

BYLAWS OF THE CONGREGATION AND CORPORATION OF WOODLAND PRESBYTERIAN CHURCH (USA)



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The Presbyterian Church of Woodland has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the members of the congregation and residents of the community, and to promote peace and justice in the world.

ARTICLE I

NAME

This Church shall be identified by the name: Woodland Presbyterian Church (USA).

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the church shall be located at 1324 Columbia Dr., Woodland, California 95695.

ARTICLE III

RELATION TO THE PRESBYTERIAN CHURCH (USA)

The Woodland Presbyterian Church is a member of the North Central California Presbytery, in the Synod of the Pacific of the Presbyterian Church (USA).

ARTICLE IV

GOVERNANCE OF THE CHURCH

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (USA)*. Consistent with that Constitution, these bylaws shall provide specific guidance for the church. *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

ARTICLE V

MEMBERSHIP

Section 5.1. All who profess faith in Christ, promise obedience to his laws, and accept the ordinances of the church according to the Book of Confessions and the Book of Order of the Constitutions of the Presbyterian Church (USA) are eligible to become members of the congregation and become members on acceptance by the session at a regular meeting or duly called special meeting. (Corp. Code, § 9151 (d))

Section 5.2. Members in the congregation may be deleted by the session in accordance with state law and the Form of Government of the Constitution of the Presbyterian Church (USA), the provisions of which are incorporated herein and made a part hereof.

Section 5.3. The session shall have the power to grant certificates of transfer to other churches.

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ARTICLE VI

THE CHURCH SESSION

Section 6.1. The spiritual affairs, government, and discipline of the church shall be controlled and directed by a session consisting of the pastor, co-pastors, associate pastors, and elders in active service. The session shall be made up of no fewer than three (3) and no more than twelve (12) elders. No later than January 1st of each year Session will evaluate and propose the number of elders to be elected the following June, and will inform the nominating committee of the decision.

Section 6.2. The session is in charge of maintaining the spiritual government of the church, for which purpose it has power to inquire into the knowledge and Christian conduct of the members of the church; to call before it offenders and witnesses, being members of its own congregation; and to introduce other witnesses, where it may be necessary to bring the process to issue, and when they can be procured to attend; to instruct parents who are members to present their children for baptism; to decide who shall be members of the church, and to receive them into the communion of the church upon profession of faith in Jesus Christ, upon presentation of satisfactory certificate of church membership, or, in absence of such certificate upon the part of persons coming for other churches, upon reaffirmation of faith in Jesus Christ; to grant certificates of transfer to other churches, which when given to parents shall always include the names of their baptized children; to rebuke, temporarily exclude or remove from ordained office or membership those who are found to deserve censure; to concert the best measures for promoting the spiritual interests of the congregation; to supervise the church school, the work of the deacons and all the societies or agencies of the congregation; to participate with the minister in the examination, ordination, and installation of elders and deacons on their election by the congregation; and to appoint representatives to higher governing bodies of the church.

Section 6.3. Subject to the provisions of the Constitution of the Presbyterian Church (USA), the session shall have and exercise exclusive authority over the worship of the congregation, including the musical service; and shall determine the times and places of preaching the Word and all other religious services. It shall have exclusive authority over the uses to which the church buildings and properties may be put, but may temporarily delegate the determination of such uses, subject always to the superior authority and direction of the session.

Section 6.4. 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 from time to time 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, as it deems advisable, special committees of members responsible to it.

Section 6.5. 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 and any such decision shall prevail unless reversed or modified by a higher governing body.

Section 6.6. All contributions by members and all benevolences shall be expended under the direction of the session with due regard to benevolence budgets and policies recommended by higher governing bodies. The session shall carry on a program to educate members of the congregation in stewardship. Those in charge of the various funds in the church shall report at least annually to the session.

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Section 6.7. The session shall keep registers or rolls of persons admitted to or deleted from church membership; and of the deaths and other removals of church members, but the 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 of the Constitution of the Presbyterian Church (USA). The session shall also keep a complete register of marriages, and of adult and infant baptisms, with the date of birth of those baptized.

Section 6.8. The session shall hold stated meetings at least quarterly. Notice of regular scheduled meetings need not be given. The pastor has power to convene the session in special meetings at any time; he or she shall always convene it when requested in writing by any two members of session. Reasonable notice of special meetings must be given when other than routine business is to be transacted. The session shall also convene when directed to do so by the North Central California Presbytery. The session shall open and close its meetings with prayer. (G-10.0102)

Section 6.9. A quorum for session shall be the moderator and three elders. The session may fix its own quorum at any higher number.

Section 6.10. Decisions of the session shall be binding when passed by a majority of those present and voting.

Section 6.11. The pastor of the church shall be the moderator of the session. If there are co-pastors, they shall alternatively preside at meetings. When the church is without a pastor, the moderator appointed by the presbytery shall preside. If it is impractical for the pastor or the appointed moderator to preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to preside. When this is not expedient, and the pastor/moderator concurs, a member of the session may be invited to preside. (G-1.0504) The moderator shall be deemed to be chairperson of the board for purposes of the California Nonprofit Religious Corporation Law. (Corp. Code, § 9213 (a))

Section 6.12. The session shall elect a president, clerk (clerk of session), and treasurer (chief financial officer), all of whom shall be elders, for such term as it may determine, to fulfill the legal obligations required by the State of California for religious corporations. (Corp. Code, §9213 (a))

Section 6.13. The clerk of the session shall keep a legible and accurate record of its proceedings; which record shall be, at least once in every year, submitted to the inspection of the North Central California Presbytery. (G-1.0505)

ARTICLE VII

CORPORATE FUNCTIONS OF THE SESSION

Section 7.1. The corporate affairs of the church shall be controlled and directed by the session, which shall be deemed the board of directors as required under the Nonprofit Religious Corporation Law of the State of California. (Govt. Code, § 9213) Both ecclesiastical and Corporate business may be conducted at the same meeting of the congregation and session. (G-1.0503)

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Section 7.2. The board shall exercise all corporate powers and discharge all corporate duties permitted by law except as limited herein. (Corp. Code, § 9210)

Section 7.3. The books of account of the church shall be open to inspection by the session and members of the congregation at all times, except that demand for inspection by members of the congregation other than at the annual meetings of the congregation must be made in writing to the moderator or clerk. The right to inspect includes the right to make extracts. (Corp. Code, § 9512)

Section 7.4. The moderator shall preside at all meetings of the board and shall see that all orders and resolutions of the board are carried out. He or she shall convene meetings of the corporation (unless the board shall designate another) and shall preside at such meetings. He or she shall also perform any and all duties which the board shall from time to time prescribe for this office and which are determined by law. (G-1.0504)

Section 7.5. A member of the session shall sign and execute all contracts and agreements authorized by the board or board approved budget.

Section 7.6. The clerk shall attend all meetings of the congregation, the corporation and the session and shall act as clerk thereof and shall record the proceedings of such meeting in the minute book of session. The clerk shall keep at the principal office open to inspection by members of the congregation at all reasonable times, the original or a certified copy of the bylaws of the corporation as amended or otherwise altered to date. He or she shall attend to the giving and serving of all notices of the corporation required by law or these bylaws. If the clerk is not present or unable to serve, the congregation shall elect a temporary clerk at congregational meetings and session will appoint a temporary clerk for session meetings.

Section 7.7. Session and congregational meetings may be held electronically or by simultaneous in-person and electronic means. Session will be responsible for adopting and adapting standing rules for such meetings drawing on the guidance of the Book of Order and the newest edition of Robert's Rules of Order and make those rules public. In general, the same rules that apply to regular Session meetings apply to these meetings with respect to meeting quorum, notification, and the requirement for minutes; with the exception that any motion proposed in an email meeting may only pass by a unanimous vote of the participants.

ARTICLE VIII

THE DEACONATE

Section 8.1. There may be a board of deacons comprised of not less than three (3) and not more than twelve (12) deacons in active service and the pastor, co-pastors, associate pastors and assistant pastors shall be advisory members. No later than January 1st of each year Session will evaluate and propose the number of deacons to be elected the following June, and will inform the nominating committee of the decision.

Section 8.2. The board of deacons shall minister to those in need, to the sick, the friendless, and to any who may be in distress, in accordance with the scriptural duties of the office. There may be delegated to the board of deacons, under the direction of the session, certain specifically designated responsibilities.

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Section 8.3. The board of deacons shall hold regular meetings at least quarterly, and upon call of its moderator, or when directed by the session. The board of deacons 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.

Section 8.4. The board of deacons shall elect from its membership a moderator and a secretary.

Section 8.5. 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.

ARTICLE IX

THE NOMINATING COMMITTEE

Section 9.1. There shall be a nominating committee comprised of active members of the church for the purpose of selecting candidates for the offices of elder and deacon. (G-2.0401)

Section 9.2. The nominating committee shall be chosen not later than June of each year, and the members shall serve for one year.

Section 9.3. One member of the nominating committee shall be designated by the session from one of its members currently on the session and serve as moderator of the nominating committee. At the June congregational meeting, other members of the committee, in sufficient number to constitute a majority thereof, shall be elected from members of the congregation not currently serving as an elder. The pastor shall be a member of this committee ex officio but without vote.

Section 9.4. After the nominating committee has presented the names of candidates for office at any meeting, nominations may be made by members of the congregation provided that such nominations must be seconded from the floor in order and have the agreement of the nominated person to be considered.

ARTICLE X

ELECTION OF ELDERS AND DEACONS

Section 10.1. Elders and deacons shall be elected at a congregational meeting held on the first Sunday in June at a time to be determined by the session, or on such other date and time determined by the session. The elected elders, and deacons shall assume office the following July first, except that those officers elected specifically to fill vacant positions shall take office immediately upon training, ordination, and installation.

Section 10.2. All active members of the congregation, and present, are entitled to vote in the election of elders and deacons.

Section 10.3. Elders and deacons must be active members of the church and should be at least 18 years of age to qualify for election.

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Section 10.4. When a majority of all the voters present and voting cast their votes for a person for these offices, he/she shall be considered elected.

Section 10.5. The elders and the deacons shall be divided into three (3) classes of up to four (4) each. The 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, and the classes of each shall be so arranged that the terms of one class of elders and deacons shall expire June thirtieth of each year.

Section 10.6. No elder or deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder or deacon having been elected for consecutive terms aggregating six (6) years shall be ineligible to serve for further term until at least one year has elapsed from the expiration of the last term for which he or she was elected.

Section 10.7. 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. Any church officer, or member of an elected church board or committee, who accrues three (3) consecutive unexcused absences, shall be considered to have resigned the office.

Section 10.8. 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 congregational 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 XI

MEETINGS OF THE CONGREGATION

Section 11.1. There shall be an annual meeting of the congregation in January, at which at least the following business shall be presented: annual reports from organizations and the session (informational only), financial reports of the preceding year, budget for the current year (information only), and changes in the terms of call for the pastor(s).

Section 11.2. There shall be a second annual meeting of the congregation in June for the purpose of receiving the nominating committee report for church officers (G-1.0501), and electing members of the session, the deaconate, and the next nominating committee.

Section 11.3. Notice of the annual or special meetings shall be given to the members on two successive Sundays and at least ten (10) days prior to the meeting. The business to be transacted shall be limited to items specifically listed in the call for the meeting. (G-1.0502).

Section 11.4. All organizations, societies, and bodies of the church may present reports at the annual or special meetings of the congregation. After the applicable meeting has been held, such reports shall be permanently filed with the clerk.

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Section 11.5. The pastor (or appointed moderator) shall preside at the annual meetings of the congregation and the clerk shall prepare the minutes of said meeting, which minutes shall be reviewed by the session at its next regular meeting. When approved by the session, said minutes shall be final.

Section 11.6. Special meetings of the congregation may be called by the session or presbytery. Special meetings may be called by the session when requested in writing by one-fourth of the active members. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call. (G-1.0501)

Section 11.7. 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 and proxy voting is prohibited.

Section 11.8. The quorum of a meeting of the congregation shall be as follows: If the number of members is one hundred fifty or less, fifteen members; or if the number of members is more than one hundred fifty, one-tenth of the members. (G-1.0501)

ARTICLE XII

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 general nature of the amendment shall be given in the notice of such meeting.