

Corporate Bylaws of the Forest Larger Parish Presbyterian Church, Inc.

Article I

Objectives, Purposes, Formation, Limitations, Powers and Duties, Property

Section 1. **Purpose.** The purposes for which the Corporation is formed are as more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order* F-1), including the Great Ends of the Church (*Book of Order* F-1.0304), and in the Articles of Incorporation (Article IV).

Section 2. **Formation.** The Corporation is formed by the Forest Larger Parish Presbyterian Church pursuant to the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-4.0101) The Forest Larger Parish Presbyterian Church is a member church of the Presbytery of Winnebago in the Synod of Lakes & Prairies.

Section 3. **Authority.** In carrying out such purposes, the Corporation shall be under the authority of the Session, a council within the Presbyterian Church (U.S.A.), as its governing body, and of the congregation to the extent that the congregation has specified authority in the Book of Order of the Presbyterian Church (U.S.A.) and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). (*Book of Order* G-4.0101; Articles of Incorporation V, VI, VII).

Section 4. **Powers and Duties.** The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order* G-4.0101) and as specified in Article of Incorporation VII.

Section 5. **All Property Held in Trust.** All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.). (*Book of Order* G-4.0203; Article of Incorporation VI).

Section 6. **Particular Property Requirements.** When buying, selling, and mortgaging real property, the Session, acting as trustees, shall act only after the approval of the congregation granted in a duly constituted meeting. (*Book of Order* G-4.0206). The Session, acting as trustees, shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the Presbytery transmitted through the Session. (*Book of Order* G-4.0206). The Corporation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the presbytery transmitted through the session. (*Book of Order* G-4.0206).

Section 7. **Property Conveyances.** Pursuant to the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order* G-4.0101), real property held or acquired by the Corporation, the church, the board of trustees, a trustee, or an unincorporated association will include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to the Presbytery of Winnebago, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.). The grantee holds the property in trust pursuant to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Article II

Members

Section 1. **Eligibility for Membership.** Only members on the active roll of the church shall be members of the Corporation and eligible to vote at congregational meetings and to stand for election as Ruling Elders and Deacons. (*Book of Order* G-4.0101; Article of Incorporation VIII).

Section 2. **Active Members.** The roll of active members established and maintained by the Session as prescribed by the *Book of Order* (G-1.04) shall determine those individuals who are active members.

Article III

The Session & Ruling Elders

Qualification and Election: The directors or trustees of the Corporation are designated Ruling Elders. The initial Session, serving as trustees, shall be those Ruling Elders named in the Articles of Incorporation. Thereafter, the membership of the Session shall be identical to the membership of the Session elected for active service. Election by the congregation and installation as ruling elder of the church shall constitute a person as a trustee of the Corporation. They must also be eligible under civil law. The Session shall have nine Ruling Elders, in 3 classes, each class serving a term of 3 years, and shall be limited to two consecutive terms.

Removal: Termination for cause of the active service of a person as a Ruling Elder on Session shall automatically terminate such person as a trustee of the Corporation. (*Book of Order* G-4.0101; Article of Incorporation IX).

Article IV

Meetings of the Session

Section 1. **Meetings.** Meetings will ordinarily be held monthly, with a minimum of four meetings per year.

Section 2. **Procedures.** The meeting requirements and provisions of the Constitution of the Presbyterian Church (U.S.A.) shall govern. In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. The most recent edition of Robert's Rules of Order (Newly Revised) shall be used for parliamentary guidance.

Section 3. **Notices.** Notice of the time, place of meetings (in case of a special meeting, also the purpose of the meeting) of the Session will be distributed to each active ruling elder not less than three (3) days before the meeting; provided that no notice of any regularly scheduled or adjourned meeting need be given. Meetings may be held at any time without notice if all members of the Session are present or if a quorum is present and those not present have waived notice of the time, place, and purpose of the meeting, either before or after the holding thereof. In no case, may the

Session meet without the Moderator or the duly appointed Moderator pro tempore (*Book of Order*: G-3.0104).

Section 4. **Quorum.** The quorum for meetings of the Session is 1/3 of the ruling elders for the transaction of business. The action of the ruling elders present at any meeting at which a quorum is present shall be the action of the Session. If, at any meeting of the Session, there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall have been obtained.

Section 5. **Special Meetings.** Special meetings of the Session may be held as specified in the provision of the Book of Order (G-3.0203).

Section 6. **Power and Authority.** The Session shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint necessary persons or committees for the conduct of business and program. The Session may employ such employees as shall be requisite for the conduct of the affairs of the Corporation and may fix the compensation of such persons, except for the terms of the Call for the pastor(s). It may prescribe the duties of such persons and may dismiss such persons upon reasonable notice. The Session may also shift the duties of employed persons and change job descriptions as needed.

Article V

Meeting of Members

Section 1. **Annual Meeting.** There shall be an annual meeting of the members of the congregation. Such meeting shall be held at one of the Church locations in conjunction with a common service of worship.

Section 2. **Other Meetings of the Congregation.** Any stated or called meeting of the congregation, called according to the provisions of the *Book of Order* (G-1.0502), shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 3. **Notices.** Notice of all meetings of the congregation shall be distributed in writing seven days in advance and announced in services of worship on two successive Sundays prior to the meeting.

Section 4. **Quorum.** The established quorum for annual meetings will be ten (10) percent of the members of the congregation.

Section 5. **Procedural Requirements.** The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation and the provisions of the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-1.05) The most recent edition of *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

Section 6. **Proxy Voting.** Voting by proxy is prohibited.

Article VI

The Session

Section 1. **Officers.** The Session, as soon as may be after the election of ruling elders in each year, shall annually elect a clerk of session, and a treasurer. The clerk of session shall also serve as Secretary of the Corporation and must be a ruling elder, although not necessarily actively serving on the Session. The treasurer elected annually by the session shall serve as treasurer of the Corporation (G-3.0205).

Section 2. **Term.** The term of office for ruling elders as members of the Session shall be (3) three years, and is limited to 2 consecutive terms. An elected ruling elder's relation with the Session may be dissolved only by the provisions of the Book of Order (G-2.0405).

Section 3. **Powers and Duties.** The Session shall have such powers and duties as stipulated in the Book of Order (G-3.02).

A. The Clerk of the Session shall serve as the secretary for the Session and the congregation, maintain the records of the church and perform other duties according to the provision of the *Book of Order* (G-3.02).

B. The Treasurer (elected by the Session) shall perform the duties outlined in the *Book of Order* (G-3.02), be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another, deposit all monies, drafts, and checks in the name of or to the credit of the church or Corporation at such banks or depositories as the Session shall designate, and perform such other related duties as may from time to time be assigned by the Session.

C. Assistant treasurers may be appointed by the Session and shall perform those duties of the treasurer as directed by Session.

Article VII

Amendments

The bylaws of the Corporation may be amended or added to, or new bylaws may be adopted, by the affirmative vote of two-thirds of the members present at a meeting of the congregation; provided, that the bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-4.01 and G-4.02; Articles of Incorporation IV, V, VI).

Article VIII

Indemnification of Trustees and Officers

Each ruling elder and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the ruling elder or officer may be made a party by reason of being or having been a member of the Session or officer of the Corporation (whether or not he or she continues to be a ruling elder or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any ruling elder or officer may be entitled as a matter of law.

Article IX

Dissolution

If the church is formally dissolved by the presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbytery of Winnebago of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), said Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the Presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-4.0401; Article of Incorporation XVII).