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### PREAMBLE

The First Presbyterian Church of Bellingham, Washington, is organized ecclesiastically as a Congregation within the Presbyterian Church (U.S.A.) and temporally as a non-profit religious Corporation. As an ecclesiastical Congregation within the Presbyterian Church (U.S.A.) it is the intent of the membership of this church and thus of these Bylaws to ensure our perpetual service to God in continuity with the theological and ecclesiastical heritage of American Presbyterianism. To this end the government of this Congregation shall be classically Presbyterian in the American tradition.

This Congregation shall be guided in spiritual matters by the Book of Confessions and it endorses the Book of Order of the Presbyterian Church (U.S.A.) except in such instances as may violate the laws of the State of Washington; with the further provision that in all matters this Congregation shall be subject to the ordering of God's Word and Spirit.

As a religious non-profit Corporation this church is organized and exists under the statutes of the Corporations Code of the State of Washington. These Bylaws shall govern this church both as an ecclesiastical Congregation and as a temporal Corporation.

### ARTICLE I. PARTICULARS

1. Name. Both as "Congregation" and "Corporation," this church shall be identified by the name: "First Presbyterian Church of Bellingham." It was incorporated on June 3, 1884, as the New First Presbyterian Church of Bellingham, Washington.
2. Principal Office. The principal office for the transaction of the business of the Congregation and the Corporation shall be the church edifice located at 1031 N. Garden Street, Bellingham, Washington.
3. Membership. All who profess faith in Jesus Christ as their Lord and Savior and are baptized are eligible to become members of this church upon their acceptance by the Session and enrollment on the active membership roll of this church. Membership in this church may be terminated, transferred or restored by the Session.

### ARTICLE II. THE SESSION

1. There shall be a Session to govern the spiritual and temporal affairs of the church. The Pastor shall be moderator of Session.
2. Ruling Elders consisting of no less than eight on the Session shall be divided into three classes, elected for three-year terms, except that when a vacancy occurs in a class a person may be elected to fill the un-expired term. The term of the third-year class shall expire upon the installation of the succeeding first-year class.
3. If any member of the Session declines to act, resigns, dies, or ceases to be a member of this church, the vacancy in the Session shall be filled by the Congregation-Corporation at its next stated meeting or at a special meeting called for that purpose. In respects other than the active term of service on the Session, the office of Ruling Elder is perpetual.
4. The Session is charged with the spiritual and temporal government of the church, and has authority over all the affairs, activities, monies, properties, government and discipline of the church, except as otherwise may be assigned to the Pastor and the Congregation-Corporation by the Book of Order or by these Bylaws. The duties and responsibilities of the Session and of Ruling Elders are those described by the Session position description and Book of Order. Should any disagreement arise between the Session and any ministry of this church, the position of the Session, as the body having superior responsibility for the welfare and program of the church, shall prevail, except for rights and responsibilities assigned specifically to the Congregation-Corporation.
5. Three Ruling Elders shall be designated as officers of the Corporation and shall serve as President, Vice-President and Secretary of the Corporation. Said officers shall be elected annually by the Session.
6. Any two of the elected corporate officers shall execute all official documents of the Corporation including contracts, deeds, conveyance, and mortgages as directed by Session and approved by Presbytery.
7. The Session shall hold at least ten meetings a year, and special meetings as needed. A quorum consists of the Pastor (or his or her authorized representative) as Moderator and one-third of the members of the Session.

8. The Session shall annually elect a Clerk of Session who shall also serve as the Clerk of the Congregational-Corporation meetings, and whose term may be renewed indefinitely. The Clerk shall be a Ruling Elder, but need not necessarily be concurrently serving a term on the Session.
9. The Session shall annually elect a Church Treasurer whose term is renewable at the end of each year. The Church Treasurer shall be deemed to be the Chief Financial Officer of the Corporation for the purposes of State Corporate Laws. The Session may delegate certain duties of the Treasurer to a member or employee of the church. The Treasurer shall be a member of the Finance Committee.
10. Members of a family (grandparents, parents, children, siblings, spouses) may not be elected to Session if another member of the family is on the Pastoral staff, the Director of a department, or Session. Further, in the case of personal conflict of interest in church governance, the Session member must be recused either by voluntary recusal or by majority vote of the Session body.

### **ARTICLE III. THE MINISTRIES OF THE CHURCH**

1. The Session may constitute such departments, committees, commissions, ministries, agencies, funds, budgets, rules, policies and procedures as needed for the work of the church, and may delegate duties to individuals and groups, providing that such are consistent with these bylaws. Committee Chairs and members are appointed by the Pastor with input from the committee and approval of Session the INN (University Ministry)
  - a. the INN shall be a missionary arm (outreach) of First Presbyterian Church of Bellingham to the university age adults (generally 18-23 years) of the community. The purpose of the INN is to glorify God through the introduction of students to Jesus Christ and the encouragement of their walk with Him.
  - b. Authority for the oversight (government) of the INN lies in the Session of the church.
  - c. the INN is accountable to the policies established by First Presbyterian Church.
  - d. The INN is encouraged to minister to students who do not have a church home, who attend other churches, and who attend FPC.
2. The Church Nominating Committee
  - a. There shall be a Church Nominating Committee consisting of at least five members of the church and the Pastor or his or her representative, ex officio, without vote. Two members of this committee shall be designated by and from the Session. One member of this committee shall be designated by and from the Board of Deacons. At or before the second Stated Meeting of the Session, or Deacons, each Board shall designate those persons as representatives on the Church Nominating Committee. Four members of the Committee, none of whom may be in active service on the Session or Deacons, shall be nominated from and elected by the Congregation at the previous Stated Meeting. Those who are not in active service on the Session or on Deacons must constitute a majority of the voting members of the Nominating Committee.
  - b. During the first quarter of the church year the current Church Nominating Committee shall invite all organizations and individual members of the church to suggest names of those who would be qualified to serve as church officers and Nominating Committee members.
  - c. In determining the qualifications, terms, and eligibility of persons for any of the elected offices (members of Session, Board of Deacons, Church Nominating Committee) the Church Nominating Committee shall be guided by the Session's Position Description for the offices and by the Book of Order.
3. Pastor Nominating Committee
  - a. When the church needs to form a Pastor Nominating Committee, here is the process. A Pastor/Associate Pastor Nominating Committee "shall be representative of the whole congregation," and will consist of at least 7 members, one from each of the following categories:
    1. Session
    2. Deacons
    3. Music Program
    4. Christian Education Department
    5. Singles
    6. Families with Children
    7. Older Adults

- b. The Session, before or at the time of the call of the properly called congregational meeting, may propose a slate of nominees, one for each category on the committee.
- c. Nominations will be taken from the floor for each category.
- d. A person may be nominated for more than one category.
- e. Nominees must be active members of the congregation in good standing.
- f. Election is by a majority vote. Repeated votes will be taken until a candidate has obtained a majority in each candidate.
- g. Once a person has been elected (obtained a majority vote), that category may be removed from the ballot.
- h. Any change or deviation (e.g., a change of categories) from this process must be approved by the congregation at least ten days before the election.

#### **ARTICLE IV. FISCAL AND ESTATE POLICIES**

1. The Session shall request a financial review be conducted annually and a written report provided that provides review findings and recommendations. This review is to be recorded in the minutes of that meeting.
2. The Session shall make an annual financial report of the year just preceding at the first Stated Meeting of the Congregation-Corporation, regarding all assets, liabilities, receipts and disbursements.
3. The Session shall use such methods of engendering funds for the work of the church as are consistent with biblical patterns of faith, prayer and trust in God; and shall encourage the congregation to give regularly, freely and cheerfully through voluntary tithes, offerings and first fruits, and through additional means as may be appropriate such as planned gifts, memorials, wills and bequests.
4. The establishment and administration of the annual church budget is the responsibility of the Session, with the exception of the terms of call of the Pastor, which is the responsibility of the Congregation-Corporation. Non-ordained or ordained staff outside of the PCUSA shall be the responsibility of the Session.
5. Any group or person within the church wishing to raise funds for its, his or her own work or for a cause outside of the annual church budget must receive the approval of the Session.
6. All titles and deeds to the property of this church, Congregation-Corporation are held in trust for the use and benefit of the Presbyterian Church (U.S.A.).(Ref. B.O. G-8.0200.)
7. Real estate properties of this church, Congregation and Corporation, may not be sold, purchased, leased, transferred, yielded, mortgaged or encumbered except as the Corporation authorizes to do so by a majority vote of a meeting of the Corporation called for that purpose with the concurrence of the Presbytery of NPS.
8. Any donation to the church consisting of funds, securities, properties or other assets, given to or through the church for special causes and/or under special conditions, shall be received if approved by Session.

#### **ARTICLE V. MEETINGS OF THE CONGREGATION-CORPORATION**

1. Business meetings of the church members shall ordinarily be deemed to be meetings of the Congregation and the Corporation simultaneously.
2. There shall be two Stated Meetings of the Congregation-Corporation each year. At the first Stated Meeting, the Annual Report of the Session for the year just proceeding shall be presented in writing to the Congregation-Corporation. The Clerk of Session shall publish the financial, statistical and other reports of the Session, Board of Deacons, the Pastor, and each duly constituted committee or ministry of the church. At the second Stated Meeting the Church Nominating committee shall report its nominees for the necessary church offices, and the Congregation-Corporation shall hold elections. Nominations from the floor for any office may be made, providing that the nominee is eligible and has been apprised of the nature of the work in advance and has agreed to serve if elected and is willing to be interviewed by the Session on the floor.

At either meeting any appropriate other business as determined by the Session, may be transacted. At either Stated Meeting any member of the church may introduce an appropriate item of new business, however, all items of new business shall be voted on only for the purpose of determining whether or not to refer the item to Session or to a specially constituted committee of the Congregation for consideration and study, with a report of the study to be made to the Session.

3. Special meetings of the Congregation-Corporation may be called by the Session; by the Presbytery whenever it determines such a meeting is necessary, and by the Session when requested in writing by one-fourth of the members on the active roll of the First Presbyterian Church. The call to any such special meeting must include the items of business to be considered, and only those items described in the call may be considered at the meeting.
4. Notice of the annual or special meeting, in the form of a record, in a tangible medium, or in an electronic transmission state the place, day, and hour of the annual meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days and on two successive Sundays before the meeting.
5. At all meetings of the Congregation-Corporation the Pastor as Moderator (or his or her authorized representative) shall preside and for purposes of State Corporation law shall be deemed to be the Chairman and Chief Executive Officer. The Clerk of Session shall be the Clerk of the Congregation – Corporation. The clerk shall prepare minutes of all meetings for approval by the Session at its next stated meeting.
6. Voting at all meetings must be in person. Voting by proxy is prohibited.
7. To convene any meeting of the Congregation and/or Corporation it shall be necessary for a quorum to be present. A quorum shall consist of 10% of membership and the Pastor (or his or her representative) as Moderator.
8. All communicant members listed on the active membership roll of the church shall be entitled to vote and to speak appropriately at all meetings of the Congregation-Corporation. The Clerk shall maintain this active membership roll as the authoritative list of voters. Those who are not listed in this roll may not vote or speak, except as they may be authorized to speak for purposes of information.
9. All meetings of the congregation shall be conducted in accordance with the most recent edition of Robert's Rules of Order, or a comparable parliamentary authority adopted by the congregation, except in those cases where this Constitution provides otherwise.
10. If the congregation does not approve the minutes a congregational meeting before adjournment, the Session shall read, correct, and approved the minutes of that congregational meeting at its 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 them read and may make additions or corrections by vote.

#### **ARTICLE VI. AMENDMENTS**

Amendments to these Bylaws may be made at any stated or special meeting of the Congregation-Corporation by a two-thirds majority vote, provided that the proposed amendment shall be stated with the call to the meeting.