

**PROPOSED REVISIONS**  
**BYLAWS**  
**of the**  
**GRAHAM MEMORIAL PRESBYTERIAN CHURCH**  
**Coronado, California**

**ARTICLE I NAME AND RELATIONSHIP**

Section 1 The name of this church shall be Graham Memorial Presbyterian Church of Coronado, California. This church was organized by the Presbytery of Los Angeles, March 18, 1888, and incorporated by the State of California on November 12, 1947.

Section 2 This church ~~is a particular congregation of the Presbyterian Church (USA) and is subject to the guidance and direction of the General Assembly, the Synod and the Presbytery of jurisdiction. These laws shall be in conformity with the Constitution of the Presbyterian Church (USA) as interpreted by the governing bodies of the church, and shall set forth the ecclesiastical and corporate structure and method of operation of this particular church.~~ has been in voluntary affiliation with various Presbyterian denominations throughout the course of its history, and is currently voluntarily affiliated with the Presbyterian Church (USA).

Section 3 The principal office for the transaction of business of this church including its corporate affairs shall be at 959 C Avenue, Coronado, California 92118-2448.

**ARTICLE II OBJECTIVES AND NON PARTISAN ACTIVITIES**

Section 1 The objectives of this congregation shall be:

- A. To bear witness to Christian truths; to promulgate the doctrines and teachings of the Christian religion and to promote fellowship among God's people.
- B. The giving of money, time and talents for these purposes.

- C. To respond to God's activity in the world through service to others.

Section 2            The Corporation:

- A. This corporation has been formed under the California Non-profit Religious Corporation Law for the religious purposes described above, and it shall be non-profit and non-partisan. This Corporation shall function in accordance with the provisions of the Internal Revenue Code, Section 501 (c) (3) as follows: "No part of the net earnings inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, ... and which does not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office."
- B. The Corporation shall not, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives described above.

**ARTICLE III            CONGREGATIONAL MEETING AND MEMBERSHIP**

Section 1    All Congregational meetings may deal with both "corporate" and "ecclesiastical" affairs.

Section 2    Communicant members of whatever age shall be eligible to vote on all matters that come before the congregation. The Session shall determine the communicant membership.

Section 3    There shall be one (1) Stated Meeting of the congregation each year on the third (3rd) Friday of January at a time and place specified by the Session, for the purpose of electing elder-trustees and deacons, and congregational members of the Nominating Committee, and for the purpose of receiving annual reports from the Session and church organizations, including financial reports, and to transact any and all business that may properly come before it.

Section 4 Special meetings of the congregation may be called by the Session, or on direction of the Presbytery. Such calls shall state clearly the purpose of the meeting, and no matter save that specified in the call may be considered.

Section 5 All congregation meetings shall be announced at two successive Sunday services preceding the meeting or shall be announced by mail to all members at least one week in advance of the meeting.

Section 6 A quorum for the transaction of business at all congregational meetings shall consist of one tenth (1/10) of the membership.

Section 7 Moderator and Secretary.

- A. The pastor shall preside at congregational meetings. If he is unavailable to act, **the Session shall appoint an alternate.** ~~or~~ If the subject to be discussed requires it, the Session may invite another minister of the Presbytery to preside.
- B. The Clerk of the Session shall act as secretary; if unavailable to act, a secretary shall be elected by the congregation.

Section 8 Rules for governing bodies of the Presbyterian Church (USA), insofar as they apply, are hereby adopted for this church. Meetings shall be conducted in accordance with these rules; when they do not apply, according to the usual parliamentary rules of order **and consistent with these Bylaws.**

Section 9 The minutes of each meeting of the congregation shall be attested by the Moderator and the Secretary and shall be entered in the minutes book of the Session.

#### **ARTICLE IV NOMINATION AND ELECTION OF CHURCH OFFICERS**

Section 1 There shall be a church nominating committee composed of seven members. Four members shall be elected by the congregation at the annual meeting, none of whom shall be in active service on the Session or Board of Deacons. Two members shall be designated by and from the Session and one member by

and from the Board of Deacons, to be announced at the annual congregational meeting. The pastor shall be a member, ex-officio, without vote.

Section 2 The Session shall designate one of its two members as Nominating Committee Chair, the other as Vice-Chair, ordinarily to be the Committee Chair the following year.

Section 3 The nominating committee shall be constituted at the annual congregational meeting to serve one year beginning with the conclusion of that meeting.

Section 4 The nominating committee shall present one eligible person for each office to be filled. Public notice of the names of nominees shall be given at least one week prior to election. Additional nominations may be made from the floor. Any person nominated shall have given his or her consent to be nominated. **Only active members of the church may be nominated or serve as elders-trustees or deacons.**

Section 5 Elder-trustees and deacons shall be elected at the annual meeting of the congregation. There shall always be three classes of elder-trustees or deacons as nearly equal as possible, one class only of which shall expire each year. Terms shall always be for three years, except when it is necessary to elect some for shorter terms to equalize the numbers in the classes or to fill vacancies. No elder or deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder or deacon having served a total of six years shall be ineligible for reelection for a period of at least one year.

Section 6 Election may be by acclamation if there be but one candidate for office. If there are two or more candidates, election shall be by ballot. A majority vote elects.

Section 7 Elected elder-trustees or deacons shall be installed, and ordained if required, in a regular Sunday morning church service on the first Sunday practicable following election. A term of service shall begin upon installation.

Section 8 For good cause, an elder or deacon may resign from office with the consent of the Session. Membership on the Session or Board of Deacons terminates automatically upon termination of membership. Vacancies shall be filled in the same manner as original elections.

Section 9 When an elder or deacon has been absent from three successive meetings of his board without cause, the congregation may, upon recommendation of the board concerned, declare the position vacant and elect another person to fill the unexpired term.

## **ARTICLE V           SESSION**

### Section 1   Members

- A. The Session shall be composed of fifteen (15) elders, **the associate pastor, if any,** and the pastor as moderator. In the case of sickness or absence of the pastor, he may invite, with the concurrence of the Session, a minister of the Presbytery to preside; or the Session, after having obtained approval of the pastor, may convene and elect one of its own members to preside.
- B. The Session shall elect a clerk from within or an elder from without its own membership. The Session shall annually elect the membership of its permanent committees, nominated by the pastor. Active members may be added to any of its committees. **Nonmembers may be added to committees with the approval of the pastor and the Session.**

### Section 2   Powers

The Session shall have authority over all affairs and activities of this church, both spiritual and corporate except in such matters as may by the constitution or these bylaws be specifically accorded to the pastor or to the congregation or to a higher governing body.

### Section 3 Meetings

The Session shall hold stated meetings monthly, except as canceled by its previous actions. Session standing committees shall normally also meet monthly. Special Session meetings may be called upon request in writing of any two or more members thereof or upon the direction of the Presbytery. A quorum shall be the presiding officer and one third of the elders, except for the reception and dismissal of members, when the quorum shall be the moderator and two members of the Session. **Approved minutes of the meetings shall be kept by the Clerk, and shall be shared with the deacons.**

### Section 4 Property and Finance

- A. Budget making and securing of revenues is the responsibility of the Session. The Session shall be responsible for the collecting, holding, disbursing and accounting of all church funds.
- B. The total budget for all causes shall be prepared by a budget committee, representative of the Session's major committees, elected by the Session. The Budget as approved by the Session shall be presented to the congregation at the annual meeting. Salaries of the pastor and associate pastors shall be reviewed and approved by the congregation annually, and **approved by shared with** the Presbytery.
- C. Borrowing funds, or making expenditures from any reserve funds beyond fifteen percent of the church budget in one year, shall have the approval of the congregation.

## **ARTICLE VI BOARD OF TRUSTEES**

### Section 1 Members

Elders elected to membership on the Session shall thereby also be elected to be trustees of the church corporation. Thus, the Session is the board of trustees, and is responsible to the laws of the State of California and these bylaws.

Section 2 Officers

The officers of the corporation shall be a president, a vice president, a secretary and a treasurer, and shall be elected ~~annually~~ by the board of trustees. ~~Only active members may be elected officers. The terms of the church officers shall be for five years, and they may serve additional terms as approved by the trustees. Notwithstanding this, the trustees may remove any officer in advance of the end of their term. The powers of these officers shall be as determined by the trustees.~~

Section 3 Meetings

All meetings of the Session shall also be considered to be meetings of the board of trustees.

**ARTICLE VII BOARD OF DEACONS**

Section 1 Members and Officers

The Board of Deacons shall consist of twelve (12) members. The pastors of the church shall be advisory members. The Board shall elect a Moderator, a secretary and a treasurer from among its members. Other officers, as desired, may be elected.

Section 2 Meetings

The Board of Deacons shall hold stated meetings at least quarterly. Special meetings shall be held whenever requested by two of its members in writing, or by the pastor or by the Session. A joint meeting of the Board of Deacons and the Session shall be held at least once a year, to confer on matters of common interest, with the Moderator of the Session presiding. The Secretary of the Board of Deacons shall keep a record of the Board's proceedings. These records shall be ~~shared with submitted to~~ the Session ~~at least annually and at other times upon request of the Session~~ after each meeting.

Section 3 Duties

The office of Deacon is one of sympathy, outreach and service. Deacons shall have responsibility to minister to those in need, the sick, to the friendless and to any who may be in distress, and to assume other duties as the Session may direct.

**ARTICLE VIII INDEMNIFICATION OF DIRECTORS, ELDERS, TRUSTEES,  
DEACONS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

Section 1 The elders, trustees, deacons, officers, employees and other agents are indemnified to the extent followed by the non-profit corporation law of the State of California then in effect.

**ARTICLE IX CONSTRUCTION AND DEFINITIONS**

Section 1 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, singular number includes the plural, and plural includes the singular, and the term "person" includes both the corporation and a natural person.

**ARTICLE X AMENDMENTS**

Section 1 These bylaws may be amended subject to the charter of the corporation, and the laws of the State of California and the Constitution of the Presbyterian Church (USA) at any annual meeting or at any special meeting of the congregation by a two-thirds vote of the voters present, provided that a full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the call of the meeting.

Section 2 These bylaws or the charter of this corporation may not be amended contrary to or so as not to include provisions of the Constitution of the Presbyterian Church (USA).

Last Amended \_\_\_\_\_, 20\_\_

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Clerk of Session