

# BYLAWS OF THE FIRST PRESBYTERIAN CHURCH U.S.A. OF LIVERMORE, CALIFORNIA

Revised January 30, 2022

## PREAMBLE

The First Presbyterian Church U.S.A. of Livermore, California organized on February 11, 1871, as an ecclesiastical body, is a particular church of the Presbyterian Church (U.S.A.). It is subject to the Constitution of that body consisting of its Book of Confessions and Book of Order. These bylaws, therefore, are subordinate to that Constitution of the Presbyterian Church (U.S.A.).

The First Presbyterian Church U.S.A. of Livermore, California is also a religious corporation organized and existing under and by virtue of the Corporation Code of the State of California.

These bylaws shall govern both the ecclesiastical body and the corporate body known as The First Presbyterian Church U.S.A. of Livermore, California.

## ARTICLE I

1. Both as “Congregation” and “Corporation,” this church shall be identified by the name: “The First Presbyterian Church U.S.A. of Livermore, California”. The First Presbyterian Church U.S.A. of Livermore, California may also be identified by the name “The First Presbyterian Church of Livermore”.
2. The principal office for the transaction of the business of the congregation and the corporation shall be the church edifice in the City of Livermore, State of California. The official copy of these bylaws shall be recorded in a book, which shall be kept in the church office.

## ARTICLE II. THE CHURCH SESSION

Session is the governing body of this church. The session consists of all the pastors of this church and 19 to 23 elders in active service. The session is responsible for the mission and governance of the church as detailed in the Book of Order of the Presbyterian Church (U.S.A.) (G-3.0201).

1. The moderator of session is the senior pastor. The session shall not meet without the moderator. In circumstances where the senior pastor is unavailable or it appears advisable that some other minister should preside, the guidelines in the Book of Order will be followed for selecting a temporary moderator.
2. All persons elected as ruling elders must be active members of this church. Ruling elders shall be elected to terms of three years, unless elected to fill an unexpired term. All terms will expire on ordination Sunday in ebruary of the appropriate year. The active ruling elders shall be divided into three classes as nearly equal as possible in size, with each class’s term expiring in a different year. No person shall be elected to serve any term if serving such term until its expiration will result in said person having served more than six consecutive years. Any person having served six consecutive years as an active elder will be ineligible to serve again as an active elder for one full year.
3. If any active elder declines to act, resigns, dies, ceases to be a member of this church, or has three unexcused absences in succession from regular meetings, a vacancy may be declared. The vacancy shall be filled by the congregation at its next regular meeting or special meeting called for that purpose. The term of an active elder selected to fill a vacancy shall be the unexpired term of the departing active elder.
4. The office of elder is a perpetual one; hence, elders once ordained shall not be divested of that office when they are not re-elected and shall be entitled to represent the church in the higher judicatories when appointed by the session or the presbytery.

5. The session shall hold at least 10 monthly stated meetings per year. A quorum shall consist of one-third of the active elders and the moderator. The time and place of all stated meetings shall be prescribed by resolutions of the session. The moderator shall call special meetings of session when he or she deems necessary or when requested in writing by any two members of the session. Session may also be directed to meet by Presbytery. Reasonable notice and an agenda of all special meetings must be given to all active elders. At least one meeting per year shall be held jointly with the board of deacons. Upon proper authorization, the session may meet by electronic means if all active elders have the ability to hear one another, discuss, deliberate, discern the will of God, and vote on business items. Meeting by electronic means is properly authorized if, for a specific meeting or meetings, a) such has been authorized by resolutions of session, or b) so long as not prohibited by resolution of session, the moderator in good faith deems it appropriate to conduct the meeting by electronic means. Reasonable notice that a meeting is to be held by electronic means, and reasonable notice of the means of participation, shall be given to all active elders. The quorum for a meeting held by electronic means is the same as for in-person meetings.
6. The session shall elect a clerk. The clerk shall be an elder, but need not be a member of the session. When not a member of the session, the clerk shall have neither voice nor vote. The clerk shall record the transactions of session, keep the session's roll of membership and attendance, preserve its records carefully, and furnish extracts from them when required by another governing body of the church.
7. The session is charged with the spiritual life of the congregation. It shall have power to inquire into the knowledge and Christian conduct of members of the church. The session has the authority to receive members into the church. Membership shall not be denied to any person because of race, economic or social circumstances, or any other reasons not related to profession of faith. The session also has the power to serve in judicial matters in accordance with the Rules of Discipline in the Book of Order.
8. The session shall be responsible for the collection, management, and disbursement of all funds collected in the church and shall provide full information to the congregation of its decisions in such matters. The session has the power to delegate stewardship of various funds to other church organizations. The financial records of designated boards, organizations, and task forces shall be submitted to the session at least annually and at other times upon the request of the session, in accordance with the Book of Order. (See Book of Order, G-3.0113, G-3.0205.) The session has the responsibility and power to establish the annual budget, determine the distribution of the church's benevolences, and authorize offerings for Christian purposes, providing full information to the congregation concerning its decisions in such matters.
9. The session shall provide for the administration of the program of the church, including employment of nonordained staff, with concern for equal employment opportunity and the annual review of the adequacy of compensation for all staff.
10. The session shall have charge of the management, care, and improvement of the church property. It shall be responsible for determination of the appropriate use of church facilities and buildings.
11. The session shall be responsible for maintaining a regular and continuing relationship with the higher governing bodies of the Presbyterian Church (U.S.A.). It shall appoint its allotted number of commissioners to the Presbytery of San Francisco.
12. To carry out the responsibilities of session as described in the Bylaws and Book of Order, the session shall form such departments and committees as it may deem necessary for the cooperative conduct of the work of the church. The duties of such bodies shall be outlined in writing and may be changed at any time by session. The membership of such bodies shall be determined by the session. The Nominating Committee and/or the department or committee leader shall report to the session the names of individuals to serve on such departments or committees.
13. The session shall have power to make and amend rules and regulations as it deems necessary to perform efficiently the duties for which it is responsible. Such rules and regulations shall not conflict with these bylaws.

Rules and regulations may be adopted, amended, or rescinded, at any stated meeting of the session; however, to enact such business a quorum of fifty per cent of the active elders must be present and the action must be approved by a two-thirds vote.

### ARTICLE III. THE BOARD OF DEACONS

The board of deacons is the formal organization within the First Presbyterian Church of Livermore that is responsible for the ministry of helping people. It functions under the authority and supervision of the session.

#### A. TERMS OF SERVICE

1. All persons elected as deacons must be active members of the First Presbyterian Church of Livermore.
2. The office of deacon is a perpetual one. A deacon once ordained shall remain a deacon, even though not actively serving on the board.
3. The active board of deacons shall consist of 16 to 20 active deacons.
4. The deacons shall be divided into three rotating classes as nearly equal as possible in size. Each class shall be elected for a term of three years, with each class's term expiring on ordination Sunday in February of a different year.
5. No person shall be elected to serve any term if serving such term until its expiration will result in said person having served more than six consecutive years. Any person having served six consecutive years as an active deacon will be ineligible to serve as an active deacon for one full year.
6. If any active deacon declines to act, resigns, dies, ceases to be a member of this church, or has three unexcused absences in succession from regular meetings, a vacancy may be declared. The vacancy shall be filled by the congregation at its next regular meeting or special meeting called for that purpose. The term of a deacon selected to fill a vacancy shall be the unexpired term of the departing active deacon.

#### B. DUTIES OF THE BOARD OF DEACONS

1. The duties of the board of deacons shall include:
  - a. Visiting and caring for members in the church community and others.
  - b. Various tasks as specified in the Officer Handbook.
  - c. Other duties as session may delegate to the board of deacons.

#### C. ORGANIZATION OF THE BOARD OF DEACONS

1. The pastors shall serve as advisory members of the board of deacons. The senior pastor may appoint another pastor to serve as a primary point of contact with the board of deacons.
2. The procedure for selection of officers shall be determined by the board of deacons.
3. Officers shall be:
  - a. Moderator
  - b. Vice Moderator
  - c. Secretary
  - d. Treasurer
  - e. Other committees as needed to carry out the ministry of the deacons.
4. The same person may hold the office of secretary and treasurer.

5. The board will designate the active deacons permitted to authorize expenditures from the deacons' fund.
6. Duties of the Moderator
  - a. Preside at all meetings.
  - b. Serve in other capacities as determined by the board.
  - c. Submit a written annual report to session to be included in the annual congregational report.
7. Duties of the Vice Moderator
  - a. Serve in the absence of the moderator.
  - b. Aid the moderator with meeting organization and other tasks as delegated by the moderator.
  - c. Become moderator following the expiration of the current moderator's term if appointed.
8. Duties of the Secretary
  - a. Keep accurate minutes of all meetings.
  - b. Manage correspondence.
9. Duties of the Treasurer
  - a. Manage the deacons' fund.
  - b. Keep detailed records of deacons' fund expenditures and recipients.
  - c. Submit a written summary report of income and expenditure for the deacons' fund to session when requested.
10. The board of deacons shall hold a minimum of four meetings per year, or more if specified by session, at a time and place arranged by its members. Special meetings may be called by the moderator. There shall be one meeting annually held jointly with the session. If the members or the moderator so provide, the Board of Deacons may meet by electronic means if all active deacons have reasonable notice of the electronic meeting and the means of participation, and the ability to hear one another, discuss, deliberate, discern the will of God, and vote on business items.
11. A quorum, whether for an in person meeting or meeting by electronic means, shall consist of one-third of the board plus the moderator/acting moderator.

#### ARTICLE IV. THE TRUSTEES

1. In accordance with the provisions of the Corporation Code of the State of California, this church is incorporated. As such a corporation, the active elders of the church shall be the trustees of the Corporation. The term of office for each trustee coincides with his or her term of office as an elder.
2. If a vacancy is declared for any elder position, a similar vacancy is declared for the corresponding trustee position. The vacancy shall be filled by the congregation at its next regular meeting or special meeting of the corporation called for that purpose. The term of a trustee selected to fill a vacancy shall be the unexpired term of the departing trustee.
3. At the February session meeting the Board of Trustees shall elect from its membership a president, secretary, and treasurer. The Clerk of Session can be the secretary, but need not be a member of the Board of Trustees. When not a member of the Board of Trustees, the secretary shall have neither voice nor vote.
4. The president and the secretary shall sign all notes, deeds, mortgages, and other contracts and instruments for the corporation if such have been properly approved by session or the Board of Trustees. The secretary shall keep a full and accurate record of all the minutes of the meetings of the board in the same book used to record the minutes of the session.
5. In accordance with the Book of Order (G-4.0101), only the Board of Trustees shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the church, provided that in

buying, selling, and mortgaging real property, the trustees shall act only after the approval of the congregation, granted in a duly constituted meeting; to accept and execute deeds of title to such property; to hold and defend title to such property; and to manage any permanent special funds for the furtherance of the purposes of the congregation, all subject to the authority of session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.). The Board of Trustees shall not sell, mortgage, or otherwise encumber any of the church's 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 of the congregation (G-4.0206 a). The Board of Trustees shall not lease the church's real property used for purposes of worship, or lease for more than five years any of the church's other real property, without the written permission of the presbytery transmitted through the session of the congregation (G-4.0206 b).

6. For corporate activities the fiscal year shall be the calendar year.

## ARTICLE V. MEETINGS

Meetings of the congregation are to conduct the ecclesiastical business of the First Presbyterian Church of Livermore. Meetings of the corporation are to conduct corporate business of the First Presbyterian Church of Livermore in accordance with the laws of the State of California. The Annual Meeting of the Congregation and the Annual Meeting of the Corporation may be held jointly.

1. Annual Meeting of the Congregation

The purpose of the Annual Meeting of the Congregation is to conduct the ecclesiastical business of the First Presbyterian Church-of Livermore and the presentation of informational annual reports.

- a. Date and Time of Meeting

The Annual Meeting of the Congregation shall be held during the months of January or February, the day and time to be designated by the session.

- b. Meeting Notice and Agenda

Notice of this meeting shall be given in the church bulletin and from the church pulpit on the two preceding Sundays. An agenda must be available at least 7 days prior to the meeting.

- c. Business to be transacted shall be limited as detailed in the Book of Order (G-1.0503).

2. Annual Meeting of the Corporation

The purpose of the Annual Meeting of the Corporation is to conduct corporate business in accordance with the laws of the State of California and to report the budget of the ecclesiastical business of the First Presbyterian Church of Livermore.

- a. Date and Time of Meeting

The Annual Meeting of the Corporation shall be held during the months of January or February each year, the day and time to be designated by the session.

- b. Meeting Notice and Agenda

Notice of this meeting shall be given in the church bulletin and from the church pulpit on the two preceding Sundays. An agenda must be available at least 7 days prior to the meeting, and a proposed budget must be available no later than the Friday prior to the meeting.

- c. The business shall include

- 1) Report of the budget for the next year.
- 2) Approval of compensation packages of all pastors.
- 3) Any other business that might be properly introduced.

3. Stated Meeting of the Congregation

The Stated Meeting of the Congregation is to elect elders, deacons, members of the nominating committee, and Funds Committee members.

a. Date and Time of Meeting

The Stated Meeting of the Congregation shall be held prior to October 31 each year at a day and time designated by the session.

b. Meeting Notice and Agenda

Notice of this meeting shall be given in the church bulletin and from the church pulpit on the two preceding Sundays. An agenda including nominations of officers must be available at least 7 days prior to the meeting.

c. The business of the Stated Meeting shall include:

1) Election of:

- a) Elders
- b) Deacons
- c) Nominating Committee members
- d) Funds Committee members

2) Any other business that might be properly introduced.

4. Special meetings of the congregation may be called by the session, and of the corporation by the trustees, as needed by notice in the church bulletin and given from the church pulpit on the two preceding Sundays. At such meeting, no business shall be transacted except such as is named in the call. An agenda must be available at least 7 days prior to the meeting.

5. The moderator of the session shall preside over congregational meetings. The clerk of the session shall act as secretary for meetings. If the clerk of session is unable to serve, the congregation shall elect a secretary for that meeting. The president of the trustees shall preside over corporation meetings.

6. The secretary shall prepare the minutes of the meeting. These minutes shall be reviewed and adopted by the session at its next regular meeting. When approved by the session, the minutes shall be an authoritative record of business for the congregation.

7. Quorum for Meetings

a. A quorum for the transaction of business at a congregational meeting shall be as follows:

- 1) If the number of active members is 100 or fewer, one-fourth of the active members; or
- 2) If the number of active members is more than 100, 25 active members or one-tenth of the active members, whichever is greater.

b. A quorum for the transaction of business at a corporate meeting shall be:

- 1) If the number of active members is 100 or fewer, one-fourth of the active members; or
- 2) If the number of active members is more than 100, 25 active members or one-tenth of the active members, whichever is greater.

8. Voting

All active members of this church in good and regular standing who are present at annual, stated, or special meetings of the congregation are entitled to vote.

9. Electronic Meetings

The congregation or corporation may meet by electronic means if so designated by session, if the notice of the meeting includes notice that the meeting will be conducted by electronic means and the means of participation, and if all members have the ability to hear one another, discuss and vote on business items. The quorum for such a meeting is the same as for in-person meetings.

## ARTICLE VI. THE NOMINATING COMMITTEE

The purpose of the Nominating Committee is to nominate active members of the church to vacancies in the session, the board of deacons, the Nominating Committee, the Funds Committee, and various departments or committees.

1. Nominations shall be made by a representative nominating committee of five or more active members of the church. One member of this committee, who will serve as chair, shall be designated by and from the session. One member should be designated by and from the board of deacons. Three or more at-large members of this committee shall be elected from the congregation for two year terms by a majority vote at the annual stated meeting. The at-large members shall be divided into two rotating classes as nearly equal as possible in size, arranged so that the term of one class shall expire on ordination Sunday in February of each year. No person shall be elected to serve an at-large term if serving such term until its expiration will result in said person having served more than four consecutive years. When an at-large member has served four consecutive years, that person is ineligible to serve as a member of the Nominating Committee for one full year. In addition, the pastor shall be a member of this committee ex officio and without vote.
2. The Nominating Committee shall select nominees for vacancies in the session, the board of deacons, the Nominating Committee, and the Funds Committee and present its report at the annual stated meeting or a special meeting of the congregation at which such vacancies are to be filled. Members of the congregation may present written suggestions for nominations for all church offices to this committee. The presentation of the nominating committee's report shall not preclude nominations being made from the floor. Nominations made by the nominating committee shall be published at least 7 days before the Stated Meeting and be included in the agenda.
3. This committee shall also prepare and submit nominations to the session for vacancies in the various departments or committees fully constituted by session, as requested.

## ARTICLE VII. COMMEMORATIVE AND CHRISTIAN HERITAGE FUNDS

The purposes of the Commemorative and Christian Heritage Funds (hereafter "The Funds") are to provide an opportunity for members and friends of the church to make gifts as traditional memorials, to meet special needs, and/or to contribute to a permanent Christian Heritage Fund to support our broader ministry and mission programs. Gifts to The Funds will be used in accordance with the wishes of the donor, or if given without designation, at the direction of session taking into consideration the recommendation of the Funds Committee.

The Commemorative Fund provides an opportunity for members and friends of the church to make a lasting gift in the memory of a loved one or to commemorate other significant events. Memorials will be chosen with the concurrence of the donor and the Funds Committee. These gifts are to be used for memorials that are as nearly permanent as possible. The Funds Committee will ensure the disbursement of funds given for existing special needs projects and will recommend the establishment of new special needs projects as appropriate. Gifts to the Christian Heritage Fund will be invested in perpetuity, and the earnings will be used to support projects designated by the donor or at the direction of session taking into consideration the recommendation of the Funds Committee if no designation is made. All undesignated gifts to The Funds will be used to meet the on-going needs of the church in carrying out its ministry and mission in the community and throughout the world.

The Funds Committee functions under the authority and supervision of the session, and session shall establish policies and procedures for the management of and disbursement from The Funds and for the operation of the Funds Committee (specified in the Funds Committee Operating Policies and Procedures).

### A. The Funds Committee

The Funds Committee shall be constituted as follows:

1. Two members of session who shall be appointed by the session, including at least one elder from Ministry Resources (or if Ministry Resources no longer exists, the appropriate successor to the duties of Ministry Resources).

2. Six at-large members elected by the congregation at the Stated Meeting of the Congregation. At-large members of the Funds Committee must be active members of the church.
3. The senior pastor and, as needed, the Director of Church Operations and the Accounting Specialist (or if such positions no longer exist, the employees carrying out similar duties) shall serve ex officio and without vote. If not one of the appointed elders, the President of the Corporation serves ex officio and without vote.

#### B. Organization of the Funds Committee

1. The six at-large members shall be divided into three rotating classes of two persons. Each class shall serve a three-year term. The classes shall be arranged so that the term of one class shall expire on ordination Sunday in February of each year.
2. No person shall be elected to serve any at-large term if serving such term until its expiration will result in said person having served more than six consecutive years. When an at-large member has served six consecutive years, that person is ineligible to serve as a member of the Funds Committee for one full year.
3. If any active at-large Funds Committee member can no longer serve for any reason, a vacancy shall be declared. The vacancy shall be filled by the congregation at its next regular or special meeting called for that purpose. The term of an at-large Funds Committee member selected to fill a vacancy shall be the unexpired term of the departing at-large Funds Committee member.
4. The Funds Committee shall elect a chair from among its at-large members each February.
5. A quorum for the transaction of business at a meeting of the committee shall be four members of the Funds Committee, at least one of whom is a member of session.

#### C. Responsibilities of the Committee

1. Administer and manage monies designated to The Funds, and any other responsibilities related to The Funds that shall arise.
2. Oversee implementation of the policies and procedures for the management and disbursement of The Funds and the operation of the Funds Committee established by session as detailed in the Funds Committee Operating Policies and Procedures.
3. Submit a written annual summary report to session, which shall be included in the annual report to the congregation.

### ARTICLE VIII. AMENDMENTS

Amendments to these Bylaws may be made by a majority vote at any Joint Meeting of the Congregation and Corporation provided that the agenda of such meetings includes the proposed changes to the bylaws.

### ARTICLE IX. RULES OF ORDER

Meetings shall be conducted in accordance with the Rules for Judicatories adopted by the General Assembly of the Presbyterian Church (U.S.A.) so far as they apply and, when they do not apply, according to the usual legislative rules of order as contained in Robert's Rules of Order.