

## RESOLUTION

The following resolution is being recommended to the congregation at the joint meeting of the congregation and corporation of the First Presbyterian Church of Paw Paw, Michigan ("Church"), to be held following worship on October 16, 2011

### RESOLUTION

*BE IT RESOLVED THAT PURSUANT TO THE PROVISIONS OF PARAGRAPH 18 ENTITLED "AMENDMENTS", OF THE CURRENT BY-LAWS OF THE FIRST PRESBYTERIAN CHURCH OF PAW PAW, MICHIGAN, ANY AND ALL PRESENT AND/OR PRIOR BY-LAWS OF THE CORPORATE ENTITY KNOWN AS THE FIRST PRESBYTERIAN CHURCH OF PAW PAW, MICHIGAN, AND ANY AND ALL PRESENT AND/OR PRIOR BY-LAWS OF THE ECCLESIASTICAL BODY KNOWN AS THE CONGREGATION OF SAID CHURCH, AND ANY AND ALL AMENDMENTS THERETO AND EACH AND EVERY TERM AND PROVISION THEREOF SHALL BE, AND ARE HEREWITH REVOKED, CANCELLED, TERMINATED AND AT AN END IN THEIR ENTIRETY AND IN THEIR PLACE AND STEAD THE FOLLOWING NEW BY-LAWS ARE HEREWITH ADOPTED IN THEIR ENTIRETY, TO SERVE AS THE BY-LAWS FOR THE CORPORATE ENTITY KNOWN AS THE FIRST PRESBYTERIAN CHURCH OF PAW PAW, MICHIGAN, AS WELL AS THE ECCLESIASTICAL BODY KNOWN AS THE CONGREGATION OF SAID CHURCH AS WELL AS THE BY-LAWS FOR THE SESSION OF SAID CHURCH, TO WIT:*

FIRST PRESBYTERIAN CHURCH OF PAW PAW, MICHIGAN

## BY-LAWS

### I Statement of Purpose or Mission

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

### II Relation to the Presbyterian Church (U.S.A.)

The First Presbyterian Church of Paw Paw, Michigan, is a member church of the Presbytery of Lake Michigan in the Synod of the Covenant of the Presbyterian Church (U.S.A.).

### III Governance of the Church

The First Presbyterian Church of Paw Paw, Michigan, shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these By-Laws shall provide specific guidance for this Church. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

### IV By-Laws

These By-Laws shall serve as the By-Laws of the ecclesiastical congregation and the corporate entity known as the First Presbyterian Church of Paw Paw, Michigan, and of the Session.

### V Membership

The Membership of this Church includes Baptized Members, Active Members, Inactive

Members, Affiliate Members, and other participants. The members eligible to vote at any meeting and to hold office in the Church shall be those persons listed on the Active Membership Roll of the Church and defined as the "congregation" within these By-Laws. (G-1.03, G-1.04)

## **VI Meetings of the Church**

- A. Annual Meetings and Place of Meetings. There shall be two (2) regularly constituted meetings of the members of the congregation each calendar year, designated as the Annual Election Meeting and the Annual Meeting respectively.

All meetings of the congregation shall be held in the church building.

1. Annual Election and Terms of Call Meeting. The Annual Election and Terms of Call Meeting shall be held during the month of October each year at a date and time set by the Session. The purpose of this meeting is to hear and act upon the report of the Church Nominating Committee for the election of church officers and the Audit Committee and to make any changes in the terms of call for the pastor(s). No other business may be transacted unless prior notice of such business has been included in the call of the meeting.

2. Annual Meeting. There shall be an Annual Meeting of the congregation in the church building at a date and time set by the Session between February 15 and March 15 each year, at which at least the following business shall be presented: annual reports from organizations and the Session (information only), financial reports for the preceding year, budget for the current year (information only) and such other business as may properly come before such a meeting.

- A. Special Meetings. Special Meetings may be called by the Session, by the Presbytery, or by the Session when requested in writing by one fourth of the active members on the roll of the congregation. 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-1.0502)

## **VII Notice of Meetings**

Public notice of the meetings shall be given in printed and verbal form on at least two (2) successive Sundays prior to the meeting. When the meeting is called for the purpose of electing a pastor, the notice shall be given in printed and verbal form at least ten (10) days in advance,

which shall include two (2) successive Sundays. (G-1.0502)

### **VIII Moderator of the Congregation**

The pastor shall moderate the meetings of the congregation. If there are co-pastors, they shall alternately preside at congregational meetings. When the Church is without a pastor, the moderator appointed by the Presbytery shall preside. When it is impractical for the pastor or the moderator of the Session appointed by the Presbytery 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 when both the pastor or the moderator concur, a member of the Session may be invited to preside. (G-1.0504, G-2.1001, G-3.0104)

### **IX Clerk/Secretary**

A. The Clerk of Session shall be an elder elected by the Session for such term as it may determine. (G-3.0104)

B. The Clerk of Session shall serve as secretary of the congregation and the corporation.

C. If the Clerk of Session is not present or is unable to serve, the congregation or the Session, as the case may be, shall elect a secretary pro tem.

### **X Minutes of the Meeting**

The minutes of each meeting of the Congregation shall be attested by the moderator and the clerk/secretary and recorded in the minute book of the Session. (G-1.0505, G-3.0107) The minutes may then be posted on the bulletin board outside the church office.

### **XI Quorum for the Meeting of Congregation**

The quorum of a meeting of the congregation shall be the moderator, the clerk/secretary, and not fewer than one tenth of the active members of the congregation. (G-1.050) The clerk/secretary shall determine that a quorum is present. Only active members of the congregation (G-1.0402, G-1.0501), regardless of age, may vote in the congregational meeting.

### **XII Incorporation**

The congregation shall maintain a corporation in good standing in accordance with the laws of the State of Michigan. Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of the congregation. (G-1.0503)

### **XIII Officers of the Church Corporation**

The Officers of the Church corporation shall be President, Vice-President, Secretary who shall be the Clerk of Session, and the Treasurer who shall be elected by the Session. These officers will be nominated by the Session annually and elected at the Annual Meeting of the congregation.

### **XIV Nominating Committee**

The congregation shall form a Nominating Committee in the following manner:

- D. There shall be seven (7) members on the Nominating Committee.
  - 1. Two (2) of the members shall be elders designated by the Session, both of whom shall be currently serving on the Session. One shall serve as moderator of the Committee.
  - 2. One (1) of the members shall be designated by and from the Board of Deacons.
  - 3. Four (4) of the members, persons not currently serving on the Session or the Board of Deacons, shall be nominated from the congregation at large and elected at the Annual Election Meeting of the congregation.
  - 4. The pastor shall be a member ex officio and without vote.
  - 5. Each electing body may name one of its members to be an alternate for its representation if the principals are unable to serve.
- E. Members of the committee shall be elected annually, and no member shall serve more than three (3) years consecutively.
- F. The Nominating Committee shall bring to the congregation nominations only for the number of positions to be filled.
- G. The floor shall be open for nominations at the Annual Election Meeting subject to the prior consent of the nominees. (See G-2.0401.)

### **XV Session**

- B. The Session is the council of the Church and is responsible for the mission and government of the Church and possesses the responsibilities and authorities as set forth in G-3.01 and G-3.02 of the Book of Order.
- C. The Session shall consist of the pastor or co-pastor, the associate pastors and the elders in active service, all of whom are entitled to vote at meetings of the Session. The Session, at its first meeting following the ordination and installation of new elders, shall:
1. Clerk: elect an elder to serve as Clerk of Session for such term as the Session may determine. (G-1.0505, G-3.0104)
  2. Committees/Commissions: form such Committees and Commissions as the Session deems necessary to carry out and perform its work.
  3. (G-3.01, G-3.02)
  4. Treasurer: elect a Treasurer to serve for such a term as the Session shall determine. (G-3.0205)
- C. Quorum: a quorum for meetings of the Session shall consist of the pastor or other presiding officer and one-third (1/3) of the members of the Session.
- D. Directors the Directors of the Church corporation shall be the elders in active service pursuant to the provisions of the Book of Order. (G-3.02, G-4.0102)

## XVI Elders

- A. The Session shall consist of at least nine (9) elders (G-2.0104, G-2.0402) elected by the congregation, divided into three (3) equal classes. One class shall be elected each year at the Annual Election Meeting for a three-year term. The elders so elected are designated as elders in active service.
- B. No elder shall be elected for a term of more than three (3) years, nor shall an elder serve consecutive terms either full or partial, aggregating more than six (6) years. An elder having served a total of six (6) consecutive years shall be ineligible for re-election to the Session for a period of at least one (1) year. (G-2.0404)

## XVII Deacons

- A. The congregation shall elect at least nine (9) deacons (G-2.0201, G-2.0202) divided into three (3) equal classes. One class shall be elected each year at the Annual Election Meeting for a three-year term. The deacons so elected are designated as deacons in active service.

- B. No deacon shall be elected for a term of more than three (3) years, nor shall a deacon serve consecutive terms either full or partial, aggregating more than six (6) years. A deacon having served a total of six (6) consecutive years shall be ineligible for reelection to the Board of Deacons for a period of at least one (1) year. (G-2.0404)
- C. The Board of Deacons, at its first meeting following the ordination and installation of new deacons, shall:
1. Moderator: elect an active deacon to serve as Moderator for one (1) year.
  2. Vice-Moderator: elect an active deacon to serve as Vice-Moderator for one (1) year.
  3. Secretary: elect an active deacon to serve as Secretary for one (1) year.
  4. Treasurer: elect an active deacon to serve as Treasurer for one (1) year.
  5. Committees/Commissions: form such Committees and Commissions as the Board of Deacons deems necessary to carry out and perform its work.
- D. The pastor or associate pastor shall be an advisory member of the Board of Deacons. A quorum for the Board of Deacons shall be one-third (1/3) of the members, including the moderator.
- E. The Session may, pursuant to the Book of Order (G-2.0202), commission individual deacons with particular tasks consistent with the responsibilities of their office.

#### XVIII Vacancies/Removal

- A. Vacancies on the Session and the Board of Deacons may be filled at a special meeting of the congregation or at the Annual Election Meeting, as the Session may determine.
- B. Removal from any office or termination of church membership shall be as provided for in the Book of Order. (G-2.0405, G-2.0406, G-2.0407)
- C. A person desiring to serve no longer as a member of the Session, the Board of Deacons, or any committee of the Church, shall convey his/her desire in writing to the Session.

#### XIX Miscellaneous

- A. Property. All matters relating to the purchase, receiving of, holding of, encumbrance of, management of, and transfer of property, real or personal, shall be as is provided in the Book of Order. (G-4.0101, G-4.02)

B. No Proxy. All voting shall be in person. Proxies shall not be recognized.

## XX Amendments

These By-Laws may be amended, subject to the *Constitution of the Presbyterian Church (U.S.A.)*, the Articles of Incorporation, the laws of the State of Michigan and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds (2/3) vote of the active members present at any regular meeting of the members or at any special meeting of the members providing that any alteration, amendment, repeal of, or new By-Laws be given to the members in printed form and distributed at the same time as the call of the meeting at which the charges are to be voted upon. The By-Laws may contain no provision for the regulation and management of the affairs of the corporation or congregation inconsistent with the laws of the State of Michigan or the Articles of Incorporation or with the *Constitution of the Presbyterian Church (U.S.A.)*.