presbyterian Church shall be understood to include the terms “congregation” and “corporation” unless otherwise specified herein.
4. MEMBERS
  - a. The members of the church shall be members in good standing as defined by the usages and rules of The Presbyterian Church (USA).
  - b. As required by the laws of the State of Maryland, only the Active members of full age 18 years shall be eligible to vote on questions dealing with property and matters that are strictly the business of the corporation. Otherwise, all Active members of the church are eligible to vote at all stated and special meetings of the church.

## 5. MEETINGS

- a. There shall be an annual meeting of the church held during the month of January for the transaction of any business properly coming before such a meeting. The hour and place shall be designated by the Session. The date of the annual meeting may be temporarily changed by the Session when necessary, provided that the required public notice is given.
- b. Special meetings of the church may be called by the Session or the Presbytery. The purpose of all special meetings shall be clearly stated in the call of such meetings and no other matter save that specified may be considered.
- c. Public notice of the time, place and purpose of all meetings of the congregation shall be given from the pulpit on the two successive Sundays next preceding the meeting.
- d. Public notice of the time, place and purpose of all meetings of the corporation shall be given from the pulpit on the two successive Sundays next preceding the day of such meeting.
- e. A quorum, consisting of the moderator, secretary and ten per cent (10%) of the number of Active members noted in the most recent General Assembly report shall be required for the transaction of business at all meetings of the congregation, annual or special; and at least ten percent (10%) adult members, minimum age eighteen years, at a corporation meeting, annual or special; except that a lesser number of Active members may adjourn the meeting at a time certain.
- f. All meetings of the church shall be opened and closed with prayer. Meetings shall be conducted in accordance with the Rules for Judicatories adopted by the General Assembly of The Presbyterian Church (USA), so far as they apply, and when they do not apply, the Robert's Rules of Order shall be observed.

All voting shall be in person. Proxies shall not be recognized.

- g. Ordinarily, the moderator of the Session shall preside over all meetings of the church. If the duly installed pastor is ill or otherwise unable to be present, or if the pastor and elders agree that the subject to be discussed require it, or the office of pastor is vacant, a minister of the Presbytery of Baltimore shall be invited by the Session, with approval of the Presbytery's Committee on Ministry, to preside.

On questions dealing with property or other matters rightfully the business of the corporation, the president of the corporation shall preside, and shall have all the powers and duties granted and imposed on the chairperson of a non-profit corporation under the laws of the State of Maryland. In the absence of the chairperson, a temporary chairperson may be elected with the moderator presiding for the purpose of the election.

- h. The Clerk of Session shall be the secretary of all meetings of the church, and shall have all the powers and duties of the secretary of a non-profit corporation under the laws of the State of Maryland. If the Clerk is unable to serve, the Session shall designate a temporary secretary. The Session shall approve the minutes of congregational meetings at the Session's next scheduled meeting and shall enter them into the permanent record. At the next meeting of the congregation, the clerk shall have the minutes available and shall report the session's action. The congregation may ask to have the minutes read and may make additions or corrections by vote.
- i. Those persons serving in the following church positions shall also serve in the corresponding corporate offices:

A Chair or a Co-Chair from Administration and Finance will serve as President of the Corporation.

Clerk of Session – Secretary of the Corporation

The Church Treasurer shall also serve as the Treasurer of the Corporation.

**The Election of the corporate officers shall occur within the context of the Annual Congregational Meeting, with the names of those people occupying the church positions offered in Nomination for the Corporate Offices.**

## 6. ELECTION OF A PASTOR

Acting in accordance with the Form of Government of The Presbyterian Church (USA), the Session shall call a congregational meeting to convene at the regular place of worship to elect a pastoral nominating committee, representative of the whole congregation, whose duty it shall be to nominate a minister to the congregation for election as pastor or associate pastor. This committee shall proceed in consultation with the Presbytery's Committee on Ministry and in accordance with the Form of Government of The Presbyterian Church (USA) and these bylaws.

## 7. NOMINATING COMMITTEE

There shall be a representative nominating committee chosen in accordance with The Form of Government of the Presbyterian Church (USA). This committee shall bring to the annual meeting, or to a special meeting, 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 eligible voter.

## 8. THE SESSION

### a. **Composition**

The Session shall consist of the elders who shall be Active members of the church in good standing, duly elected to a term of active service on the Session, and a moderator who shall be the installed pastor or, when the office of pastor is vacant, a minister appointed by the Presbytery of Baltimore.

There shall be thirteen (13) elders divided into three (3) classes, as near equal as possible, with one class being elected each year at the Annual Congregational meeting or at a special meeting of the congregation. One elder of the thirteen (13) shall be appointed by Session to serve as Clerk for a term of one (1), two (2) or three (3) years. The congregation may by vote in a congregational meeting choose to elect one (1) additional confirmed member less than twenty-one (21) years of age to serve as Youth Elder on the Session, for a term of one (1) year. The person holding this position could be re-elected for a second or third term of one year.

An elder shall be elected for a term of no more than three (3) years, and service in consecutive terms, either full or partial, shall be limited to six (6) years. At least one (1) year must elapse before that elder is eligible for re-election.

### b. **Duties and Powers**

The Session shall have the duties and powers, and be subject to the limitations and exceptions, set forth in the Constitution of The Presbyterian Church (USA) and these bylaws.

The Session shall hold stated meetings. One-third (1/3) of the elders, together with the moderator, shall constitute a quorum for any duly called meeting of the Session, except for the reception and dismissal of members, when the quorum shall be the moderator and two (2) members of the Session.

In those cases where routine matters must be presented to the members of the

Session for action before its next scheduled meeting, then the Session may conduct this routine business following the policy as printed in the Electronic Voting and Meeting Policy. When a member of the Session is unable to be physically present for a meeting, he or she may join the meeting by using available electronic communications, which permit simultaneous aural communication.

The moderator has power to convene the Session when he/she may judge it requisite; and shall always convene it when requested to do so by any two of the elders in active service. Should the pastor be unable to act as moderator of the Session, he/she or a majority of the elders in active service may petition the Presbytery's Committee on Ministry to supply a moderator.

The full administrative responsibility of the church, both spiritual and corporate, shall be the responsibility of the Session. The Session may set up standing committees, such as committees on worship, Christian education, membership and nurture, mission through outreach, finance, and any other committees that may be required. To any of these committees there may be added other Active members; however, the chairman of any committee shall be an elder in active service. The Session may set up special committees of Active members responsible to it.

- c. The by-laws of the corporation shall be reviewed at a minimum of every three years by a committee appointed by the session. The committee shall report their findings to session by the January Stated Session Meeting.

## 9. TRUSTEES OF THE CORPORATION

Elders in active service shall serve in the dual capacity of elder and trustee, unless ineligible to serve as trustee by operation of State law. Trustees shall be elected by members of the corporation at the annual meeting, or at a special meeting.

Trustees shall have the powers and duties prescribed by the laws of the State of Maryland for trustees (or directors) of a non-profit organization, and annually shall elect from their members a chairman who shall also be designated as president of the corporation.

A quorum for the transaction of business of the trustees shall be one-third (1/3) of their members.

## 10. CHURCH TREASURER

The Session shall appoint a treasurer to serve for the next succeeding fiscal year, who shall be eligible for reappointment. The Session shall also appoint an assistant treasurer when deemed necessary and feasible.

The treasurer shall receive the funds and collections of the church, and its organizations as desired, and shall keep account of source and designation of all funds received, and shall disburse funds as directed and duly authorized. The treasurer shall not be excluded from the office of elder in active service.

The treasurer shall keep account of all trust funds and other resources of the corporation, depositing all important papers and documents in a bank safe deposit box, to which the treasurer, the Clerk of the Session, and the president of the corporation shall have access.

The treasurer shall report regularly to the Session and upon the authorization of the auditors, shall prepare for distribution a complete financial report at the close of each fiscal year.

## 11. FINANCIAL SECRETARY”

The Session shall appoint a financial secretary to serve for the next succeeding fiscal year, who shall be eligible for reappointment. The authority to appoint an assistant should rest with the Session.

The financial secretary shall receive pledge summary forms in duplicate, and bank deposit slips from money counters each week; post pledge records and record special collections; issue quarterly statements on pledge accounts; and, render monthly reports to the Finance Committee. The receipts from his record must agree with receipts shown on the treasurer’s report. The financial secretary will be a member of the Finance Committee.

## 12. AUDITORS

Three (3) auditors shall be elected by the church to audit the books and accounts of the officers of the congregation and corporation, including all organizations within the church, and to prepare a report for distribution to the congregation of all such accounts at the close of each fiscal year. One (1) auditor shall be elected each year at the annual meeting for a term of three (3) years. An auditor shall not be excluded from the office of

elder in active service.

### 13. VACANCIES

Any vacancy occurring in the Session may be filled, for the unexpired term, by special election at a special meeting of the congregation called for the purpose. In such cases, the nomination shall be made by the congregation nominating committee. If no special election is called, the vacancy shall be filled at the next annual meeting of the congregation. Whenever there are vacancies three (3) ruling elders of Session's full membership, the Session shall call such a special meeting and election.

### 14. SALARIES OR COMPENSATION

The Session shall review annually the salaries or compensation to be paid to any officer or employee, except that the salary or other compensation of the pastor and associate pastor, shall be reviewed with the pastors annually and shall at all times be approved by the congregation with the concurrence of the Presbytery.

### 15. OPERATING BUDGET

At the annual meeting, an operating budget approved by the Session for the ensuing year, shall be received by the congregation. The receipt of such a budget shall be considered sufficient authorization for the disbursement of funds under the direction of the Session.

### 16. FISCAL YEAR

The fiscal year of the church shall be the calendar year.

### 17. PERSONNEL COMMITTEE

The membership of the Personnel Committee should be reviewed annually by Session and should have three (3) members. The three members are: (1) the current Clerk of Session, (2) a member selected from the Administration and Finance Committee, and (3) a third member, who is selected from the congregation and who is ordained but not on Session. The pastor serves as an *ex officio* member. The Moderator shall be selected from among the members of the Committee and approved by Session. The term of office for any member of the Personnel Committee shall not exceed five (5) years.

The Personnel Committee shall administer the employment of non-ordained employees with concern for equal employment opportunity, fair employment practices, personnel policies, and the annual review of the adequacy of compensation for all employees. The

committee will conduct an annual periodic review and evaluation of all employees, ordained and non-ordained.

## 18. AMENDMENTS

Except such as are required by the “Constitution of the Presbyterian Church (USA)”, these bylaws may be amended, altered, revised, or repealed by a two-thirds vote of the qualified voters present at any meeting of the congregation, annual, or special; the notice of the meeting shall properly describe the purpose of the amendment.